

Information for shareholders of Santander Bank Polska S.A.

Justification for the resolutions to be considered by the Annual General Meeting convened for 19 April 2023 together with information related to the items of the agenda under which resolutions will not be passed

I. Justification for the agenda.

Pursuant to Article 395 § 2-2¹ and § 5 of the Commercial Companies Code, the Annual General Meeting (AGM) should:

- 1) review and approve the Management Board's report on the bank's performance and the financial statements for the previous financial year;
- 2) adopt a resolution on profit distribution or loss coverage;
- 3) give discharge to the members of the company's governing bodies;
- 4) take a resolution with an opinion on the Supervisory Board's report on remuneration;
- 5) review and approve the financial statements of the Group.

The Annual General Meeting agenda may also include other matters.

The Supervisory Board has issued a positive opinion on the agenda of the Annual General Meeting convened for 19 April 2023.

II. Review and approval of the financial statements of Santander Bank Polska S.A. for 2022.

Review and approval of consolidated financial statements of Santander Bank Polska Group for 2022.

Review and approval of the Management Board Report on Santander Bank Polska Group Performance in 2022 (containing the Management Board report on Santander Bank Polska S.A. performance in 2022).
(items 5-7 of the agenda)

The adoption of resolution on the above said matters by the AGM results from 395 § 2(1) and § 5 in relation to Article 393(1) of the Commercial Companies Code.

The said financial statements and reports were made public on 22 February 2023.

The Supervisory Board assessed the annual financial statements and the Management Board report for 2022 as well as the respective draft resolutions prepared by the Bank's Management Board.

III. Profit distribution and the decision related to the reserve capital established on the basis of Annual General Meeting Resolution no. 6 of 22 March 2021 (item 8 of the agenda)

In accordance with 395 § 1(4) of the Commercial Companies Code, the adoption of a resolution on profit distribution falls within the powers of the Annual General Meeting.

The Management Board's justification for the profit distribution and for transferring specified amounts to the Dividend reserve represents an appendix to the respective draft of the AGM resolution.

The Supervisory Board issued a positive opinion on the Management Board's recommendation on the above mentioned issues.

IV. Granting discharge to Members of the Management Board of Santander Bank Polska S.A. (item 9 of the agenda)

The adoption of a resolution on granting discharge to the Management Board members by the AGM results from 395 § 2(3) in relation to Article 393(1) of the Commercial Companies Code.

The Supervisory Board issued a positive opinion on the draft resolution in this respect.

V. Review of the Supervisory Board's Report on remuneration of the members of the Management Board the Supervisory Board in 2022 (item 10 of the agenda)

The need to adopt a resolution on the Supervisory Board's report on remuneration of the members of the Management Board and the Supervisory Board in 2022 arises from Article 395 § 2¹ of the Commercial Companies Code in relation to Article 90g(6) of the Act on public offering, conditions for introducing financial instruments to organized trading and on public companies.

The Supervisory Board adopted the Supervisory Board's Report on remuneration of the members of the Management Board and the Supervisory Board in 2022 at its meeting on 22 March 2023 – the document was reviewed by the statutory auditor whose opinion is attached to papers submitted to the AGM published at the Bank's website.

VI. Approval for the Santander Bank Polska S.A. Supervisory Board's report on its activities in the 2022, report on the examination of: Santander Bank Polska S.A. financial statements for 2022; consolidated financial statements of the Santander Bank Polska S.A. Group for 2022; report on the Santander Bank Polska S.A. Group performance in 2022 including report on Santander Bank Polska S.A. performance in 2022; the Management Board's motion concerning distribution of profit; the Santander Bank Polska Supervisory Board's assessment of the Santander Bank Polska S.A. Group's performance in 2021; adoption of the Supervisory Board assessment of compliance with corporate governance rules, the Supervisory Board assessment of Santander Bank Polska S.A. manner of fulfilling disclosure requirements regarding their application, justification of the expenses incurred to support culture, sport, charity institutions, media, social organizations, trade union, etc., information on the degree of implementation of the diversity policy and outcome of the Supervisory Board's evaluation of the Corporate Governance Rules for Supervised Institutions and applicable remuneration policy assessment; and suitability assessment of Supervisory Board, and for the Supervisory Board's members suitability assessment; assessment of the Supervisory Board efficiency and internal regulations' adequacy assessment related to the Supervisory Board (item 11 of the agenda)

The need to adopt a resolution on the above said matters by the AGM results from Article art. 382 § 3 and 395 § 5 of the Commercial Companies Code, item 2.11 of the Best Practice for Warsaw Stock Exchange S.A. (Giełda Papierów Wartościowych w Warszawie S.A.) Listed Companies 2021, § 27, § 28 clause 3 and 4 of the Corporate Governance Rules for Supervised Institutions, item 8.9 of the KNF's Recommendation Z and guidelines of the European Banking Authority of

2 July 2021 on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06).

The Supervisory Board, in accordance with the applicable laws and the requirements of the supervisory authorities, adopted the above-mentioned documents at its meetings on 22 February 2023 and 22 March 2023.

VII. Granting discharge to members of the Supervisory Board of Santander Bank Polska S.A. (item 12 of the agenda)

The adoption of resolution on granting discharge to the Supervisory Board members by the AGM results from Article 395 § 2(3) in relation to Article 393(1) of the Commercial Companies Code.

VIII. Amendments to the Bank's Statutes (item 13 of the agenda)

The proposed amendment to add clause 3 in § 13 of the Statute is intended to align its wording with the requirements under Articles 77 and 78 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of June 26, 2013 on prudential requirements for credit institutions and investment firms, amending Regulation (EU) No. 648/2012.

The proposed amendment to § 30 clause 2 of the Bank's Statutes is intended to bring the wording of the Articles of Association in line with the wording of Article 388 § 3 of the Act of September 15, 2000 – Commercial Companies Code (CCC). The proposed change will allow the Bank's Supervisory Board to use the solutions provided for in the CCC.

The Bank has obtained the Polish Financial Supervisory Authorities consent for the above mentioned amendments.

IX. Creating a capital reserve for the buy-back (purchase) of own shares earmarked for the execution of the Incentive Plan VII and authorising the Management Board to purchase own shares to execute the Incentive Plan VII (item 14 of the agenda)

Given that the Annual General Meeting adopted resolution no. 30 of 27 April 2022 with regard to Incentive Scheme VII and conditions of its execution (Resolution no. 30) and that the Bank, on 2 December 2022, got the approval from the Polish Financial Supervision Authority for buy-back (purchasing) its own shares in relation with the execution of the said Plan, the Bank's Management Board presented to the Annual General Meeting the resolution with regard to authorising the Management Board to purchase own shares in order to execute Incentive Plan VII and to create a capital reserve for that purpose. The Management Board will be entitled to exercise the authorisation to purchase own shares once the conditions set out in Resolution no. 30 and in the resolution on this agenda are met (in particular, after assessing compliance with the criteria of granting awards to employees in the form of the Bank's shares for a given year of the Incentive Plan's life).

In this case, when acting upon the authorisation, the Management Board will adopt a resolution on the purchase of shares and will inform their owners about the shares purchase in line with the following regulations: (i) Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse; (ii) Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 in relation with (iii) Article 28 of Commission Delegated Regulation (EU) 241/2014 of 7 January 2014.

Taking into account the number of shares planned to be purchased in 2024, the operation will not have any impact on the maintenance of a sound capital base.

The Management Board hereby notes that the share purchase process meets all conditions laid down in Article 362 § 2 of the Commercial Companies Code (CCC): (i) all the Bank's shares are to be fully covered, (ii) the total value of the purchased shares is not to exceed 20% of the company's share capital (maximum nominal value of the purchased shares represents ca. 0.27% of the share capital); and (iii) the total price of the purchased shares increased by their purchase costs is not to be higher than the capital reserve created for that purpose out of the amount that might be distributed pursuant to Article 348 § 1 of the CCC.

The Bank estimates that in 2024, the share purchase costs will be PLN 72 357k maximum, and thus the Management Board recommends to the AGM the creation of the capital reserve to be allocated to the purchase of own shares in this amount. The maximum price per share quoted in the draft resolution does not impact the ultimate amount allocated to the purchase of shares in 2024 given the manner of defining the amount of the award due to Participants in Incentive Plan VII. The number of shares granted to the Plan's Participants who are not MRTs will be defined based on the amount allocated to the award for individual Participants and the Bank's share price at the date of their purchase by the Bank.

The Bank intends to purchase the shares at the current market price as at the purchase time, however Article 362 § 1(8) of the CCC imposes a requirement to provide information on the minimum and maximum payment for purchased shares in the resolution authorising the Management Board to purchase the company's own shares. Thus the minimum and maximum price that the Management Board could pay for purchasing the shares has been defined broadly, i.e. from PLN 50 to PLN 500 per share – which in the Management Board's opinion will make it possible to purchase the shares needed to execute Incentive Plan VII.

More information on Incentive Plan VII is available at the Bank's website at: www.santander.pl/wza in the papers related to the Annual General Meeting held on 27 April 2022.

X. Information on the purchase of own shares to execute Incentive Plan VII (item 15 of the agenda)

Pursuant to Article 363 § 1 of the Commercial Companies Code, the Bank's Management Board hereby announces that in order to execute Incentive Plan VII the Bank has bought back the total of 165,406 of its own shares for PLN 48,884,192.40 which represent 0.162% of the Bank's share capital and give 0.162% of votes at a general meeting. At the same time the Bank hereby informs that as at the date of producing this information, it instructed that 165,406 shares be transferred to brokerage accounts of the participants in Incentive Plan VII. Having settled all these instructions the Bank does not hold any of its own shares.

Given that the Bank purchased enough of its own shares to pay awards to the participants in Incentive Plan VII due for 2022, payable in 2023, on 14 March 2023 it closed the buyback programme of its own shares set up for this purpose. The buyback programme was delivered under (i) Resolution no. 30 of the Annual General Meeting of 27 April 2022 with regard to Incentive Plan VII and conditions of its execution (Resolution no. 30) and (ii) Resolution no. 3 of the of the Extraordinary General Meeting of 12 January 2023 with regard to authorising the Management Board to purchase (buy

back) own shares in order to execute Incentive Plan VII and to create a capital reserve for that purpose and with regard to amending resolution no. 30 of the Annual General Meeting of 27 April 2022 with regard to Incentive Plan VII and conditions of its execution. The own shares were bought back to be offered free of charge to the participants in Incentive Plan VII as the award for 2022.
