

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 2025.
6. Reviewing and approving the consolidated financial statements of the Santander Bank Polska S.A. Group for 2025.
7. Reviewing and approving the Management Board's report on the Santander Bank Polska S.A. Group activities in 2025 (which includes report on Santander Bank Polska S.A. activities in 2025 and Consolidated Sustainability Statement of Santander Bank Polska Group for 2025).
8. Profit distribution, decision related to reserve capital and dividend reserve, dividend record date, dividend payment date.
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 2025.
11. Approval for the Santander Bank Polska S.A. Supervisory Board's report on its activities in the 2025 the report on the examination of:
 - Santander Bank Polska S.A. financial statements for 2025;
 - consolidated financial statements of the Santander Bank Polska S.A. Group for 2025;
 - the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2025 (which includes report on Santander Bank Polska S.A. activities in 2025, including Consolidated Sustainability Statement of Santander Bank Polska Group for 2025);
 - the Management Board's motion concerning distribution of profit in 2025;and adoption of:
 - the Supervisory Board assessment of compliance with corporate governance rules 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;
 - outcome of the Supervisory Board's evaluation of the Corporate Governance Rules for Supervised Institutions and
 - applicable remuneration policy assessment.
12. Amendments to the Policy on Suitability Assessment of the Supervisory Board Members in Santander Bank Polska S.A.
13. Suitability assessment of Supervisory Board, and for the Supervisory Board's members suitability assessment; assessment of the Supervisory Board efficiency and internal regulations' adequacy assessment related to the Supervisory Board.
14. Changes in the Supervisory Board composition.
15. Giving discharge to the members of the Santander Bank Polska S.A. Supervisory Board.
16. 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.
17. Amendments to the Remuneration Policy for Managements Board Members of Santander Bank Polska S.A.
18. Information on the purchase of own shares to execute Incentive Plan VII.
19. 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 2025

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-five /1.01.2025/ and finishing on the thirty first day of December of the year two thousand and twenty- five /31.12.2025/, including:

- 1) statement of financial position prepared as at the thirty first of December two thousand and twenty- five /31.12.2025/ which on the assets and liabilities and equity side shows the amount of PLN 300 647 903 k,
- 2) income statement for the accounting year from the first of January two thousand and twenty- five /1.01.2025/ until the thirty first of December two thousand and twenty-five /31.12.2025/ which shows profit-after-tax in the amount of PLN 6 708 807 k,
- 3) statement of comprehensive income for the accounting year from the first of January two thousand and twenty- five /1.01.2025/ until the thirty first of December two thousand and twenty- five /31.12.2025/ which shows total comprehensive income in the amount of PLN 7 818 159 k,
- 4) statement of cash flows for the accounting year from the first of January two thousand and twenty- five /1.01.2025/ until the thirty first of December two thousand and twenty- five /31.12.2025/ which shows increase of PLN 1 782 582 k in the net cash balance,
- 5) statement of changes in equity showing as at the thirty first of December two thousand and twenty- five /31.12.2025/ the equity of PLN 33 329 518 k,
- 6) 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 2025

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-five /1.01.2025/ until the thirty first day of December of the year two thousand and twenty-five /31.12.2025/, including:

- 1) consolidated statement of financial position prepared as at the thirty first of December two thousand and twenty-five /31.12.2025/ which on the assets and liabilities and equity side shows the amount of PLN 308 150 077 k,
- 2) consolidated income statement for the accounting year from the first of January two thousand and twenty-five /1.01.2025/ until the thirty first of December two thousand and twenty-five /31.12.2025/ which shows profit-after-tax in the amount of PLN 6 764 845 k (of which PLN 286 031 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-five /1.01.2025/ until the thirty first of December two thousand and twenty-five /31.12.2025/ which shows total comprehensive income in the amount of PLN 7 973 880 k (of which PLN 325 937 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-five /1.01.2025/ until the thirty first of December two thousand and twenty-five /31.12.2025/ which shows increase in net cash balance of PLN 1 501 233 k,
- 5) consolidated statement of changes in equity showing as at the thirty first of December two thousand and twenty-five /31.12.2025/ the amount of PLN 35 505 226 k,
- 6) 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 2025,
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 2025 (which includes report on Santander Bank Polska S.A. activities in 2025 and Consolidated Sustainability Statement of Santander Bank Polska Group for 2025).

§ 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's Annual General Meeting hereby distributes the Bank's net profit of PLN 6,708,807,103.95 earned in the accounting year from 1 January 2025 to 31 December 2025 as follows:
 - PLN 5,030,603,480.88 – to be allocated to dividend for shareholders;
 - PLN 220,542,000.00 – to be allocated to the capital reserve;
 - PLN 1,457,661,623.07 – to be kept undistributed.
2. The Annual General Meeting hereby distributes the retained profits from previous years as follows:
 - 1) the Bank's net profit of PLN 722,325.62 earned in the accounting year from 1 January 2018 to 31 December 2018;
 - 2) the Bank's net profit of PLN 895,908.46 earned in the accounting year from 1 January 2021 to 31 December 2021;
 - 3) the Bank's net profit of PLN 662,193.89 earned in the accounting year from 1 January 2023 to 31 December 2023; and
 - 4) the Bank's net profit of PLN 477,944.61 earned in the accounting year from 1 January 2024 to 31 December 2024are to be allocated to 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 (**Dividend Reserve**).
3. The Annual General Meeting hereby decides to transfer to the Dividend Reserve the amount of PLN 72,357,000 from the retained profit earned by the Bank in the accounting year from 1 January 2022 to 31 December 2022 allocated to the capital reserve in accordance with resolution no. 6 of the Annual General Meeting of 19 April 2023 with regard to distribution of profit, dividend 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.
4. The Annual General Meeting hereby decides that PLN 76,818,432.84 out of the Dividend Reserve, including the amount of PLN 1,703,060.26 recorded in the Dividend Reserve, be allocated to the dividend for shareholders.

§ 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 the profit earned in 2025 and from the Dividend Reserve (**Dividend**). The dividend amount is PLN 5,107,421,913.72 (of which: PLN 5,030,603,480.88 represents 74.99% of the net profit earned in 2025 and PLN 76,818,432.84 represents the amount allocated from the Dividend Reserve).
2. The Dividend referred to in item § 2(1) is PLN [49.98] per share.
3. The Dividend record date is 13 May 2026.
4. The Dividend will be paid out on 20 May 2026.

§ 3

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

Recommendation of the Bank's Management Board regarding proposed 2025 profit distribution

The arguments supporting the proposal are presented below.

As at 31 December 2025, the capital ratios were as follows:

- Tier 1 capital ratio of 20.87% and 19.51% for the Bank and the Bank's Group, respectively;
- total capital ratio of 21.45% and 20.0% for the Bank and the Bank's Group, respectively.

As at 31 December 2025 (the Bank's quarterly data on own funds and interest rate risk in the banking book as well as monthly data on the receivables portfolio), the Bank met the basic criteria defined in the Polish Financial Supervision Authority's guidance (**KNF guidance**) of 17 December 2025 on the dividend policy of commercial banks for 2026 to pay a dividend up to 50% of its net profit earned in the period from 1 January 2025 to 31 December 2025. Additionally, having factored 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 rate was increased to 75% in view of the Bank's sound credit quality.

At the same time, the Bank does not meet the criteria for reducing the above dividend payout ratio due to a material exposure to the portfolio of FX home loans (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), or due to a high sensitivity of net interest income or the economic value of equity to interest rate changes.

The Bank did not allocate any part of the profit earned in 2025 to own funds.

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 up to 75% of its net profit for 2025 in the form of a dividend, whilst the maximum payment must not exceed the amount of the annual profit reduced by the profit earned in 2025 already allocated to own funds.

Additionally, the KNF has informed the Bank about its positive stance on the possibility to pay out the dividend in the amount of PLN 76,818,432.84.

The basis for calculating that amount is the sum of retained profits from previous years which meet the conditions for distribution under the dividend criteria recommended by the KNF, i.e.:

- PLN 72,357,000 of undistributed profit for 2022 which, pursuant to the resolution of the Bank's Annual General Meeting of 19 April 2023 with regard to the distribution of profit for the accounting year from 1 January 2022 to 31 December 2022, was allocated to the capital reserve, and
- the amount of PLN 4,461,432.84 left after deducting from the dividend payable from profits generated for the years 2018-2024 the amounts actually paid out, taking into account the recalculation of dividend based on the amount per share, recorded currently under the Dividend Reserve (of PLN 1,703,060.26) and undistributed profits (of PLN 2,758,372.58).

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 1.01.2025 to 31.12.2025.

§ 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 1.01.2025 to 31.12.2025.

§ 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 Vice President 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 Management Board Vice President, is granted the word of approval for performance of her duties in the period from 01.01.2025 to 31.12.2025.

§ 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 Vice President 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 Głęboki, the Management Board Vice President, is granted the word of approval for performance of her duties in the period from 01.01.2025 to 31.12.2025.

§ 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 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 1.01.2025 to 15.04.2025.

§ 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 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

Ms. Magdalena Proga-Stępień, the Management Board Vice President, is granted the word of approval for performance of his duties in the period from 01.01.2025 to 31.12.2025.

§ 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. Maciej Reluga, the member of the Management Board Vice President, is granted the word of approval for performance of his duties in the period from 1.01.2025 to 31.12.2025.

§ 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

Mr. Wojciech Skalski, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2025 to 31.12.2025.

§ 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 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 1.01.2025 to 31.12.2025.

§ 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 her duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Ms. Magdalena Szwarc-Bakuła, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 16.04.2025 to 31.12.2025.

§ 2

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

re: item 10 of the agenda

**RESOLUTION NO. 17
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 2025

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 2025 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. 18
of the Annual General Meeting of Santander Bank Polska S.A.**

(draft)

re. approval of the Supervisory Board report and remuneration policy assessment

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,

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 1.01.2025 to 31.12.2025,

- report on the examination of: Santander Bank Polska S.A. financial statements for 2025,
- consolidated financial statements of the Santander Bank Polska S.A. Group for 2025,
- report on the Santander Bank Polska SA. Group performance in 2025 (which includes report on Santander Bank Polska S.A. activities in 2025, including Consolidated Sustainability Statement of Santander Bank Polska Group for 2025).,
- 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 2025;

and also adoption of:

- 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,
- 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
- the Supervisory Board evaluation results of applying the Corporate Governance Rules for Supervised Institutions is made

(Appendix 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 2025 is included in the appendix 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

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 separated file.

re: item 12 of the agenda

**RESOLUTION NO. 19
of the Annual General Meeting of Santander Bank Polska S.A.**

(draft)

**re. approving amended Supervisory Board Members of Santander Bank Polska S.A. Suitability
Assessment Policy**

Acting pursuant to art. 395 § 5 of the Commercial Companies Code and taking into consideration principles stipulated by guidelines of the European Banking Authority of 2nd July 2021 on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/12),

the following Resolution is adopted:

§ 1

Annual General Meeting shall approve, presented by Supervisory Board Supervisory Board of Policy on the suitability assessment of the Supervisory Board Members in Santander Bank Polska S.A. in the wording stipulated in the appendix hereto.

§ 2

The Supervisory Board is authorized to interpret the Policy referred to in § 1 and to make changes to it; information about these changes will be presented by the Supervisory Board to the next General Meeting.

§ 3

This resolution shall come into force on the day of its adoption.

The appendix to the draft resolution of the Annual General Meeting is attached in the separated file.

re: item 13 of the agenda

**RESOLUTION NO. 20
of the Annual General Meeting of Santander Bank Polska S.A.**

(draft)

re suitability assessment of the Supervisory Board, internal regulations' adequacy assessment related to the Supervisory Board and assessment of the Supervisory Board efficiency

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 and item 8.9 of the KNF's Recommendation Z,

the following is hereby resolved:

§ 1

1. The outcome of individual suitability assessments of the Supervisory Board Members, the candidate to the Supervisory Board and collective suitability assessments of Supervisory Board, carried out: on 18 March 2026 are appended hereto as appendix.
2. Annual General Meeting approves evaluation of the assessments indicated in clause 1.

§ 2

Annual General Meeting, based on Supervisory Board 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.

§ 3

1. The Annual General Meeting considering: (i) the Santander Bank Polska S.A. Supervisory Board's report on its activities in the period from 1.01.2025 to 31.12.2025 and the self-assessment referred to in point I.5 of the above mentioned report, (ii) results of the collective suitability assessment of the Supervisory Board of Santander Bank Polska S.A. (Supervisory Board); and (iii) the self-assessment of the Supervisory Board adopted by force of Supervisory Board resolution no. 44/2026 of 18 March 2026 is of the opinion that the Supervisory Board duly and effectively discharges its responsibilities arising from applicable laws, including the Commercial Companies Code, the Banking Law, the Bank's Statutes and the KNF recommendations, as well as from corporate governance rules.
2. The Annual General Meeting acknowledges the findings from the Supervisory Board Resolution no. 44/2026 of 18 March 2026, which is constitute appendix no. 3 hereto.

§ 4

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 separate files.

re. item 14 of the agenda

**RESOLUTION NO. 21
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, Katarzyna Perez 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.

re: item 15 of the agenda

**RESOLUTION NO. 22
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 01.01.2025 to 31.12.2025.

§ 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 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 01.01.2025 to 31.12.2025.

§ 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 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 1.01.2025 to 31.12.2025.

§ 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 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 1.01.2025 to 31.12.2025.

§ 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 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 1.01.2025 to 31.12.2025.

§ 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 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 periods: from 1.01.2025 to 31.12.2025.

§ 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. 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 1.01.2025 to 31.12.2025.

§ 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 her duties

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Ms. Kamilla Marchewka-Bartkowiak, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the periods: from 01.01.2025 to 31.12.2025.

§ 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

Mr. Tomasz Sójka, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the period from 01.01.2025 to 31.12.2025.

§ 2

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

RESOLUTION NO. 31
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 periods from: 1.01.2025 to 31.12.2025.

§ 2

The resolution becomes effective as of the date of its adoption

item 16 of the agenda

**RESOLUTION NO. 32
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 2027, including the cost of the purchase, is PLN 220,542,000 (say: two hundred and twenty million five hundred 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 2027 and 31 December 2027, no more than 826,000 (say: eight hundred and twenty six thousand) Own Shares representing 0.81% of the total number of votes and 0.81% 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 retention award and the award due for 2026 and for years 2022-2025 (in the form of Own Shares) to pre-defined Plan Participants and to be paid out in 2027;
- 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 2027 – 31 December 2027;
- 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 220,542,000 (say: two hundred and twenty million five hundred 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 2027.

§ 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.

item 17 of the agenda

RESOLUTION NO. NO. 33
of the Annual General Meeting of Santander Bank Polska S.A.
(draft)

re amendments to the Remuneration Policy for members of the Management Board of Santander Bank Polska S.A.

Pursuant to Article 395 § 5 of the Code of Commercial Companies, and having regard to the following:

- Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC amended by Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 that amends Directive 2013/36/EU as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures (Official Journal of the European Union No. 150/253), in particular its Articles 92 and 94;
- when identifying the categories of staff referred to above, the Bank must apply qualitative and appropriate quantitative criteria defined in Commission Delegated Regulation (EU) 2021/923 of 25 March 2021 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards setting out the criteria to define managerial responsibility, control functions, material business units and a significant impact on a material business unit's risk profile, and setting out criteria for identifying staff members or categories of staff whose professional activities have an impact on the institution's risk profile that is comparably as material as that of staff members or categories of staff referred to in Article 92(3) of that Directive;
- pursuant to the above-mentioned Commission Delegated Regulation, the remuneration policy should cover members of the management body in the supervisory function, i.e. members of the Supervisory Board, which is also consistent with the Principles of Corporate Governance for Supervised Institutions adopted by the Polish Financial Supervision Authority (KNF);

as well as taking into account:

- provisions of Chapter 4a of the Act of 29 July 2005 on public offering, conditions governing the admission of financial instruments to organised trading and on public companies; and
- provisions of the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system, the internal control system and remuneration policy at banks;

the following resolution is adopted:

§ 1

The Remuneration Policy for members of the Management Board of Santander Bank Polska S.A. ("the **Policy**") introduced by Annual General Meeting resolution no. 31 of 27 April 2022 shall be read as in appendix to this resolution.

§ 2

The Annual General Meeting of the Bank:

- 1) authorises the Bank's Supervisory Board to adopt consolidated text of the Policy to adopt the consolidated text of the Policy, taking into account the change of name from Santander Bank Polska S.A. to Erste Bank Polska S.A., in accordance with § 1 of the Extraordinary General Meeting no. 11 of 22 January 2026 re: change of the regulations approved by the general meeting due to the change of the Bank's name and its main shareholder,
- 2) obliges the Supervisory Board to present the content of this document at the next general meeting following their adoption.

§ 3

This Resolution will become effective on the day of its adoption.

Appendix to the draft resolution of the Annual General Meeting is provided in separate file.