

## Information for Santander Bank Polska S.A. Shareholders

### Rationale for draft resolutions

#### re. item 6 of the Agenda

Rationale to the draft resolution for point 6 of the agenda was published in the current report no. 19/2019 dated 12 June 2019 containing the first notification of the planned division of Santander Securities Spółka Akcyjna.

Link: <https://bank.santander.pl/investor-relations/reports/2019/current-report-no-19-2019.html>

The shareholders may review the documents referred to in Article 540 § 1 of the CCC posted on the Bank's website: [www.santander.pl](http://www.santander.pl) in the bookmark "Investor Relations", at: <https://bank.santander.pl/investor-relations/performance-presentation/division-plan-of-santander-securities-s-a/division-plan-of-santander-securities-s-a.html>

#### re. item 8 of the Agenda

#### **Statement of reasons for Extraordinary General Meeting Resolution 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**

Pursuant to art. 393 point 3) of the Polish Commercial Companies Code and § 24 para. 1 of the Bank's Statute, the sale and lease of the Company's enterprise or its organized part as well the establishment of limited property rights on them requires a resolution of the General Meeting. In connection with the continuation of the business model transformation process, the Management is considering sale to the third party an organized part of the Bank's enterprise, currently a Bank unit, operating under name *Centrum Usług Inwestycyjnych* ("CUI"), located in Poznań and providing, inter alia, Transfer Agent ("TA") services, at the same time constituting a separate organizational, functional and financial group of tangible and intangible components in the Bank's structure ("OPE CUI").

Due to the fact that the activities carried out at the Bank through the CUI organizational unit is not core banking activity, the Bank and the Capital Group, to which the Bank belongs, are considering the sale of CUI to an external entity (an entity unrelated to the Bank or other entities from the Capital Group, to which the Bank belongs).

For above mentioned reason, the Management Board requests that the General Meeting adopt a resolution giving consent for the above mentioned transaction.