

Information for shareholders of Santander Bank Polska S.A. re item 8 of the agenda

Presentation of the amendments introduced by the Supervisory Board to the Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.

On 25 May 2022 and on 28 September 2022, the Supervisory Board introduced amendments to its Terms of Reference given the need for more precise wording of the document in view of the KNF's Recommendation Z and for adjusting it to the updated Commercial Companies Code of 15 September 2000 (CCC).

The amendments resulting from Recommendation Z required, among other things, adjusting the statements on minuting meetings to the practice in place, i.e. indicating that minutes reflect the course of the discussion held during the meeting. Moreover, provisions were added to indicate that the tasks and powers of chairpersons and members of Supervisory Board committees result from the terms of reference of individual committees.

Amendments resulting from the updated CCC that came into force on 13 October 2022 referred to: (i) harmonising the statements on the Supervisory Board's rights to receive information and documents related to the Bank to the amended regulation; (ii) indicating the requirement to invite the statutory auditor to the meeting at which the report on the Supervisory Board activity is approved; (iii) adjusting provisions on hiring third party consultants by the Supervisory Board; (iv) technical issues related to convening meetings; and (v) indicating that Supervisory Board committees might perform supervisory tasks.

Pursuant to § 28(2) of the Bank's Statutes, the Supervisory Board informs the General Meeting about changes made to its Terms of Reference.

The current text of the Terms of Reference of the Supervisory Board is available at the Bank's website at:
<https://www.santander.pl/en/investor-relations/corporate-documents#dokument=5>
