

## Draft of the resolutions to be resolved at the Annual General Meeting of Santander Bank Polska S.A. on 22 March 2021

*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 2020.
6. Reviewing and approving the consolidated financial statements of the Santander Bank Polska S.A. Group for 2020.
7. Reviewing and approving the Management Board's report on the Santander Bank Polska S.A. Group activities in 2020 (which includes report on Santander Bank Polska S.A. activities in 2020).
8. Profit distribution; decision on the new reserve capital.
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 2019 and 2020.
11. Approval for the Santander Bank Polska S.A. Supervisory Board's report on its activities in the 2020, report on the examination of: Santander Bank Polska S.A. financial statements for 2020; consolidated financial statements of the Santander Bank Polska S.A. Group for 2020; report on the Santander Bank Polska S.A. Group performance in 2020 including report on Santander Bank Polska S.A. performance in 2020; 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 2020; 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, and for the Supervisory Board's members suitability assessment.
12. Giving discharge to the members of the Santander Bank Polska S.A. Supervisory Board.
13. Changing the composition of the Supervisory Board.
14. Appointing the Chairman of the Supervisory Board.
15. Determination of the new Supervisory Board Member's remuneration and amendments to the Annual General Meeting Resolution no. 50 dated 22 June 2020 re. determining the remuneration of Supervisory Board Members.
16. Information on Polish Financial Supervision Authority Chairman's proposal related to F/X mortgage portfolio (CHF).

17. Amendments to the Bank's Statute.
18. Presentation of the amendments to the Supervisory Board Members of Santander Bank Polska S.A. Suitability Assessment Policy introduced by the Supervisory Board.
19. Closing the General Meeting.

§ 2

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

re: 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 2020

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 /1.01.2020/ and finishing on the thirty first day of December of the year two thousand and twenty /31.12.2020/, including:

- 1) statement of financial position prepared as at the thirty first of December two thousand and twenty /31.12.2020/ which on the assets and liabilities and equity side shows the amount of PLN 203,140,470 k,
- 2) income statement for the accounting year from the first of January two thousand and twenty /1.01.2020/ until the thirty first of December two thousand and twenty /31.12.2020/ which shows profit-after-tax in the amount of PLN 738,412 k,
- 3) statement of comprehensive income for the accounting year from the first of January two thousand and twenty /1.01.2020/ until the thirty first of December two thousand and twenty /31.12.2020/ which shows total comprehensive income in the amount of PLN 1,242,642 k,
- 4) statement of cash flows for the accounting year from the first of January two thousand and twenty /1.01.2020/ until the thirty first of December two thousand and twenty /31.12.2020/ which shows decrease of PLN (3,745,668) k in the net cash balance,
- 5) statement of changes in equity showing as at the thirty first of December two thousand and twenty /31.12.2020/ the equity of PLN 25,422,844 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 2020**

Pursuant to art. 395 § 5 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Annual General Meeting 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 Group for the period beginning on the first day of January of the year two thousand and twenty /1.01.2020/ until the thirty first day of December of the year two thousand and twenty /31.12.2020/, including:

- 1) consolidated statement of financial position prepared as at the thirty first of December two thousand and twenty /31.12.2020/ which on the assets and liabilities and equity side shows the amount of PLN 229,311,309 k,
- 2) consolidated income statement for the accounting year from the first of January two thousand and twenty /1.01.2020/ until the thirty first of December two thousand and twenty /31.12.2020/ which shows profit-after-tax in the amount of PLN 1,237,174 k (of which PLN 200,007 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 /1.01.2020/ until the thirty first of December two thousand and twenty /31.12.2020/ which shows total comprehensive income in the amount of PLN 1,755,190 k (of which PLN 202,272 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 /1.01.2020/ until the thirty first of December two thousand and twenty /31.12.2020/ which shows decrease in net cash balance of PLN (3,633,610) k,
- 5) consolidated statement of changes in equity showing as at the thirty first of December two thousand and twenty /31.12.2020/ the amount of PLN 28,657,990 k,
- 6) explanatory notes.

§ 2

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

*re: 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 2020, 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 2020 (including Management Board Report on Santander Bank Polska Performance).

§ 2

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

*re: item 8 of the agenda*

**RESOLUTION No. 6**  
**of the Annual General Meeting of Santander Bank Polska S.A.**  
*(draft)*  
**re. profit distribution**

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

§ 1

Annual General Meeting has divided the net profit generated by Santander Bank Polska S.A. ("the Bank") in the accounting year commenced on 01.01.2020 and ended on 31.12.2020 in the amount of PLN 738,411,718.72 in the following way:

- PLN 369,205,859.36 shall be allocated to the reserve capital,
- PLN 369,205,859.36 shall be left undivided.

§ 2

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

**Bank's Management Board recommendation regarding proposed profit distribution for 2020**

The following are arguments to support the notified proposals.

As at 31<sup>st</sup> December 2020 the capital ratios amounted:

- Tier I ratio (T1) for the Bank 20,94% and for the Group 18,01%
- Total Capital Ratio for the Bank 23,34% and for the Group 20,04%

In the letter of 16 December 2020 the KNF presented its stance on the dividend policy of commercial banks in 2021. Due to significant uncertainty as to the further developments related to the COVID-19 pandemic, the KNF considered it is necessary to suspend the payment of dividends by commercial banks in the first half of 2021.

In reference to the above, on the 14 January 2021 the Bank received a letter from the KNF dated the 11 January 2021 including the following recommendations for the Bank:

- 1) to suspend the dividend payment in the first half of 2021;
- 2) not to undertake, without prior consultation with the supervisory authority, other actions, in particular those beyond the scope of the Bank's day-to-day business and operational activity that may result in a reduction of the capital position, including undistributed earnings from previous years or buyback of own shares.

According to the above letter, the position of the KNF on the dividend policy of commercial banks in the second half of 2021 will be presented separately, following an analysis of the conditions of the banking sector in the first half of the year.

Considering the KNF's recommendation and expectation, The Management Board recommends to retain the entire net profit for the period from 1 January to 31 December 2020 by allocating 50% of 2020 profit to the reserve capital and 50% of profit is left undivided.

*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 1.01.2020 to 31.12.2020.

§ 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 1.01.2020 to 31.12.2020.

§ 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 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 1.01.2020 to 31.12.2020.

§ 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. Patryk Nowakowski, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 1.01.2020 to 31.12.2020.

§ 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 1.01.2020 to 31.12.2020.

§ 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

Mr. Arkadiusz Przybył, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2020 to 31.12.2020.

§ 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 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 1.01.2020 to 31.12.2020.

§ 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. Maciej Reluga, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2020 to 31.12.2020.

§ 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 1.01.2020 to 31.12.2020.

§ 2

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

*re: item 10 of the agenda*

RESOLUTION No. 16  
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 2019 and 2020**

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 remunerations of the Members of the Management Board and Supervisory Board of Santander Bank Polska S.A. in 2019 and 2020 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 separated file.*

*re: item 11 of the agenda*

**RESOLUTION No. 17**  
**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 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 1.01.2020 to 31.12.2020, report on the examination of: Santander Bank Polska S.A. financial statements for 2020; consolidated financial statements of the Santander Bank Polska S.A. Group for 2020; report on the Santander Bank Polska SA. Group performance in 2020 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 2020; 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 2020 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 individual suitability assessment of Supervisory Board Members and collective suitability assessment of Supervisory Board, carried out on 19 February 2021 are appended hereto as appendix no. 2.
2. Annual General Meeting approves evaluation of the assessments 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 12 of the agenda*

**RESOLUTION No. 18**  
**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 1.01.2020 to 31.12.2020.

§ 2

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

**RESOLUTION No. 19**  
**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 22.06.2020 to 31.12.2020.

§ 2

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

**RESOLUTION No. 20**  
**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 1.01.2020 to 31.12.2020.

§ 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. 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 1.01.2020 to 31.12.2020.

§ 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 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 1.01.2020 to 31.12.2020.

§ 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. 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 01.01.2020 to 31.12.2020.

§ 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 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 1.01.2020 to 31.12.2020.

§ 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. 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 1.01.2020 to 31.12.2020.

§ 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. 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 1.01.2020 to 31.12.2020.

§ 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. 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 1.01.2020 to 31.12.2020.

§ 2

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

*re. item 13 of the agenda*

RESOLUTION No. 28  
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, [...] shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 2

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

*re. item 14 of the agenda*

RESOLUTION No. 29  
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

[•] 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 15 of the agenda*

RESOLUTION No. 30  
of the Annual General Meeting of Santander Bank Polska S.A.  
*(draft)*

re. determination of the remuneration for newly appointed Supervisory Board Member and amendments to the Annual General Meeting resolution no. 50 dated 22 June 2020 re. determining the remuneration of the Supervisory Board members

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

§ 1

Annual General Meeting of Santander Bank Polska S. A. decides to [·].

§ 2

Taking into account § 1 of this resolution in the Annual General Meeting resolution no. 50 dated 22 June 2020 re. determining the remuneration of the Supervisory Board members § 1 shall be read as follows:  
[·]

§ 3

The resolution becomes effective on the day of its adoption.

re. item 17 of the agenda

**RESOLUTION No. 31**  
**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) § 28 shall be read as follows:

"§ 28

1. The Supervisory Board operates based on the terms of reference it adopted.
2. The Supervisory Board informs the General Meeting about the adoption of its terms of reference and amendments introduced to the document at its first meeting thereafter."

2) in § 32:

a) item 9 shall be read as follows:

"9) adopt the Bank's Management Board Regulations and other regulations laid down in the Statutes, legislation and recommendations of the Polish Financial Supervision Authority as well as approve the Bank's Organisational Regulations, Internal Control System Policy and other regulations envisaged in the Statutes, legislation and recommendations of the Polish Financial Supervision Authority.";

b) in item 12, letter d shall be added in the following reading:

"d) on putting on the Supervisory Board's agenda an item with regard to removal of the President of the Management Board or the Management Board member in charge of material risk in the Bank's business or entrusting his/her duties to another Management Board member,";

c) item 15 shall be read as follows:

"15) present annually to the General Meeting a concise assessment of the Bank's standing, taking into account the assessment of the Bank's corporate governance, internal control system and the material risk management system,";

d) item 16 shall be read as follows:

"16) approve the strategy and risk management policy developed by the Bank's Management Board, the Bank's risk appetite statement and the risk culture framework,";

e) item 19 shall be read as follows:

"19) approve the remuneration policy developed by the Management Board,";

f) item 21 shall be added in the following reading:

"21) approve the corporate governance policy developed by the Management Board,";

g) item 22 shall be added in the following reading:

"22) approve the key functions identification policy developed by the Management Board as well as the policy for key function holders' appointment and removal,";

3) in chapter VIII – Organization of the Bank § 40a shall be added in the following reading:

“40a

1. There is a transparent, effective and legally compliant corporate governance system in the Bank that comprises in particular:
  - 1) the Bank’s management system, comprising at least risk management system and the internal control system,
  - 2) Bank’s organisation,
  - 3) the rules of conduct, powers, duties and accountabilities, as well as relations between the Supervisory Board, Management Board and key function holders at the Bank.
2. The Bank’s Management Board is responsible for the introduction of the corporate governance in the Bank and ensuring that it is observed.
3. The Bank’s Management Board informs the Supervisory Board about the assessment of the corporate governance in the Bank and about any material events that might have an impact its operation.
4. The Supervisory Board supervises the implementation of the internal control system and assesses its adequacy and effectiveness annual basis.
5. The Management Board defines and the Supervisory Board approves the specific corporate governance frameworks in the Bank and the key elements of the corporate governance in the Bank Group.”.

#### § 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.