

Warsaw, 20 February 2020

STATEMENT OF SUPERVISORY BOARD OF SANTANDER BANK POLSKA S.A.

Pursuant to § 70(1)(8) and § 71(1)(8) of the Finance Minister's Regulation of 29 March 2018 on current and financial reports published by the issuers of securities and the rules of equal treatment of the information required by the laws of a non-member state (Journal of Laws of 2018, item 757)

the Supervisory Board represents that at Santander Bank Polska S.A.:

- a) the Audit and Compliance Committee is appointed and operates in accordance with the relevant laws, and its members satisfy the independence criteria and requirements regarding the knowledge and skills concerning the banking and financial sector, accounting and audit of financial statements;
- b) the Audit and Compliance Committee has performed the responsibilities of the audit committee set out in the applicable laws.

Chairman of the Supervisory Board
Gerry Byrne

Warsaw, 20 February 2020

**ASSESSMENT OF ANNUAL FINANCIAL STATEMENTS
AND ANNUAL MANAGEMENT BOARD REPORT
BY THE SUPERVISORY BOARD
OF SANTANDER BANK POLSKA S.A.**

pursuant to § 70(1)(14) and § 71(1)(12) of the Finance Minister's Regulation of 29 March 2018 on current and financial reports published by the issuers of securities and the rules of equal treatment of the information required by the laws of a non-member state (Journal of Laws of 2018, item 757).

1.

Having thoroughly reviewed the *Financial Statements of Santander Bank Polska S.A. for 2019* and the *Consolidated Financial Statements of Santander Bank Polska Group for 2019*, and having read the auditor's opinion and report, the **Supervisory Board of Santander Bank Polska S.A.** positively assesses the financial statements in terms of their conformity with the books of account, documents and factual circumstances.

Furthermore, the Supervisory Board contends that the financial statements have been prepared within the regulatory time frame and in accordance with the International Financial Reporting Standards as adopted by the European Union. The accuracy of the financial statements does not raise any reservations and is confirmed by an auditor's unqualified opinion in terms of their conformity with the books of account, documents and factual circumstances.

Pursuant to the opinion issued by an independent statutory auditor, both standalone and consolidated financial statements of Santander Bank Polska S.A. give a true and fair view of the assets and financial position of the bank and the Group as at 31 December 2019 as well as the standalone and consolidated financial performance and cash flows for the accounting year of 2019. They comply in terms of form and substance with the applicable laws and the bank's Statutes.

2.

Having thoroughly reviewed the *Management Board Report on Santander Bank Polska Group Performance in 2019 (including the Management Board Report on Santander Bank Polska Performance)*, the **Supervisory Board of Santander Bank Polska S.A.** positively assesses the report in terms of its conformity with the books of account, documents and factual circumstances. The report gives an accurate view of the development and achievements as well as assets, financial position and financial performance of the bank and Santander Bank Polska Group.

Furthermore, the Supervisory Board contends that the report has been prepared in accordance with the Accounting Act of 29 September 1994 and the Finance Minister's Regulation of 29 March 2018 on current and financial reports published by the issuers of securities and the rules of equal treatment of the information required by the laws of a non-member state.

Pursuant to the opinion issued by an independent statutory auditor, the Management Board report is consistent with the information presented in the bank's and the Group's financial statements and does not contain any material misstatements. The Statement on Corporate Governance in 2019 included in the report contains all the required elements, while the Statement on Non-Financial Information is an independent section of the Management Board report.

Chairman of the Supervisory Board

Gerry Byrne