

*re: item 2 of the agenda*

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

*(draft)*

**re. adopting the meeting's agenda**

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 2018.
6. Reviewing and approving the consolidated financial statements of the Santander Bank Polska S.A. Group for 2018.
7. Reviewing and approving the Management Board's report on the Santander Bank Polska S.A. activities in 2018 and the Management Board's report on the Santander Bank Polska S.A. Group activities in 2018.
8. Adopting resolutions on distribution of profit, the dividend day and 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 its activities in the 2018, report on the examination of: Santander Bank Polska S.A. financial statements for 2018; consolidated financial statements of the Santander Bank Polska S.A. Group for 2018; report on the Santander Bank Polska SA. Group performance in 2018 including report on Santander Bank Polska S.A. performance; the Management Board's motion concerning distribution of profit earned in 2016, 2017 and 2018; the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2018; adoption of the Supervisory Board assessment of Santander Bank Polska S.A. manner of fulfilling disclosure requirements and outcome of the Supervisory Board's evaluation of the Corporate Governance Rules for Supervised Institutions and applicable remuneration policy assessment; and adoption of suitability assessment of Supervisory Board.
11. Giving discharge to the members of the Santander Bank Polska S.A. Supervisory Board.
12. Amendments to the Bank's Statute.
13. Changes of remuneration of the members of Santander Bank Polska Supervisory Board.
14. Approval of Supervisory Board Members of Santander Bank Polska S.A. Suitability Assessment Policy and Supervisory Board Members of Santander Bank Polska S.A. Appointing and Succession Policy.
15. Closing the General Meeting.

**re: item 5 of the agenda**

**RESOLUTION OF THE ANNUAL GENERAL MEETING OF SANTANDER BANK POLSKA S.A.**

*(draft)*

**re: approval the Bank's financial statements for 2018**

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 S.A. seated in Wrocław for the period beginning on the first day of January of the year two thousand and eighteen /1.01.2018/ and finishing on the thirty first day of December of the year two thousand and eighteen /31.12.2018/, including:

- 1) statement of financial position prepared as at the thirty first of December two thousand and eighteen /31.12.2018/ which on the assets and liabilities and equity side shows the amount of PLN 183 038 564 k,
- 2) income statement for the accounting year from the first of January two thousand and eighteen /1.01.2018/ until the thirty first of December two thousand and eighteen /31.12.2018/ which shows profit-after-tax in the amount of PLN 2 167 161 k,
- 3) statement of comprehensive income for the accounting year from the first of January two thousand and eighteen /1.01.2018/ until the thirty first of December two thousand and eighteen /31.12.2018/ which shows total comprehensive income in the amount of PLN 2 517 667 k,
- 4) statement of cash flows for the accounting year from the first of January two thousand and eighteen /1.01.2018/ until the thirty first of December two thousand and eighteen /31.12.2018/ which shows an increase of PLN 10 271 700 k in the net cash balance,
- 5) statement of changes in equity showing as at the thirty first of December two thousand and eighteen /31.12.2018/ the equity of PLN 23 860 357 k,
- 6) explanatory notes;

§ 2

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

**re. item 6 of the agenda**

**RESOLUTION  
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 2018**

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 S.A. has reviewed and hereby approves, submitted by the Bank's Management Board, consolidated financial statements of Santander Bank Polska S.A. Group for the period beginning on the first day of January of the year two thousand and eighteen /1.01.2018/ until the thirty first day of December of the year two thousand and eighteen/31.12.2018/, including:

- 1) consolidated statement of financial position prepared as at the thirty first of December two thousand and eighteen /31.12.2018/ which on the assets and liabilities and equity side shows the amount of PLN 205 852 860 k,
- 2) consolidated profit and loss account for the accounting year from the first of January two thousand and eighteen /1.01.2018/ until the thirty first of December two thousand and eighteen /31.12.2018/ which shows profit-after-tax in the amount of PLN 2 699 013 k (of which PLN 333 791 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 eighteen /1.01.2018/ until the thirty first of December two thousand and eighteen /31.12.2018/ which shows total comprehensive income in the amount of PLN 3 048 534 k (of which PLN 334 278 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 eighteen /1.01.2018/ until the thirty first of December two thousand and eighteen /31.12.2018/ which shows the increase in net cash balance of PLN 10 349 939 k,
- 5) statement of changes in consolidated equity showing as at the thirty first of December two thousand and eighteen /31.12.2018/ the amount of PLN 26 668 211 k,
- 6) explanatory notes;

§ 2

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

**re: item 7 of the agenda**

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

*(draft)*

**re: approval Management Board Report on Santander Bank Polska S.A. Group Performance in 2018 including Management Board Report on Santander Bank Polska S.A. 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 S.A. Group Performance in 2018 (including Management Board Report on Santander Bank Polska S.A. Performance).

§ 2

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

**re: item 8 of the agenda**

**RESOLUTION OF THE ANNUAL GENERAL MEETING  
OF SANTANDER BANK POLSKA S.A**

*(draft)*

**re: profit distribution, dividend registration day and dividend payment day**

Pursuant to art. 348 §3 and 4 and art. 395 §2 point 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

1. Annual General Meeting

a) has divided the net profit generated by Santander Bank Polska S.A. ("the Bank") in the accounting year commenced on 01.01.2018 and ended on 31.12.2018 in the amount of PLN 2,167,161,368.47 in the following way:

- PLN 541,068,016.50 shall be allocated to the dividend for shareholders,
- PLN 1,083,580,684.24 shall be allocated to the reserve capital,
- PLN 542,512,667.73 shall be left undivided;

b) has allocated retained earnings resulting from recognition on financial assets in accordance with IFRS 9 in the accounting year commenced on 01.01.2018 and ended on 31.12.2018 in the amount of PLN 17,808,764.53 to the reserve capital.

2. General Meeting of Shareholders has divided the undivided net profit generated by the Bank in the accounting year commenced on 01.01.2017 and ended on 31.12.2017 in the amount of PLN 958,078,135.54 in the following way:

- PLN 957,588,300.90 shall be allocated to the dividend for shareholders,
- PLN 489,834.64 PLN shall be allocated to the reserve capital.

3. General Meeting of Shareholders has divided the undivided net profit generated by the Bank in the accounting year commenced on 01.01.2016 and ended on 31.12.2016 in the amount of PLN 514,766,976.09 in the following way:

- PLN 514,026,364.32 shall be allocated to the dividend for shareholders,
- PLN 740,611.77 PLN shall be allocated to the reserve capital.

4. The number of shares eligible for the dividend paid from the profit for 2018 and 2017 is 102,088,305 (say: one hundred two millions eight hundred eighty thousand three hundred five) series A, B, C, D, E, F, G, H, I, J, K, L, M and N.

The number of shares eligible for the dividend paid from the profit for 2016 is 101,989,358 (say: one hundred and one million nine hundred eighty-nine thousand three hundred fifty-eight) series A, B, C, D, E, F, G, H, I, J, K, L and N. The M shares series are not eligible for the dividend paid from the profit for 2016, in accordance with Annual General Meeting of the Bank no. 43 dated 17<sup>th</sup> May 2017.

Dividend per one: A, B, C, D, E, F, G, H, I, J, K, L and N series share will be PLN 19.72,

Dividend per on M series share will be PLN 14.68

The dividend will be paid to the shareholders eligible as at the end of the dividend registration day.

The dividend registration day is 30<sup>th</sup> May 2019.

The dividend will be paid on 14<sup>th</sup> June 2019.

## § 2

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

### **Bank's Management Board recommendation regarding proposed dividend payment.**

The following are arguments to support the notified proposals, i.e. paying dividends from the net profit 2018 and undistributed net profit of the Bank for the year 2016 and 2017.

The Management Board would like to present following arguments, supporting this proposal. The following indicators achieved on the day 31.12.2018 confirm the good capital standing of the Bank and the Group of Santander Bank Polska S.A.

- Tier I capital ratio of the Bank 15.85%
- Total capital ratio TCR of the Bank 18.04%
- Tier I capital ratio of the Group 14.11%
- Total capital ratio TCR of the Group 15.98%

Capital ratios on an individual and consolidated basis are above the minimum capital ratios resulting from decisions and Recommendations of Polish Financial Supervision Authority.

The Management Boards is of the opinion that:

- level of retained profits is sufficient to conduct the strategy of the Bank/Group and provides adequate balance between efficient capital utilization and growth.
- accumulated capital base reflects prudent approach to acceptable risk level associated to current and future Bank business and ensuring safeness of placed deposits.

*re: item 9 of the agenda*

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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. Michael McCarthy, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2018 to 31.12.2018.

§ 2

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



**RESOLUTION**  
**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 Porrás Aguirre, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION**  
**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, is granted the word of approval for performance of his duties:

- 1) as Member of the Management Board in the period from 1.01.2018 to 16.05.2018, and
- 2) as Vice President of the Management Board in the period from 16.05.2018 to 31.12.2018.

§ 2

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

**RESOLUTION**  
**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. Mirosław Skiba, the Management Board Vice President is granted the word of approval for performance of his duties for the period from 1.01.2018 to 16.05.2018.

§ 2

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

**RESOLUTION  
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. Feliks Szyszkowiak, the Management Board Vice President is granted the word of approval for performance of his duties for the period from 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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. Artur Chodacki, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2018 to 16.05.2018.

§ 2

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

**RESOLUTION  
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. Carlos Polaino Izquierdo, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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. Marcin Prell, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2018 to 16.05.2018.

§ 2

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

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

*re: item 10 of the agenda*

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

(draft)

**re. approval of the Supervisory Board reports, remuneration policy assessment and suitability assessment of the Supervisory Board**

Pursuant to art. 382 §3 and 395 § 5 of the Commercial Companies Code, item II.Z.10.3 of the Best Practice for Warsaw Stock Exchange S.A. (Giełda Papierów Wartościowych w Warszawie S.A.) Listed Companies 2016, § 27, § 28 clause 3 and 4 of the Corporate Governance Rules for Supervised Institutions, and guidelines of the European Banking Authority of 21<sup>st</sup> March 2018 on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2017/12),

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 1.01.2018 to 31.12.2018, report on the examination of: Santander Bank Polska S.A. financial statements for 2018; consolidated financial statements of the Santander Bank Polska S.A. Group for 2018; report on the Santander Bank Polska S.A. Group performance in 2018 including report on Santander Bank Polska S.A. performance; the Management Board's motion concerning distribution of profit earned in 2016, 2017 and 2018; the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2018; and also adoption of: the Supervisory Board assessment 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 and 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 2018 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

1. The outcome of suitability assessment of Supervisory Board Members and collective suitability assessment of Supervisory Board is appended hereto as annex no. 2.
2. Annual General Meeting shall make positive evaluation of the assessment indicated in clause 1.

§ 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 separated files.*

**re: item 11 of the agenda**

**RESOLUTION  
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. Gerry Byrne, 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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION**  
**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 01.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION**  
**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. Witold Jurcewicz, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION**  
**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 member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION  
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 Manuel Campa, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2018 to 31.12.2018.

§ 2

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

**RESOLUTION**  
**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 1.01.2018 to 31.12.2018.

§ 2

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



**re. item 12 of the agenda**

**RESOLUTION  
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 Bank's Statute are introduced:

- 1) in § 7:
  - a) in clause 1:
    - item 18 shall be added in the following reading:  
“18) intermediation in providing acquiring services for payment transactions,”,
    - item 19 shall be added in the following reading:  
“19) providing the service of initiating a payment transaction,”,
    - item 20 shall be added in the following reading:  
“20) providing the service to access account information.”,
  - b) in clause 2 item 7 letter a shall be read as follows:  
„a) performing as an investment company agent,”,
  
- 2) in § 37 clause 3 item 3 shall be read as follows:
  - „3) President of the Management Board or the designated member of the Management Board, not in charge of supervising an area generating a significant risk for the Bank's activity and other than the one referred to in point 2, is in charge of the compliance unit and supervises the compliance risk.”,
  
- 3) in § 37a item 9 shall be added in the following reading:
  - „9) as regards issues specified in the sets of regulations referred to in points 4-6 above – the Bank Director in the form of an ordinance.”.

§ 2

The amendment to the Statutes in the scope defined in § 1 requires the consent of the Financial Supervision Authority.

§ 3

The Supervisory Board shall be authorized to determine the consolidated text of the Bank's Statute.

§ 4

The Resolution becomes effective upon registration of the foregoing amendments to the Statute by a relevant registry court.

re. item 13 of the agenda

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

(draft)

**re. amendments to the Annual General Meeting resolution no. 41 dated 17 May 2017 re.  
determining the remuneration of the Supervisory Board members and amendments to the  
Annual General Meeting Resolution no. 34 dated 16 May 2018 re. determining additional  
remuneration for the Supervisory Board Member**

Pursuant to art. 392 § 1 in relation to art. 390 of the Commercial Companies Code, the following Resolution is adopted:

§ 1

In § 1 clause 2 of the Annual General Meeting resolution no. 41 dated 17 May 2017 re. determining the remuneration of the Supervisory Board members the following amendments shall be introduced as of 17 May 2017:

1) dash seventh shall be read as follows:

“- for the other members of the Nominations Committee not domiciled in Poland – 2 100 euro per meeting,”;

2) dash tenth shall be read as follows:

“- for the other members of the Remuneration Committee not domiciled in Poland – 2 100 euro per meeting,”;

3) dash fourteenth shall be read as follows:

“- for the other members of the Risk Committee not domiciled in Poland – 2 100 euro per meeting.”.

§ 2

In § 1 items 1 and 2 of the Annual General Meeting Resolution no. 34 dated 16 May 2018 re. determining additional remuneration for the Supervisory Board Member items 1 and 2 shall be read as follows:

“1) for each participation in the Audit and Compliance Committee meeting, due to being an expert, in the amount of 2 100 euro (two thousand and one hundred) – as of 1 July 2017;

2) for the period from 1<sup>st</sup> December 2017 to 31<sup>st</sup> December 2018, as the Supervisory Board Member assigned by the Supervisory Board to perform individually certain supervision activities over the integration of the carved out business of Deutsche Bank Polska S.A. with Santander Bank Polska S.A. in the amount of 20 000 euro (twenty thousand euro) monthly;”.

§ 3

The resolution becomes effective on the day of its adoption.

*re: item 14 of the agenda*

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

*(draft)*

**re. approving Supervisory Board Members of Santander Bank Polska S.A. Suitability Assessment Policy and Supervisory Board Members of Santander Bank Polska S.A. Appointing and Succession 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 21<sup>st</sup> March 2018 on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2017/12),

the following Resolution is adopted:

§ 1

Annual General Meeting shall approve, presented by Supervisory Board:

- 1) Supervisory Board Members of Santander Bank Polska S.A. Suitability Assessment Policy in the wording stipulated in the appendix no. 1 hereto.
- 2) Supervisory Board Members of Santander Bank Polska S.A. Appointing and Succession Policy in the wording stipulated in the appendix no. 2 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

Annual General Meeting resolution no. 34 dated 20<sup>th</sup> April 2016 re. adopting the "Policy on selection and suitability assessment of Supervisory Board members of Bank Zachodni WBK" shall be repealed.

§ 4

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

*The appendices to the draft resolution of the Annual General Meeting are attached in the separated files.*