

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 2024.
6. Reviewing and approving the consolidated financial statements of the Santander Bank Polska S.A. Group for 2024.
7. Reviewing and approving the Management Board's report on the Santander Bank Polska S.A. Group activities in 2024 (which includes report on Santander Bank Polska S.A. activities in 2024 and Consolidated Sustainability Statement of Santander Bank Polska Group for 2024).
8. Profit distribution, dividend record date, dividend payment date and the decision related to the dividend reserve established on the basis of Annual General Meeting Resolution no. 6 of 22 March 2021.
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 2024.
11. Approval for the Santander Bank Polska S.A. Supervisory Board's report on its activities in the 2024 the report on the examination of:
 - Santander Bank Polska S.A. financial statements for 2024;
 - consolidated financial statements of the Santander Bank Polska S.A. Group for 2024;
 - report on the Santander Bank Polska S.A. Group performance in 2024 including report on Santander Bank Polska S.A. performance in 2024;
 - 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 2024 (which includes report on Santander Bank Polska S.A. activities in 2024, including Consolidated Sustainability Statement of Santander Bank Polska Group for 2024);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. 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.
 13. Giving discharge to the members of the Santander Bank Polska S.A. Supervisory Board.
 14. Amendments to the Remuneration Policy for Supervisory Board Members of Santander Bank Polska S.A. and the Remuneration Policy for Managements Board Members of Santander Bank Polska S.A.
 15. Changes of the Remuneration for Supervisory Board Chairman.
 16. Amendments to the Bank's Statutes.
 17. 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.
 18. Gender Balance Policy, authorization for the Supervisory Board.
 19. Information on the purchase of own shares to execute Incentive Plan VII.
 20. 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 2024

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-four /1.01.2024/ and finishing on the thirty first day of December of the year two thousand and twenty- four /31.12.2024/, including:

- 1) statement of financial position prepared as at the thirty first of December two thousand and twenty- four /31.12.2024/ which on the assets and liabilities and equity side shows the amount of PLN 276,090,920 k,
- 2) income statement for the accounting year from the first of January two thousand and twenty- four /1.01.2024/ until the thirty first of December two thousand and twenty-four /31.12.2024/ which shows profit-after-tax in the amount of PLN 5,197,480 k,
- 3) statement of comprehensive income for the accounting year from the first of January two thousand and twenty- four /1.01.2024/ until the thirty first of December two thousand and twenty- four /31.12.2024/ which shows total comprehensive income in the amount of PLN 5,274,743 k,
- 4) statement of cash flows for the accounting year from the first of January two thousand and twenty- four /1.01.2024/ until the thirty first of December two thousand and twenty- four /31.12.2024/ which shows decrease of PLN (4,976,720) k in the net cash balance,
- 5) statement of changes in equity showing as at the thirty first of December two thousand and twenty- four /31.12.2024/ the equity of PLN 30,227,367 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 2024

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-third /1.01.2024/ until the thirty first day of December of the year two thousand and twenty-third /31.12.2024/, including:

- 1) consolidated statement of financial position prepared as at the thirty first of December two thousand and twenty-four /31.12.2024/ which on the assets and liabilities and equity side shows the amount of PLN 304,373,920 k,
- 2) consolidated income statement for the accounting year from the first of January two thousand and twenty-four /1.01.2024/ until the thirty first of December two thousand and twenty-four /31.12.2024/ which shows profit-after-tax in the amount of PLN 5,244,797 k (of which PLN 32,066 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-four /1.01.2024/ until the thirty first of December two thousand and twenty-four /31.12.2024/ which shows total comprehensive income in the amount of PLN 5,324,084 k (of which PLN 31,919 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-four /1.01.2024/ until the thirty first of December two thousand and twenty-four /31.12.2024/ which shows decrease in net cash balance of PLN (5,571,687) k,
- 5) consolidated statement of changes in equity showing as at the thirty first of December two thousand and twenty-four /31.12.2024/ the amount of PLN 34,441,186 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 2024 (including Management Board Report on Santander Bank Polska Performance and Consolidated Sustainability Statement of Santander Bank Polska Group for 2024)

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 2024 (which includes report on Santander Bank Polska S.A. activities in 2024 and Consolidated Sustainability Statement of Santander Bank Polska Group for 2024).

§ 2

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

re item 8 on 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' Annual General Meeting hereby distributes the Bank's net profit earned in the accounting year from 1 January 2024 to 31 December 2024 in the amount of PLN 5,197,479,813.35 as follows:
 - PLN 3,897,631,915.40 – to be allocated to the dividend for the shareholders,
 - PLN 104,130,000.00 – to be allocated to the capital reserve;
 - PLN 1,195,717,897.95 – to be kept undistributed.
2. The Annual General Meeting hereby decides that PLN 840,886,574.78 out of 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 be allocated to the dividend for the 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 profit earned in 2024 and from the Dividend Reserve (**Dividend**). The Dividend amount is PLN 4,738,518,490.18 (of which PLN 3,897,631,915.40 represents 74.99% of the net profit earned in 2024 and PLN 840,886,574.78 represents the amount allocated from the Dividend Reserve).
2. The Dividend referred to in item §2(1) is PLN 46.37 per share.
3. The Dividend record date is 13 May 2025.
4. The Dividend will be paid out on 20 May 2025.

§ 3

This resolution becomes effective on the day of its adoption.

Recommendation of the Bank's Management Board regarding proposed 2024 profit distribution

The arguments supporting the proposal are presented below.

As at 31 December 2024, the capital ratios were as follows:

- Tier 1 capital ratio of 18.73% and 16.78% for the Bank and the Bank's Group, respectively;
- total capital ratio of 19.74% and 17.68% for the Bank and the Bank's Group, respectively.

Based on the status as at 31 December 2024 (the Bank's quarterly data on own funds and monthly data on receivables portfolio), the Bank met the basic criteria defined in the Polish Financial Supervision Authority's guidance of 10 December 2024 on the dividend policy of commercial banks for 2024 to pay a dividend up to 50% of its net profit earned in the period from 1 January 2024 to 31 December 2024. Additionally, after factoring 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 payout ratio was increased to 75% in view of the Bank's sound credit quality.

At the same time, 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.

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 75% of its net profit for 2024 in the form of a dividend, whilst the maximum payment cannot exceed the amount of the annual profit reduced by the profit earned in 2024 already allocated to own funds. The Bank hereby explains that it has not allocated to own funds any amount out of the profit earned in 2024.

Additionally, the KNF has informed the Bank about its positive stance on the possibility to pay out the amount of PLN 840,886,574.78 out of the Dividend Reserve, which represents the undistributed profit earned on the sale of shares in AVIVA insurance companies and posted under other comprehensive income.

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 1.01.2024 to 31.12.2024.

§ 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 1.01.2024 to 31.12.2024.

§ 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 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. Lech Gałkowski, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 01.01.2024 to 31.12.2024.

§ 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. Artur Głęboki, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 01.01.2024 to 31.12.2024.

§ 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 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 1.01.2024 to 31.12.2024.

§ 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. Juan de Porras Aguirre, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2024 to 31.12.2024.

§ 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

Ms. Magdalena Proga-Stępień, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 01.01.2024 to 31.12.2024.

§ 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 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 1.01.2024 to 31.03.2024.

§ 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 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 1.01.2024 to 31.12.2024.

§ 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 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 1.01.2024 to 31.12.2024.

§ 2

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

RESOLUTION NO. 17
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 1.01.2024 to 31.12.2024.

§ 2

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

re: item 10 of the agenda

RESOLUTION NO. 18
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 2024

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 2024 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. 19
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 1.01.2024 to 31.12.2024,
- report on the examination of: Santander Bank Polska S.A. financial statements for 2024,
- consolidated financial statements of the Santander Bank Polska S.A. Group for 2024,
- report on the Santander Bank Polska SA. Group performance in 2024 (which includes report on Santander Bank Polska S.A. activities in 2024, including Consolidated Sustainability Statement of Santander Bank Polska Group for 2024),
- 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 2024;

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 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 2024 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

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 12 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 and collective suitability assessments of Supervisory Board, carried out: on 26 February 2025 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 1.01.2024 to 31.12.2024 and the self-assessment referred to in point 1.5 of the above mentioned report, (ii) results of the collective suitability assessment of the Supervisory Board of Santander Bank Polska S.A. (Supervisory Board); (iii) the Report on the independent assessment of the effectiveness of the Supervisory Board of Santander Bank Polska S.A. (Report) issued by a third party; and (iv) the self-assessment of the Supervisory Board adopted by force of Supervisory Board resolution no. 36/2025 of 19 March 2025 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 Report, 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 13 of the agenda

RESOLUTION NO. 21
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 01.01.2024 to 31.12.2024.

§ 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. 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 01.01.2024 to 31.12.2024.

§ 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. 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 1.01.2024 to 31.12.2024.

§ 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. 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 1.01.2024 to 31.12.2024.

§ 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 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 1.01.2024 to 31.12.2024.

§ 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. 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 1.01.2024 to 18.04.2024 and from 1.07.2024 to 31.12.2024.

§ 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 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 01.01.2024 to 18.04.2024.

§ 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 Luís 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 1.01.2024 to 31.12.2024.

§ 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 18.04.2024 to 31.12.2024.

§ 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 18.04.2024 to 31.12.2024.

§ 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: 1.01.2024 to 18.04.2024 and from 1.07.2024 to 31.12.2024.

§ 2

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

RESOLUTION NO. 32
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 1.01.2024 to 18.04.2024.

§ 2

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

RESOLUTION 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. and
Remuneration Policy for members of the Supervisory 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 Supervisory Board of Santander Bank Polska S.A. introduced by Annual General Meeting resolution no. 31 of 27 April 2022 shall be read as in the appendix no. 1 to this resolution. Attached to this resolution (appendix 1), is hereby introduced.

§ 2

The Remuneration Policy for members of the Management Board of Santander Bank Polska S.A. introduced by Annual General Meeting resolution no. 31 of 27 April 2022 shall be read as in appendix no. 2 to this resolution. attached to this resolution (appendix 2), is hereby introduced.

§ 3

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

Appendices to the draft resolution of the Annual General Meeting are provided in separate files.

re. item 15 of the agenda

RESOLUTION NO. 34
of the Annual General Meeting of Santander Bank Polska S.A.

(draft)

re. changes of the remuneration of the Supervisory Board Chairman

Pursuant to art. 392 §1 of the Commercial Companies Code as well as bearing in mind the following:

- having regard to Guidelines of European Banking Authority EBA/GL/2015/22 on sound remuneration policies under Articles 74(3) and 75(2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013, and in particular its clause 171, according to which members of the supervisory function should be compensated only with fixed remuneration,
- having regard to (issued on the basis of Article 9f(1) of the Banking Law Act of 29 August 1997) Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management and internal control system and remuneration policy in banks, and in particular its § 25,
- having regard to "Rules of Corporate Governance for Supervised Institutions", issued by KNF (Polish Financial Supervision Authority) dated 22 July 2014, adopted by Resolution no. 29 of Bank's Annual General Meeting on 23 April 2015, and in particular its § 28,

the following Resolution is adopted:

§ 1

In § 1 clause 1 of the Annual General Meeting Resolution of Santander Bank Polska S.A. no. 43 of 18 April 2024 re setting the remuneration of the Supervisory Board members items 1 and 2 shall read as follows:

- "1) the Chairman of the Supervisory Board domiciled in Poland – 37 800 PLN,
- 2) the Chairman of the Supervisory Board not domiciled in Poland – 9 000 euro,".

§ 2

The remaining provisions of the resolution referred to in § 1 remain unchanged.

§ 3

The resolution becomes effective on the day of its adoption.

re. item 16 of the agenda

RESOLUTION NO. 35
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 2:

– item 4 shall be read as follows:

“4) performing swaps of debts into components of the debtor's assets on the terms and conditions agreed with the debtor,”,

– item 5 shall be read as follows:

“5) acquiring and disposing of real estates,”,

– item 6a shall be read as follows:

“6a) provision of electronic identification means as defined by regulations on trust services,”,

– item 6b shall be added in the following reading:

“6b) enabling the electronic submission, via the ICT system, of applications referred to in statutory provisions, in particular in the Act on state aid in raising children and the Act on support for the family and the foster care system, as well as the transfer, at the customer request, of the data necessary for authentication to the Social Insurance Institution (Zakład Ubezpieczeń Społecznych) so that an account can be opened in the system made available by the Social Insurance Institution,

– item 12 shall be repealed,”,

– item 15 shall be repealed,

b) clause 5 shall be repealed,

2) § 17 shall be read as follows:

“§ 17

The Bank may issue convertible bonds and contingent convertible bonds.”,

3) in § 32 item 10 shall be read as follows:

“10) appointing an entity authorised to audit the Bank's financial statements and to conduct financial audits in the Bank as well as appointing an entity authorised to perform attestation of sustainability reporting,”,

4) § 54 shall be repealed.

§ 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.

RESOLUTION NO. 36
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 2026, including the cost of the purchase, is PLN 104,130,000 (say: one hundred and four million one hundred and thirty 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 2026 and 31 December 2026, no more than 390,000 (say: three hundred and ninety thousand) Own Shares representing 0.38% of the total number of votes and 0.38% 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 award due for 2025 and for years 2022-2024 (in the form of Own Shares) to pre-defined Plan Participants and to be paid out in 2026;
- 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 2026 – 31 December 2026;
- 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 104,130,000 (say: one hundred and four million one hundred and thirty 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 2026.

§ 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.

RESOLUTION NO. 37
of the Annual General Meeting of Santander Bank Polska S.A.

(draft)

re: the Gender Balance Policy and authorizations for the Supervisory Board

Taking into consideration the provisions of Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures (OJ L of the European Union | L 315/44 of 7 December 2022, page 44) (**Directive**) as well as the ongoing legislative work to implement it on the draft of the bill amending the Act on Public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies and the Act on the implementation of certain provisions of the European Union on equal treatment (**Bill**) as well as bearing in mind that

- the Bill has not been adopted;
- the rules for ensuring gender balance on the Bank's boards have been included in other regulations, such as: (i) Santander Bank Polska Management Board Diversity Policy; (ii) Policy on selection and suitability assessment of Management Board members and key function holders at Santander Bank Polska S.A.; and (iii) Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A.;
- the Bank's Strategy for 2024-2026 focuses on, among other things, social responsibility, such as fostering of gender balance among employees (also among board directors), which is part of building a sustainable development model;
- the Bank's activities are based on the principles of equal opportunities and creating a friendly working environment for everyone;
- the Bank complies with the gender balance requirements on its boards in accordance with the rules ensuing from the Best Practice for GPW Listed Companies 2021;

the following resolution is adopted:

§ 1

The Annual General Meeting of the Bank:

- 1) hereby authorises the Supervisory Board to adopt the Policy as required by applicable laws, including those implementing the Directive, within the time limits specified in these laws;
- 2) requests that the Bank's Supervisory Board report on the substance of the Policy at the next general meeting following its adoption.

§ 2

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