

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

§ 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 2019.
6. Reviewing and approving the consolidated financial statements of the Santander Bank Polska S.A. Group for 2019.
7. Reviewing and approving the Management Board's report on the Santander Bank Polska S.A. Group activities in 2019 (which includes report on Santander Bank Polska S.A. activities in 2019).
8. Adopting resolutions on distribution of profit.
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 2019, report on the examination of: Santander Bank Polska S.A. financial statements for 2019; consolidated financial statements of the Santander Bank Polska S.A. Group for 2019; report on the Santander Bank Polska SA. Group performance in 2019 including report on Santander Bank Polska S.A. performance in 2019; the Management Board's motion concerning distribution of profit earned in 2019; the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2019; 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 the candidates' for the Supervisory Board suitability assessment.
11. Giving discharge to the members of the Santander Bank Polska S.A. Supervisory Board.
12. Giving discharge to the members of the Santander Securities S.A. Management Board.
13. Giving discharge to the members of the Santander Securities S.A. Supervisory Board.
14. Appointing the Supervisory Board Members for the new term of office.
15. Appointing the Chairman of the Supervisory Board for the new term of office.
16. Adoption of the Remuneration Policy for Supervisory Board Members of Santander Bank Polska S.A. and Remuneration Policy for Management Board Members of Santander Bank Polska S.A.
17. Setting Remuneration for Supervisory Board Members.
18. Adopting the resolution regarding the increase of the Bank's share capital through the issuance of series O ordinary bearer shares, the waiver of the existing shareholders' pre-emptive rights with respect to the series O shares in their entirety, the amendment of the Statutes of the Bank, the application for the admission and introduction of the series O shares to trading on the regulated market operated by the Warsaw Stock Exchange and the dematerialisation of the series O shares, as well as authorisations for the Supervisory Board and for the Management Board.
19. Amendments to the Bank's Statute.
20. Closing the General Meeting.

§ 2

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

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 2019

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 nineteen /1.01.2019/ and finishing on the thirty first day of December of the year two thousand and nineteen /31.12.2019/, including:

- 1) statement of financial position prepared as at the thirty first of December two thousand and nineteen /31.12.2019/ which on the assets and liabilities and equity side shows the amount of PLN 181,471,487 k,
- 2) income statement for the accounting year from the first of January two thousand and nineteen /1.01.2019/ until the thirty first of December two thousand and nineteen /31.12.2019/ which shows profit-after-tax in the amount of PLN 2,113,524 k,
- 3) statement of comprehensive income for the accounting year from the first of January two thousand and nineteen /1.01.2019/ until the thirty first of December two thousand and nineteen /31.12.2019/ which shows total comprehensive income in the amount of PLN 2,375,779 k,
- 4) statement of cash flows for the accounting year from the first of January two thousand and nineteen /1.01.2019/ until the thirty first of December two thousand and nineteen /31.12.2019/ which shows decrease of PLN (2,031,081) k in the net cash balance,
- 5) statement of changes in equity showing as at the thirty first of December two thousand and nineteen /31.12.2019/ the equity of PLN 24,177,586 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 2019

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 nineteen /1.01.2019/ until the thirty first day of December of the year two thousand and nineteen /31.12.2019/, including:

- 1) consolidated statement of financial position prepared as at the thirty first of December two thousand and nineteen /31.12.2019/ which on the assets and liabilities and equity side shows the amount of PLN 209,476,166 k,
- 2) consolidated income statement for the accounting year from the first of January two thousand and nineteen /1.01.2019/ until the thirty first of December two thousand and nineteen /31.12.2019/ which shows profit-after-tax in the amount of PLN 2,444,108 k (of which PLN 305,761 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 nineteen /1.01.2019/ until the thirty first of December two thousand and nineteen /31.12.2019/ which shows total comprehensive income in the amount of PLN 2,701,667 k (of which PLN 301 727 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 nineteen /1.01.2019/ until the thirty first of December two thousand and nineteen /31.12.2019/ which shows decrease in net cash balance of PLN (2,156,672) k,
- 5) consolidated statement of changes in equity showing as at the thirty first of December two thousand and nineteen /31.12.2019/ the amount of PLN 26,979,510 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 Group Performance in 2019,
including Management Board Report on Santander Bank Polska Performance in 2019**

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 2019 (including Management Board Report on Santander Bank Polska Performance in 2019).

§ 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: distribution of profit generated in the year 01.01.2019 – 31.12.2019

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 01.01.2019 and ended on 31.12.2019 in the amount of PLN 2,113,523,989.28 in the following way:

- PLN 1,056,761,994.64 shall be allocated to the reserve capital,
- PLN 1,056,761,994.64 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 2019

The following are arguments to support the notified proposals.

As at 31st December 2019 the capital ratios amounted:

- Tier I ratio (T1) for the Bank 17,38% and for the Group 15,21%
- Total Capital Ratio for the Bank 19,58% and for the Group 17,07%

Considering above and the criteria regarding dividend payment presented in the Polish Financial Supervision Authority's letter dated 24th December 2019 The Bank received from the Polish Financial Supervision Authority („PFSA”) recommendation dated 9th March 2020 regarding increasing the own funds of the Bank by retaining at least 50% of the net profit for the period from 1st January 2019 to 31st December 2019 ("Recommendation").

The PFSA's recommendation shows that as at 31st December 2019 the Bank met the criteria to pay to shareholders a dividend up to 50% of the Bank's net profit for the period from 1st January 2019 to 31st December 2019

However, in the letter dated 26th March 2020 the PFSA pointed that taking into account current situation related to the state of the epidemic announced in Poland and possible further negative economic consequences of this state, as well as their expected impact on banks, the PFSA expects that banking sector - regardless of any actions already undertaken in this respect - will retain entire profit earned in previous years.

The PFSA expects that no other actions are undertaken without agreement with the PFSA, in particular those actions outside of the scope of ongoing business and operating activities, which may result in weakening of capital position.

Considering the PFSA's recommendation and expectation respectively of 9th March 2020 and 26th March 2020 and current changes in the macroeconomic environment, The Management Board recommends to retain the entire net profit for the period from 1 January to 31st December 2019 by allocating 50% of 2019 profit to the reserve capital and 50% of profit is left undivided.

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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 Porras Aguirre, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2019 to 31.12.2019.

§ 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, the Management Board Vice President is granted the word of approval for performance of his duties in the period from 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 30.04.2019.

§ 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

Mr. Patryk Nowakowski, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 5.06.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 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 1.01.2019 to 31.12.2019, report on the examination of: Santander Bank Polska S.A. financial statements for 2019; consolidated financial statements of the Santander Bank Polska S.A. Group for 2019; report on the Santander Bank Polska S.A. Group performance in 2019 including report on Santander Bank Polska S.A. performance; the Management Board's motion concerning distribution of profit earned in 2019; the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2019; 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 2019 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, collective suitability assessment of Supervisory Board and suitability assessment of the candidates for Supervisory Board Members are 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 4.03.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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. 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 23.09.2019 to 31.12.2019.

§ 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 01.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 19.09.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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 1.01.2019 to 31.12.2019.

§ 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. giving discharge to the President of the Management Board of Santander Securities S.A. for performance of his duties

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

§ 1

Mr. Waldemar Markiewicz, the Management Board President of Santander Securities S.A., is granted the word of approval for performance of his duties in the period from 1.01.2019 to 8.11.2019.

§ 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 Management Board Member of Santander Securities S.A. for performance of his duties

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

§ 1

Mr. Dariusz Strzyżewski, the Management Board Member of Santander Securities S.A. is granted the word of approval for performance of his duties in the period from 1.01.2019 to 8.11.2019.

§ 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 Management Board Member of Santander Securities S.A. 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 Pietrucha, the Management Board Member of Santander Securities S.A. is granted the word of approval for performance of his duties in the period from 20.02.2019 to 8.11.2019.

§ 2

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

re: item 13 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 of Santander Securities S.A. 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 Chairman of the Supervisory Board of Santander Securities S.A., is granted the word of approval for performance of his duties as Chairman of the Supervisory Board in the period from 1.01.2019 to 9.11.2019.

§ 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 of Santander Securities S.A. for performance of his duties

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

§ 1

Ms. Dagmara Wojnar, the member of the Supervisory Board of Santander Securities S.A., is granted the word of approval for performance of her duties in the period from 1.01.2019 to 8.11.2019.

§ 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 of Santander Securities S.A. 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 member of the Supervisory Board of Santander Securities S.A., is granted the word of approval for performance of his duties in the period from 1.01.2019 to 8.11.2019.

§ 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 of Santander Securities S.A. for
performance of his duties**

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

§ 1

Mr. Paweł Wojciechowski, the member of the Supervisory Board of Santander Securities S.A., is granted the word of approval for performance of his duties in the period from 1.01.2019 to 8.11.2019.

§ 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 of Santander Securities S.A. for
performance of his duties**

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

§ 1

Mr. Jacek Tucharz, the member of the Supervisory Board of Santander Securities S.A., is granted the word of approval for performance of his duties in the period from 1.01.2019 to 8.11.2019.

§ 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 of Santander Securities S.A. 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 Supervisory Board of Santander Securities S.A., is granted the word of approval for performance of his duties in the period from 1.01.2019 to 8.11.2019.

§ 2

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

re. item 14 of the agenda

**RESOLUTION
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, Mr. Gerry Byrne shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Ms. Dominika Bettman shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Mr. José García Cantera shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Ms. Danuta Dąbrowska shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Mr. David Hexter shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Ms. Isabel Guerreiro shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Mr. José Luís de Mora shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Mr. John Power shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Mr. Jerzy Surma shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 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. 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, Ms. Marynika Woroszyńska-Sapieha shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 2

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

re. item 15 of the agenda

**RESOLUTION 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

Mr Gerry Byrne 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 16 on the agenda

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

(draft)

re: adoption of the “Remuneration policy for members of the Supervisory Board of Santander Bank Polska S.A.” and “Remuneration policy for members of the Management Board of Santander Bank Polska S.A.”

Acting pursuant to Article 395 § 5 of the Code of Commercial Companies as well as bearing in mind that:

- pursuant to 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, in particular its Articles 92 and 94, the Bank should establish and apply the total remuneration policies, inclusive of salaries and discretionary pension benefits, for categories of staff including senior management, risk takers, staff engaged in control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on the institution’s risk profile,
- when defining the abovementioned staff categories, the Bank is obliged to apply adequate qualitative and quantitative criteria defined in Commission Delegated Regulation (EU) No of 4 March 2014 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards with respect to qualitative and appropriate quantitative criteria to identify categories of staff whose professional activities have a material impact on the institution's risk profile,
- pursuant to the above said Commission Delegated Regulation, the remuneration policy should cover staff being members of the management body in its 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
- regulation of the Minister of Development and Finance of 6 March 2017 on the risk management system and the internal control system, remuneration policy and detailed method of internal capital estimation in banks,

the following resolution is adopted:

§ 1

The “Remuneration policy for members of the Supervisory Board of Santander Bank Polska S.A.” attached to this resolution as an appendix no 1, is hereby introduced.

§ 2

The “Remuneration policy for members of the Management Board of Santander Bank Polska S.A.” attached to this resolution as an appendix no. 2, is hereby introduced.

§ 3

The Annual General Meeting’s resolution no. 44 of 23 April 2015 re adoption of the “Remuneration policy for the members of the Supervisory Board of Santander Bank Polska S.A.” shall be repealed.

§ 4

The Remuneration policy for members of the Management Board of Santander Bank Polska (appendix no. 2 hereto) substitutes Supervisory Board Resolution no. 79/2019 dated 11 December 2019 re introduction the Remuneration Policy for the members of the Management Board.

§ 5

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

Appendix no 1:

REMUNERATION POLICY FOR MEMBERS OF THE SUPERVISORY BOARD OF SANTANDER BANK POLSKA S.A.

1. GENERAL PRINCIPLES

This Policy defining the remuneration rules for members of the Supervisory Board of Santander Bank Polska S.A. (**Bank**) is introduced in order to:

- 1) comply with the principle of responsible banking by providing support in sound and effective risk management and discouraging excessive risk taking above the tolerated risk level or exposing or limiting the capacity to maintain a strong capital base,
- 2) support the Bank's business strategy, objectives, and long-term interests of its shareholders and to ensure the Bank's stability by ensuring that the Bank's operations are professionally supervised on an on-going basis by individuals with due knowledge, skills and experience,
- 3) ensure remuneration adequate to the level of knowledge, skills an experience as well as responsibilities of the Supervisory Board members,
- 4) ensure compliance with the Bank's corporate values,
- 5) prevent conflicts of interest.

2. REMUNERATION RULES FOR THE BANK'S SUPERVISORY BOARD MEMBERS

§ 1

This Policy sets out remuneration rules for the Bank's Supervisory Board members.

§ 2

Subject to § 10(2), the level of remuneration of the Supervisory Board members is transparently defined by the Bank's General Meeting, taking into account the nature, scale and complexity of the Bank's activities.

§ 3

When taking decisions on the remuneration of the Supervisory Board members, the General Meeting makes its level dependent on the function performed on the Supervisory Board, and memberships in the Supervisory Board committees, adequately to additional tasks performed within a given committee.

§ 4

1. Members of the Bank's Supervisory Board receive fixed remuneration.
2. Members of the Supervisory Board can be given remuneration in cash:
 - 1) monthly remuneration – on account of the function performed on the Supervisory Board,
 - 2) additional remuneration – on account of participation in the Supervisory Board committees, either as committee members, chairs or experts providing advisory,
 - 3) remuneration on account of being seconded to exercise on-going individual oversight.
3. Remuneration on account of participation in the Supervisory Board committees is calculated based on confirmation from the committee's secretary of holding a meeting and the list of the Supervisory Board members present.
4. The payment of remuneration to the Supervisory Board members in the form of financial instruments is not possible .
5. No additional discretionary pension benefits or early retirement programmes for the Supervisory Board members are envisaged.

§ 5

The General Meeting may identify the Supervisory Board members who will not be remunerated.

§ 6

Remuneration is paid at dates set out in the AGM's resolution.

§ 7

The Bank makes necessary deductions from the paid remuneration as defined by relevant legislation.

§ 8

1. When defining this Policy, the employment and pay conditions offered to the Bank's employees other than members of the Supervisory Board and Management Board were taken into account, specifically by aligning the remuneration of the Supervisory Board members with their knowledge, skills and experience, while observing basic rules referring to employment conditions. The Policy aims also at ensuring that the terms of remunerating the Supervisory Board members result from the scope of responsibilities arising from the performed functions, their importance for the Bank and that they are aligned with market standards.
2. This Policy contributes to delivering the Bank's business strategy, long-term interests and stability by building engagement of the Supervisory Board members and strengthening their relationship with the Bank, ensuring the adequacy of their remuneration and grounds for avoiding excessive risk taking when performing their functions.

§ 9

1. The relationship between Supervisory Board members and the Bank arises from the resolution of the Annual General Meeting on their appointment and lasts throughout the time they perform a function in this governing body. The Supervisory Board members are appointed for a joint three-year term of office.
2. The relationship referred to in § 9(1) expires (whichever of the following takes place earlier): (i) expiry of the term of office (if the individual is not re-appointed for another term) or (ii) on the day when resignation or removal of the individual comes into effect.

§ 10

1. In order to avoid conflicts of interest, both this Policy, all amendments to it as well as remuneration of the Supervisory Board members will be agreed by the General Meeting.
2. The General Meeting may empower the Supervisory Board to define specific remuneration for the Supervisory Board members seconded to exercise on-going individual oversight. In such a case, the Supervisory Board member seconded to exercise on-going individual oversight who is to receive such remuneration does not participate in the vote.

3. FINAL PROVISIONS

1. This Policy has been developed by the Management Board, presented for review to the Supervisory Board and then submitted to the Bank's General Meeting for approval.
2. The Supervisory Board will review this Policy every year and, if amendments are required, the procedure outlined in item 2 will apply.
3. When updating this Policy, the Bank's Management Board and Supervisory Board take into account the recommendations and decisions of the General Meeting.
4. The Supervisory Board will produce an annual remuneration report presenting a comprehensive review of remuneration, including all benefits (irrespective of their form) received or due to the Supervisory Board members in the last accounting year in line with this Policy. Members of the Bank's Supervisory Board are responsible for information included in the remuneration report.
5. This Policy supersedes the existing "Remuneration policy for members of the Supervisory Board of Santander Bank Polska S.A." introduced by force of resolution no. 44 of the Annual General Meeting of 23 April 2015; the key amendments to the applicable policy include matters required under the 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.

Appendix no 2:

REMUNERATION POLICY FOR MEMBERS OF THE MANAGEMENT BOARD OF SANTANDER BANK POLSKA S.A.

Definitions/abbreviations:

Bank – Santander Bank Polska S.A. with its registered office in Warsaw;

Management Board member – a member of the Management Board of the Bank;

Santander Bank Polska Group/Bank Group – the Bank and its subsidiaries as per Article 4(1)(9) of the Banking Law;

Policy – this Remuneration Policy for members of the Management Board of Santander Bank Polska S.A.;

Supervisory Board – Supervisory Board of Santander Bank Polska S.A.;

Fixed remuneration – remuneration defined in the employment contract or any other document of a similar legal effect whose level is not dependent on the employee's business unit performance or the Bank's overall performance;

Variable remuneration – remuneration dependent (directly or indirectly) on the employee's performance, business and quality-based performance of their business unit or of the entire Bank;

Conflict of interest – a situation where the Bank's organisational and administrative solutions or actions taken by the Bank, management staff or employees, negatively affect customer interests or cause

a conflict between different interests of two or more customers in respect of whom the Bank has specific obligations, including conflicts of interests caused by inducements received from third parties or remuneration from external companies or other types of inducements;

Committee – Remuneration Committee of the Bank's Supervisory Board;

Heads of control units – persons supervising the work of the following units: internal audit, compliance, legal, units in charge of risk management, accounting, financial control and HR issues.

1. INTRODUCTION

The Bank is obliged to apply remuneration practices consistent with legal regulations, taking into account the remuneration policy adopted by the Bank and the Bank Group's parent entity. Moreover, it is obliged to establish and apply a remuneration policy for each category of employees whose professional activities have a material impact on the Bank's risk profile. To be a responsible bank, the Bank needs to have a corporate culture that would enable effective management, control and supervision over a series of risks (including those related to remuneration) to which the Bank Group, its shareholders, employees and customers are exposed.

2. GENERAL PROVISIONS

1. This Policy defining the remuneration principles for members of the Bank's Management Board is introduced in order to:
 - 1) implement the responsible banking agenda by ensuring proper and effective risk management and discouraging the Management Board members from excessive risk taking beyond the risk appetite approved by the Supervisory Board given that within their powers they may take decisions having a significant impact on the Bank's risk profile and compromise or limit the ability to maintain a solid capital base,
 - 2) provide support in delivering the Bank's strategic objectives by motivating employees and promoting outstanding performance culture,
 - 3) ensure remuneration adequate to the employees' skills, knowledge and experience, responsibilities and performance of the Management Board members,
 - 4) ensure compliance with the Bank's corporate values and long-term interests,
 - 5) prevent conflicts of interest.
2. The criteria that affect the fixed and variable remuneration granted to the Management Board members were defined to support the execution of the Bank's business strategy, long-term interests and stability, more specifically by:

- 1) setting annual objectives in sync with the Bank's financial and strategic plans, and assessing the performance of individual Management Board members,
- 2) applying flexible remuneration policy by maintaining a proper balance between fixed and variable components and awarding part of remuneration in the form of financial instruments thereby ensuring the influence of the Bank's financial performance on the deferred remuneration in the long-term perspective,
- 3) applying deferred payment of variable remuneration and malus clauses ensuring thus proper and effective risk management and discouraging excessive taking of risk which might materialise in the deferral period,
- 4) awarding the variable components of remuneration only when it does not represent any threat to the solid capital base of the Bank or the Bank Group in the long-term horizon.

3. GOVERNANCE AND APPROVAL

1. The Bank's Management Board is responsible for the development and implementation of this Policy, subject to item 3.
2. In the case of a justified legal interest, the Bank's remuneration unit performs non-binding consultations with the Bank's parent entity to ensure implementation of consistent principles of remuneration.
3. This Policy is subject to approval by the Bank's Supervisory Board at the request of the Committee. The General Meeting of Shareholders adopts the Policy by way of a resolution. Resolutions on the remuneration policy are adopted at least every four years.

4. SCOPE OF THE POLICY

1. This Policy applies to members of the Bank's Management Board.
2. This Policy sets out the criteria for determining fixed and variable components of remuneration set forth in the *Remuneration Policy of Santander Bank Polska Group*, which presents detailed definitions and conditions justifying their award, while ensuring that they are specifically dependent on objective criteria and quality of the Bank's management and take into account the long-term aspects of the operations and manner of delivering the strategic objectives.
3. In order to avoid conflict of interests, decisions related to the fixed and variable components of remuneration of Management Board members are reviewed by the Committee and approved by the Supervisory Board.
4. The Bank's remuneration unit presents the Committee with information about the fixed and variable components of remuneration of the Management Board members.

5. CRITERIA FOR DEFINING COMPONENTS OF REMUNERATION OF MANAGEMENT BOARD MEMBERS

1. The total remuneration of a Management Board member comprises:
 - a) fixed remuneration, in particular:
 - base salary,
 - additional benefits resulting from the internal principles of awarding such benefits and from contractual clauses regulating the remuneration of Management Board members (e.g. employment contracts), such as health insurance, life insurance, etc.,
 - severance pay and compensation resulting from external regulations,
 - b) variable remuneration, in particular:
 - annual bonus,
 - awards envisaged in long-term incentive programmes,
 - individual pension plans,
 - guaranteed variable remuneration,

- compensation for variable remuneration (buy-out),
 - severance pay and compensation resulting from internal regulations.
2. The base salary of Management Board members for the performance of duties specified in relevant contracts and internal regulations as well as additional remuneration components are set by the Supervisory Board based on relevant recommendations from the Remuneration Committee.
 3. When determining the amount of the base salary of a Management Board member, the following criteria will be specifically taken into account:
 - a) the function performed by the Management Board member,
 - b) the scope of the member's organisational responsibility in the Bank,
 - c) the member's skills and professional experience,
 - d) market competitiveness of the offered remuneration.
 4. Generally, the value of additional benefits arising from the relevant internal regulations should not exceed 20% of the annual base salary.
 5. No additional discretionary pension benefits or early retirement programmes for the Management Board members are envisaged.
 6. The purpose of variable components of remuneration is to motivate employees in a responsible manner to achieve short, medium and long-term objectives, to outperform the Bank and Group plans and to encourage progress in the performance of individual Management Board members. The Bank's performance adopted for the purpose of defining variable components of remuneration should take into account the Bank's risk costs, the capital and liquidity risks in a long-term perspective.
 7. The variable components are additional elements of the remuneration, they are volatile and do not represent fixed pay. In line with the internal regulations, it is possible that in a given year or consecutive years the variable components are not awarded and not paid out.
 8. The principles of presetting the level of annual bonuses for the Management Board members are set forth in the bonus regulations applicable to Management Board members in a given year. All bonus regulations are approved by the Supervisory Board based on the Committee's recommendations.
 9. An annual base bonus is allocated to each Management Board member. The annual base bonus amounts are denominated in PLN based on individual level of responsibility, taking into account the market pay and other criteria applied to attract and retain a given Management Board member.
 10. Each year, the Committee reviews the performance of each Management Board member in line with a separate policy and procedure for evaluating the performance of the Management Board members. The outcome of such a review is taken into account when determining the individual annual bonuses for Management Board members.
 11. The final annual bonus of a Management Board member depends on the annual base bonus, the availability of the bonus pool and the overall evaluation of the Management Board member's performance. The Committee's recommendation is presented to the Supervisory Board which decides on the level of annual bonuses awarded to individual members of the Management Board.
 12. The level of the annual bonus is defined based on the following:
 - the Group quantitative indicators (e.g. customer satisfaction, cost of credit risk, NPLs as a percentage of the total portfolio, profit less intangibles and depreciation, PAT, and return on equity and long-term liabilities),
 - qualitative metrics resulting from the quality-oriented analysis of financial performance and risk (e.g. responsible banking agenda, including goals related to local communities, environmental protection), and

- potential adjustments resulting from unexpected developments.

The indicators taken into account when setting the annual bonus (including the rules for setting the bonus pool and criteria for evaluating the performance of individual Management Board members) for a given year are aligned with the Bank's financial plan and strategic targets while complying with proper and effective risk management principle.

13. The terms and conditions for paying variable remuneration include specifically the following:
 - a) At least 40% of variable components of remuneration is paid after completing evaluation of the period for which the remuneration is payable, yet the payment is made not earlier than within 3 years in equal instalments payable in arrears and the remuneration depends on the performance rating of a given Management Board member during the evaluation period of minimum 3 years and takes into account the Bank's risk. The Supervisory Board may take a decision on extending the deferral period or on increasing the percentage of the deferred portion of the awarded variable remuneration.
 - b) If the total amount of variable remuneration components exceeds the equivalent of EUR 1,000,000 p.a. (based on the average NBP fx rate as at the day of granting the right to a given variable component of remuneration), at least 60% of the awarded total amount is deferred.
 - c) At least 50% of deferred amount and 50% of variable remuneration granted and paid out directly after the end of the reference period will be paid out in financial instruments – preferably in the form of Santander Bank Polska S.A. shares or related financial instruments or equivalent non-cash instruments.
 - d) The instruments paid to the Management Board members, either in the form of variable remuneration paid upfront or deferred remuneration, are subject to a 1-year ban on disposal which means that a Management Board member must not sell those instruments within 12 months of receiving such instruments.
 - e) Additionally, Management Board members must not hedge (the value of) such instruments by applying hedging strategies prior to having such instruments vested or in the period when their sale is banned.
14. The Management Board members may receive awards envisaged in the Long-term Incentive Programmes (“the Programmes”) aimed at reinforcing the connection between the long-term financial effectiveness of the Bank, expectations of shareholders and awards for executives while respecting market standards. Under certain criteria, the Programmes enable their participants to take up a certain number of the Bank's shares. The details of the Programmes are provided in relevant resolutions adopted by the Bank's General Meeting of Shareholders.
15. In particular, such Long-term Incentive Programmes define:
 - a) the economic triggers for granting the award to the Programme participants and the method of calculating such an award,
 - b) the Supervisory Board's right to change the Programme conditions if the Board considers it necessary and consistent with the Programme objectives, including the right to decrease the award, e.g. if any of the following extraordinary circumstances occur:
 - radical deterioration in the economic performance of the Bank Group;
 - material restatement of the Bank Group's financial statements by a statutory auditor (excluding restatement caused by changes in accounting standards);
 - radical deterioration of the risk profile describing the Bank Group.
16. Benefits related to termination of employment contract or any other agreement under which a given Management Board member performs his or her function should reflect the person's commitment, effectiveness and quality of work over the last three years of performing the function and if a given person has been performing the function for a period shorter than three years – over that period. The principles of awarding such benefits should be developed in a manner preventing staff being rewarded for poor performance. In such a situation, the Bank has the right to withhold, limit or refuse to pay such benefits as provided for in the employment contract. Severance pay and compensation resulting from internal regulations are classified as variable remuneration.

The detailed information on the payment of severance and compensation (including the rules for their deferral or recognition of their value in the calculation of the variable to fixed remuneration

ratio), processes followed when taking decisions on their payment as well as the related tasks and responsibilities may be defined in separate internal regulations.

17. The overall variable remuneration cannot exceed the limit of 100% of fixed remuneration even in the case of an exceptionally outstanding performance. However, in exceptional circumstances, this limit might be increased to maximum 200% of fixed remuneration subject to the approval by the General Meeting of the Bank or the subsidiaries.
18. For the Management Board members who are heads of control units, the overall variable to fixed remuneration ratio should be lower than in business units, however it cannot exceed 100%. The Management Board members who are heads of control units are awarded variable remuneration for the delivery of objectives arising from their roles and responsibilities and their remuneration cannot depend on business results generated by the Bank's business areas they control.
19. The malus clause defined as ability to prevent vesting of all or part of granted deferred remuneration may be applied to variable remuneration for the Management Board members (also in the case of the Management Board members engaged in the process of taking investment decisions where the breach of the Bank's investment strategy was established). Detailed conditions of applying malus clauses are defined in the Remuneration Policy of Santander Bank Polska Group and internal procedures.

6. OTHER BENEFITS

1. In exceptionally justified individual cases, as an exception, guaranteed variable remuneration may be granted, including inter alia a sign-on bonus and compensation for variable remuneration, in line with the principles defined in items 2-7 below.
2. Generally, the final amounts of sign-on bonus cannot be guaranteed, however, solely in the first year of effective employment within the Bank, it is possible to guarantee that a minimum amount of variable remuneration will be paid out if:
 - the capital base is sufficient for such a payment,
 - the Supervisory Board approves payment of guaranteed variable remuneration for due registration and reporting purposes.
3. Where employees are recruited externally, their variable remuneration may be compensated (buy out) solely for the lowered or lost variable remuneration from the previous employer provided there is adequate evidence of such a loss and the benefit does not erode the solid capital base.
4. Detailed principles of compensating the variable remuneration are defined in a separate regulation.
5. Guaranteed variable remuneration may be paid in cash without deferral.
6. The guaranteed variable remuneration may be awarded to an employee only once, upon signing a contract with the Bank on employment as a member of the Management Board. Such remuneration cannot be awarded if an employee changes their employment between the Bank Group's companies.
7. During the first year of employment, the guaranteed variable remuneration will not count for the purpose of the maximum amount of variable remuneration.

7. EMPLOYMENT CONDITIONS

1. Generally, the legal relationship between a Management Board member and the Bank is established in the employment contract. The Bank may also sign other agreements with the Management Board members.
2. Contracts of employment as a Management Board member are signed for a definite period. The Management Board term of office that lasts three years.

3. The contract referred to in item 2 may be terminated upon the expiry of a mandate of the Management Board member, due the member being removed from the Management Board, or upon their resignation from performing the function.
4. The notice period for terminating the employment contract depends on the length of service with the Bank and ranges from two weeks to three months.
5. In specific circumstances defined in employment contracts with members of the Management Board, severance may be paid by virtue of employment termination.
6. The Bank may sign non-competition agreements with the Management Board members, envisaging compensation for the period of refraining from competitive activities.
7. This Policy takes into account the employment and pay conditions offered to the Bank's employees other than members of the Management Board and the Supervisory Board, i.e. remunerating the employees adequately to their knowledge, skills and experience, while observing basic employment conditions.
8. In view of the need of the Bank's parent entity to comply with the consolidated supervision requirements, the Bank may carry out non-binding consultations with the Bank's parent entity with regard to the terms of employment defined in the contract referred to in item 1.

8. FINAL PROVISIONS

Remuneration Policy of Santander Bank Polska Group will apply to all matters not regulated herein.

re. item 17 of the agenda

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

(draft)

re. determining the remuneration of the Supervisory Board members

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 Development and Finance of 6 March 2017 on the risk management and internal control system, remuneration policy and the detailed way of estimating internal capital 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,
- having regard to Remuneration policy for Santander Bank Polska S.A. Supervisory Board Members, adopted by Resolution of Bank’s Annual General Meeting dated 20 May 2020

the following Resolution is adopted:

§ 1

1. Subject to clause 4, the following remuneration per month is set for:
 - 1) the Chairman of the Supervisory Board – 24 000 PLN,
 - 2) Supervisory Board members domiciled in Poland – 12 000 PLN,
 - 3) Supervisory Board members not domiciled in Poland – 3 000 euro.
2. Subject to clause 4, irrespective of the remuneration specified in section 1 the following additional remuneration is set for the members of the Supervisory Board who are members of individual Committees at the Supervisory Board. The remuneration is paid for participation in each meeting of the Committee:
 - 1) for the Audit and Compliance Committee Chairman domiciled in Poland – 12 000 PLN per meeting,
 - 2) for the Audit and Compliance Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - 3) for the other members of the Audit and Compliance Committee domiciled in Poland – 8 400 PLN per meeting,
 - 4) for the other members of the Audit and Compliance Committee not domiciled in Poland – 2 100 euro per meeting,
 - 5) for the Nominations Committee Chairman domiciled in Poland – 5 800 PLN per meeting,
 - 6) for the Nominations Committee Chairman not domiciled in Poland – 1 450 euro per meeting,
 - 7) for the other members of the Nominations Committee domiciled in Poland – 4 800 PLN per meeting,
 - 8) for the other members of the Nominations Committee not domiciled in Poland – 1 200 euro per meeting,
 - 9) for the Remuneration Committee Chairman domiciled in Poland – 5 800 PLN per meeting,
 - 10) for the Remuneration Committee Chairman not domiciled in Poland – 1 450 euro per meeting,
 - 11) for the other members of the Remuneration Committee domiciled in Poland – 4 800 PLN per meeting,
 - 12) for the other members of the Remuneration Committee not domiciled in Poland – 2 100 euro per meeting,
 - 13) for the Risk Committee Chairman domiciled in Poland – 12 000 PLN per meeting,

- 14) for the Risk Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - 15) for the other members of the Risk Committee domiciled in Poland – 8 400 PLN per meeting,
 - 16) for the other members of the Risk Committee not domiciled in Poland – 2 100 euro per meeting.
3. The additional remuneration for Mr John Power is granted 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).
 4. The following Supervisory Board members shall not be remunerated:
 - Mr. Gerry Byrne,
 - Ms. Isabel Guerreiro,
 - Mr. José Garcia Cantera,
 - Mr. José Luis de Mora.

§ 2

The Bank will pay the remuneration referred to in §1 by the 10th of the month following the month in which the remuneration was earned.

§ 3

The Annual General Meeting Resolution no. 41 dated 17 May 2017 re. determining the remuneration of the Supervisory Board members shall be repealed.

§ 4

The resolution becomes effective on the day of its adoption.

re item 18 of the agenda

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

(draft)

on increasing the Bank's share capital by means of an issue of series O ordinary bearer shares, depriving the existing shareholders of all their pre-emptive rights to series O shares, amending the Bank's Statutes, placing a request for admission and floating of series O shares on the regulated market of the Warsaw Stock Exchange and dematerialising series O shares, as well as granting authorisation for the Supervisory Board and the Management Board

Pursuant to Articles 430, 431, 432 and 433 § 2 of the Act of 15 September 2000 – Commercial Companies Code, the Annual General Meeting of Santander Bank Polska S.A. with its registered office in Warsaw ("Bank") resolves as follows:

§ 1

1. Due to the achievement by Santander Bank Polska Group ("Group") of the objectives defined in §§ 5–7 of Resolution no. 44 of the Bank's Annual General Meeting of 17 May 2017 introducing Incentive Programme VI ("Resolution"), taking into account the Supervisory Board Members no. 49/2019 dated 5 June 2019, and the resulting fulfilment of the Award vesting criteria referred to in § 3 and 4 of the Resolution, in order to implement the Resolution, the Bank's share capital shall be increased by an amount not higher than PLN 1,050,000 (one million fifty thousand), i.e. to an amount not higher than PLN 1,021,933,050 (one billion twenty-one million nine hundred and thirty-three thousand and fifty) by issuing no more than 105,000 (one hundred and five thousand) series O ordinary bearer shares with a nominal value of PLN 10.00 (ten) each ("Series O Shares").
2. The issue price of the Series O Shares is PLN 10.00 (ten) for one Series O Share.
3. The Series O Shares may be paid up exclusively by cash contributions.
4. The Series O Shares will be issued as part of a private placement within the meaning of Article 431 § 2(1) of the Commercial Companies Code, and offered to the eligible Participants of the Incentive Programme VI named in the Supervisory Board's resolution ("Participants"). Each of the Participants will be able to conclude the agreement and take up the number of the Series O Shares specified in the "Agreement on Participation in the three-year '2017 Performance Shares' Incentive Programme for the employees of Santander Bank Polska Group" concluded between Bank and each Participant.
5. The Series O Shares subscription agreements will be signed with the Participants within six weeks of the date of this resolution.
6. The Series O Shares will be shares of the same type as the Bank's shares registered in the National Register of Securities under no. ISIN PLBZ00000044 and will carry the same rights as those shares.
7. If the Series O Shares are first registered on the Participants' respective securities accounts by the dividend record date (inclusive) referred to in Article 348 § 2 of the Commercial Companies Code, set in 2021, the Series O Shares will participate in the profits distributed after the end of the financial year ending on 31 December 2020. However, if the Series O Shares are first registered on the Participants' respective securities accounts after the dividend record date set in 2021, they will participate in the profits distributed after the end of the financial year ending on 31 December 2021.
8. The Management Board is authorised and obligated to take any actions necessary to perform this resolution, including the submission of the declaration referred to in Article 310 § 2 in conjunction with Article 431 § 7 of the Commercial Companies Code on the number of the Series O Shares subscribed for by the Participants and defining the value of the share capital in the Bank's Statutes.

9. The Series O Shares shall be issued if the Participants subscribe for at least 50,000 (fifty thousand) Series O Shares.

§ 2

1. In the Bank's interest, the Bank's existing shareholders will be deprived of all their pre-emptive rights to the Series O Shares.
2. The written opinion of the Management Board justifying the reasons for depriving the existing shareholders of their pre-emptive rights to the Series O Shares is appended to this resolution.

§ 3

1. In connection with § 1 and § 2 of this resolution, § 10 of the Bank's Statutes is amended as follows:

“§ 10

The Bank's share capital is not less than PLN 1,020,883,050 (one billion twenty million eight hundred and eighty-three thousand fifty), but not more than PLN 1,021,933,050 (one billion twenty-one million nine hundred and thirty-three thousand fifty), and is divided into not fewer than 102,088,305 (one hundred and two million eighty-eight thousand three hundred and five), but not more than 102,193,305 (one hundred and two million one hundred and ninety-three thousand three hundred and five) bearer shares with a nominal value of PLN 10.00 (ten) each, including:

- 1) 5,120,000 (five million one hundred and twenty thousand) series A ordinary bearer shares;
- 2) 724,073 (seven hundred twenty-four thousand and seventy-three) series B ordinary bearer shares;
- 3) 22,155,927 (twenty-two million one hundred and fifty-five thousand nine hundred and twenty-seven) series C ordinary bearer shares;
- 4) 1,470,589 (one million four hundred and seventy thousand five hundred and eighty-nine) series D ordinary bearer shares;
- 5) 980,393 (nine hundred and eighty thousand three hundred and ninety-three) series E ordinary bearer shares;
- 6) 2,500,000 (two million five hundred thousand) series F ordinary bearer shares;
- 7) 40,009,302 (forty million nine thousand three hundred and two) series G ordinary bearer shares;
- 8) 115,729 (one hundred and fifteen thousand seven hundred and twenty-nine) series H ordinary bearer shares;
- 9) 1,561,618 (one million five hundred and sixty-one thousand six hundred and eighteen) series I ordinary bearer shares;
- 10) 18,907,458 (eighteen million nine hundred and seven thousand four hundred and fifty-eight) series J ordinary bearer shares;
- 11) 305,543 (three hundred five thousand five hundred and forty-three) series K ordinary bearer shares;
- 12) 5,383,902 (five million three hundred and eighty-three thousand nine hundred and two) series L ordinary bearer shares;
- 13) 98,947 (ninety eight thousand nine hundred and forty seven) series M ordinary bearer shares;
- 14) 2,754,824 (two million seven hundred and fifty-four thousand eight hundred and twenty-four) series N ordinary bearer shares;
- 15) up to 105,000 (one hundred and five thousand) series O ordinary bearer shares.”.

2. The amendment to the Statutes referred to in § 3(1) above requires the consent of the Polish Financial Supervision Authority (KNF).
3. The Supervisory Board is authorised to determine the consolidated text of the Bank's Statutes.

§ 4

1. The Bank will apply for admission and floating of the Series O Shares on the regulated market of the Warsaw Stock Exchange. The Management Board shall be obligated and authorised to take any actions necessary to perform the provisions of this § 4(1).

2. All the Series O Shares will be dematerialised. The Management Board shall be obligated and authorised to conclude the agreement with the Central Securities Depository of Poland (KDPW) on the registration of the Series O Shares, and to take any actions necessary for their dematerialisation.

§ 5

1. The Supervisory Board is hereby authorised to put together a list of Participants of Incentive Programme VI ("List") who will be able to enter into a share subscription agreement and take up the number of the Bank's shares as stated in the "Agreement on Participation in the three-year '2017 Performance Shares' Incentive Programme for the employees of Santander Bank Polska Group" concluded between the Bank and each Participant.
2. The Supervisory Board is also authorised to determine the parameters referred to in this resolution if this is justified for the purpose of ensuring optimum performance of the goal of this resolution.

§ 6

The Annual General Meeting of the Bank hereby authorizes:

- 1) Anna Kapica entered into attorneys-at-law list maintained by District Chamber of Attorneys-at-Law in Warsaw under the no. WA-7381 and
- 2) Łukasz Siwek entered into attorneys-at-law list maintained by District Chamber of Attorneys-at-Law in Wrocław under the no. WR-3071

each of them separately, to conclude on behalf of the Bank agreements to subscribe for Series O Shares with Members of the Bank's Management Board.

§ 7

This resolution becomes effective on the day of its adoption. As regards the amendments in the Bank's Statutes, the resolution takes effect on the date when the amendments are registered by the registry court.

Appendix to the draft resolution of the Annual General Meeting

Opinion of the Management Board of Santander Bank Polska S.A. justifying the reasons for depriving the existing shareholders of their pre-emptive rights and explaining the proposed issue price or the method of its determination

Pursuant to Article 433 § 2 of the Commercial Companies Code, and in accordance with the corporate governance principles, the Management Board hereby presents its opinion to the General Meeting of Santander Bank Polska S.A. to justify the decision on depriving the existing shareholders of their pre-emptive rights to the Series O Shares.

The decision is closely connected with adoption by Santander Bank Polska S.A. ("Bank") of Incentive Programme VI implemented by Resolution no. 44 of the Bank's Annual General Meeting of 17 May 2017 ("Resolution").

According to the Resolution, an arrangement was made with the members of the Bank's Management Board and the key employees of the Bank's Group nominated by the Management Board and approved by the Bank's Supervisory Board ("Participants") who signed the "Agreement on Participation in the three-year '2017 Performance Shares' Incentive Programme for the employees of Santander Bank Polska Group" ("Agreement"), whereby the Bank agreed to ensure that subject to fulfilment of the conditions set out in the Agreement, the Participant would be able to enter into a share

subscription agreement and take up the Bank's shares in the number specified in the Agreement ("Performance Shares").

The Resolution stipulates that once Agreements are signed with the Participants, in the second stage of the Programme the Participants will be entitled to take up the Performance Shares provided that the Award vesting criteria are met.

As the Bank's Group achieved the economic objectives stated in the Resolution, the Award vesting criteria were met, and in accordance with the Resolution, the Bank is required to take actions to issue the Performance Shares and offer them to the eligible Participants of Incentive Programme VI. The said criteria for the grant of Annual Awards to the Participants as set out in the Resolution, and with regard to the Annual Award for 2019 as set out in Resolution no. 49/2019 of the Supervisory Board of 5 June 2019 were fulfilled as follows: (i) for 2017: in the maximum amount, (ii) for 2018: in the maximum amount, and (iii) for 2019: in the amount corresponding to 65.34% of the Maximum Annual Award, i.e. 65.34% of 1/3 of the maximum Total Award indicated in the Agreements between the Bank and each of the Participants. Where the Annual Award for 2019 calculated as 65.34% of the Maximum Annual Award does not constitute an integer, it is rounded up to the nearest integer.

Depriving the existing shareholders of their pre-emptive rights as specified above is in the Bank's interest and is intended to enable the offering of the Performance Shares to the Participants so that the Bank can meet its obligations under the Resolution and the respective Agreements in view of achievement of very good financial results by the Bank.

In the opinion of the Management Board, depriving the existing shareholders of their pre-emptive rights as specified above will benefit the Bank and thus the shareholders themselves.

The issue price of the Series O Shares to be issued in connection with Incentive Programme VI is equal to their nominal value and amounts to PLN 10 (ten) per share, which results from § 3(1) of the Resolution.

re. item 19 of the agenda

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

(draft)

re. amendments to the Bank's Statute

§ 1

Pursuant to Article 430 of the Polish Commercial Companies Code, the following amendment to the Bank's Statute are introduced:

- in § 7 clause 2 item 7 letter f 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 becomes effective upon registration of the foregoing amendments to the Statute by a relevant registry court.

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

(draft)

re. amendments to the Bank's Statute

§ 1

Pursuant to Article 430 of the Polish Commercial Companies Code, the following amendment to the Bank's Statute are introduced:

- 1) in § 19a clause 2 shall be read as follows:
"2. The detailed rules of participation in the General Meeting in the manner referred to in section 1 above shall be defined by the Supervisory Board.";
- 2) in § 29 clause 2 shall be read as follows:
"2. Meetings of the Supervisory Board may also be held, without the need of gathering all the Supervisory Board members in one place, by using remote direct communication means. The rules of participating in meetings according to this procedure are set out by the Supervisory Board.";
- 3) in § 38 clause 2 shall be read as follows:
"2. The Management Board meetings may also be held, without the need of gathering all the Management Board members in one place, by using remote direct communication means. The rules of participating in meetings according to this procedure are set out by the Supervisory Board.".

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