

**Drafts of the resolutions of the Extraordinary General Meeting of Santander Bank Polska S.A.
convened for 23 September 2019**

re: item 2 of the agenda

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

(draft)

re. appointing Chairman of the Meeting

§ 1

Extraordinary 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 Extraordinary General Meeting
of Santander Bank Polska S.A.**

(draft)

re. adopting the meeting's agenda

Extraordinary 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. Presentation of the key elements of the Division Plan of Santander Securities S.A., the report of the Management Board dated 12 June 2019 justifying the division of Santander Securities S.A., the audit opinion and all the material changes to assets, liabilities and equity which occurred between the date of the Division Plan and the date of the division resolution.
6. Adopting a resolution regarding the division of Santander Securities S.A.
7. Appointment of a member of the Supervisory Board.
8. Adopting a resolution regarding consent to dispose of an organized part of the enterprise – a separate organizational unit of Santander Bank Polska S.A. – Investment Services Center.
9. Presentation of the amendments to Supervisory Board Members of Santander Bank Polska S.A. Suitability Assessment Policy introduced by the Supervisory Board.
10. Amendments to the Bank's Statute.
11. Determination of new Supervisory Board Member remuneration and amendments to the Annual General Meeting Resolution no. 41 dated 17 May 2017 re. determining the remuneration of Supervisory Board Members.
12. Closing the General Meeting.

Re: item 6 of the agenda

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

(draft)

re: the division of Santander Securities Spółka Akcyjna

1. Pursuant to Article 541 of the Commercial Companies Code (the “**CCC**”) it is hereby resolved that Santander Securities S.A. with its registered seat in Warsaw (“**Santander Securities**” or the “**Company Being Divided**”) shall be divided in accordance with Article 529 § 1 point 1 of the CCC, i.e.
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Santander Bank Polska Spółka Akcyjna, with its registered seat in Warsaw (the “**Bank**”), in the form of an organised part of the enterprise of Santander Securities connected with the provision of brokerage services involving: (i) the acceptance or transfer of orders to buy or sell financial instruments, (ii) the execution of the orders referred to in section (i) for the account of clients, (iii) the acquisition or disposal of financial instruments on one’s own account, (iv) the offering of financial instruments, (v) the provision of services under underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) or the conclusion and performance of other similar agreements, if they relate to financial instruments, (vi) the keeping and registration of changes in holding financial instruments, including the keeping of securities accounts and cash accounts, (vii) advising companies on capital structure, corporate strategy and other matters related to such structure or strategy, (viii) the provision of advisory and other services relating to mergers, demergers and acquisitions of companies, (ix) providing foreign-exchange services where such are connected with the brokerage activity referred to in Article 69 section 2 of the Act on Trading in Financial Instruments, (x) the provision of additional services related to underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) (the “**Brokerage Business**”), provided that, within the scope of offering financial instruments, the provision of services under underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) or the conclusion and performance of other similar agreements, if they relate to financial instruments, advising companies on capital structure, corporate strategy and other matters related to such structure or strategy, the provision of advisory and other services relating to mergers, demergers and acquisitions of companies, the provision of additional services related to underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) (items (iv), (v), (vii), (viii) and (x) above, respectively), it needs to be stated that, as at the date of signing the Division Plan (as defined below), Santander Securities does not and, as at the effective date of the Division (as defined below), does not intend to conduct any such business; and
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Santander Finanse sp. z o.o., with its registered seat in Poznań (“**Santander Finanse**”), in the form of an organised part of the enterprise of Santander Securities connected with the carrying out of training activities regarding the functioning of the capital market (the “**Training Business**”),(the “**Division**”).
2. The division plan of the Company Being Divided agreed in writing between the Company Being Divided, the Bank and Santander Finanse on 12 June 2019, and from such date until the date hereof made continuously available to the public on the websites of the Company Being Divided, the Bank and Santander Finanse (the “**Division Plan**”), is hereby agreed. The Division Plan is attached as Schedule 1 to this resolution.

3. In connection with the Division, the transfer of an organised part of the enterprise of Santander Securities connected with the Brokerage Business to the Bank and the transfer of the organised part of the enterprise of Santander Securities connected with the Training Business to Santander Finanse, to the extent and on the terms specified in this resolution and in the Division Plan, are hereby approved.

§ 2

1. The Bank is the only shareholder of the Company Being Divided. Therefore, pursuant to Article 550 of the CCC, the share capital of the Bank will not be increased in connection with the Bank's acquisition of a part of the assets and liabilities of Santander Securities, and the Bank will not issue any shares in the Bank in exchange for the acquired assets and liabilities of Santander Securities.
2. As a result of the Division, the share capital of Santander Finanse will be increased by PLN 3,000.00 (three thousand zlotys), i.e. from PLN 1,630,000.00 (one million, six hundred and thirty thousand zlotys) to PLN 1,633,000 (one million, six hundred and thirty-three thousand zlotys) by way of the issuance of 60 (sixty) shares having a nominal value of PLN 50 (fifty zlotys) each and a total nominal value of PLN 3,000.00 (three thousand zlotys) (the "**New Shares**"). All of the New Shares will be allotted to the existing and only shareholder of the Company Being Divided, i.e. the Bank, in accordance with the adopted exchange ratio pursuant to which the shares in the Company Being Divided will be exchanged for shares in Santander Finanse of 2,500 (two thousand, five hundred) shares in the Company Being Divided per one New Share.
3. The assets and liabilities of the Company Being Divided acquired by Santander Finanse will be allotted to the share capital and the supplementary capital of Santander Finanse by allotting PLN 3,000.00 (three thousand zlotys) to the share capital increase and the amount representing the value of the organised part of the enterprise related to the Training Business as at the Division Date less the value of the share capital increase to the supplementary capital.
4. No additional payments will be required in connection with the Division.

§ 3

The following amendments to the articles of association of Santander Finanse are hereby approved:

- a) **§ 1** of the articles of association of Santander Finanse shall have the following new wording:
"The appearing party represents that, acting in the name of "BANK ZACHODNI WBK Spółka Akcyjna" with its registered seat in Wrocław, it hereby establishes a limited liability company in accordance with Article 151 and the following of the Commercial Companies Code, hereinafter also referred to as the "Company".";
- b) **§ 8 section 1** of the articles of association of Santander Finanse shall have the following new wording:
"The share capital of the Company amounts to PLN 1,633,000 (one million, six hundred and thirty-three thousand zlotys) and is divided into 32,660 (thirty-two thousand, six hundred and sixty) equal and indivisible shares with the value of PLN 50.00 (fifty zlotys) each.";
- c) **§ 8 section 3, the first sentence preceding the letter A** of the articles of association of Santander Finanse shall have the following new wording:
"All of the shares in the share capital of the Company with a nominal value of PLN 50.00 each are held by one shareholder - Santander Bank Polska S.A. with its registered seat in Warsaw (the "**Shareholder**") of which:";
- d) the following **item E** shall be added after **item D in § 8 section 3** of the articles of association of Santander Finanse:
"60 (sixty) shares with a total nominal value of PLN 3,000.00 (three thousand zlotys) were subscribed for by the sole Shareholder in result of the division of Santander Securities S.A. with its registered seat in Warsaw (KRS No. 0000066290) whereunder the Company acquired the organised part of the enterprise of Santander Securities S.A. with its registered seat in Warsaw, provided that the amount reflecting the value of the acquired property of Santander Securities

S.A. with its registered seat in Warsaw less the value of the increase of the share capital of the Company, was allotted to the supplementary capital of the Company.”

§ 4

The New Shares in Santander Finanse allotted to the Bank will authorise it to a share in the profits generated by Santander Finanse in the financial year commenced on 1 January of the year in which the Company Being Divided is struck off the applicable court register.

§ 5

The management board of the Bank is authorised to take any and all legal and other actions required to complete the Division.

§ 6

This resolution shall enter into force on the date of its adoption.

re. item 7 of the agenda

**RESOLUTION
of the Extraordinary 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.

re. item 8 of the agenda

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

(draft)

re: the consent to dispose of an organized part of the enterprise – a separate organizational unit of Santander Bank Polska S.A. – Investment Services Center

§ 1

Extraordinary General Meeting of Santander Bank Polska S.A. on the basis of the provisions of art. 393 points 3 of the Commercial Companies Code and § 24 section 1 of the Bank's Articles of Association, hereby decides to give its consent to the sale of an organized part of the Bank's enterprise, including organizationally separated, financially and functionally Bank's organizational structure, a set of tangible and intangible assets constituting a separate organizational unit of the Bank, operating under the name Investment Services Center ("CUI"), which includes in particular:

- a) Rights and obligations related to the transfer agent agreement and other contracts for the support of the distribution of investment funds concluded by CUI with investment fund companies;
- b) Full documentation along with procedures regarding contracts covered by CUI activities,
- c) Documentation of individual functions / profiles or functionalities of individual IT systems, instructions, descriptions of activities and requirements necessary to perform the rights and obligations arising from those agreements;
- d) Property rights and usage rights (licenses or sub-licenses) to individual settlement systems and supporting the activities of the CUI transfer agent and IT modules and applications, provided that it is necessary to obtain the consent of the owner of the rights or an authorized software provider;
- e) Participants' bases, registers / sub registers of participants, the base of distributors, the base of contractors;
- f) Rights and obligations under other supporting agreements concluded by CUI for business purposes;
- g) Fixed assets in the form of office equipment and office equipment (external drives, servers, desks, chairs, wardrobes, telephones, etc.) related to the CUI business;
- h) Receivables and liabilities with individual suppliers of goods and services in the scope related to the operation of CUI, resulting, inter alia, from concluded support agreements for IT infrastructure, technical infrastructure, archiving services;
- i) Receivables and liabilities of the entity in the scope covered by the CUI business;
- j) The entity's obligations towards CUI employees;
- k) Cash (or the right to demand receipt of cash) related to the CUI business;
- l) Books and documents related to running the business activity within the CUI by the Appli

§2

The Management Board of the Company is authorized to perform any factual or legal actions that will be necessary or helpful for the implementation of this Resolution.

§3

The resolution comes into force on the day of its adoption.

re. item 10 of the agenda

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

(draft)

re. amendment 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:

in § 7 clause 1 item 18 shall be read as follows:

“18) intermediation in conclusion the agreements related to acquiring services,”.

§ 2

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

§ 3

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

§ 4

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

re. item 11 of the agenda

RESOLUTION
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re. determination of the remuneration for newly appointed Supervisory Board Member and amendments to the Annual General Meeting resolution no. 41 dated 17 May 2017 re. determining the remuneration of the Supervisory Board members

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

§ 1

Extraordinary General Meeting of Santander Bank Polska S.A. decides not to grant any remuneration for Ms Isabel Guerreiro – member of the Supervisory Board.

§ 2

Taking into account the § 1 of this resolution, in the Annual General Meeting resolution no. 41 dated 17 May 2017 re. determining the remuneration of the Supervisory Board members § 1 clause 3 shall be read as follows:

“3. The following Supervisory Board members shall not be remunerated:

- Mr Gerry Byrne,
- Mr José Garcia Cantera,
- Mr José Luis de Mora,
- Ms Isabel Guerreiro.”.

§ 3

The resolution becomes effective on the day of its adoption.