

## **The notice of the Annual General Meeting of Santander Bank Polska S.A.**

The Management Board of Santander Bank Polska S.A. with its registered office address at al. Jana Pawła II 17, 00-854 Warszawa, entered in the Business Register of the National Court Register maintained by the District Court for Capital City of Warsaw, XII Commercial Division of National Court Register, under KRS no. 0000008723 on 27 April 2001 (the "Bank"), acting pursuant to Article 399 § 1 in connection with 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code, hereby announces that the Annual General Meeting of Santander Bank Polska S.A. ("AGM") will take place on 22 June 2020 at 9:30 a.m. in Warsaw in the Atrium I Building at Jana Pawła II 17 Avenue.

In line with art. 406<sup>5</sup> § 1 of the Commercial Companies Code, taking into account the ongoing state of the epidemic on territory of Poland, the Bank enables Shareholders to participate in the AGM by means of electronic communication, on the principles described in points 6 and 7 below. If a Shareholder is unable to take part in the AGM via Internet, please contact the Bank at e-mail address: [wza@santander.pl](mailto:wza@santander.pl) or at telephone numbers indicated in item 5.2 below.

### **1. AGENDA OF THE ANNUAL GENERAL 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 S.A. 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. SHAREHOLDER'S RIGHT TO DEMAND THAT CERTAIN MATTERS BE PUT ON THE AGM AGENDA

Shareholder(s) representing at least a 20th of the share capital may demand that certain matters be put on the agenda of the AGM. The demand should be communicated to the Bank's Management Board at least 21 days before the AGM, but not later than on 1 June 2020.

The demand must be supported by a rationale or a draft resolution regarding the proposed agenda item. The demand may be submitted in writing at the Bank's headquarters at al. Jana Pawła II 17, 00-854 Warszawa or electronically, as described in point 14 hereof.

The shareholder(s) must demonstrate they own an adequate number of shares at the demand submission date by appending their certificate of deposit issued by the entity maintaining their securities account, in accordance with the law on trading in financial instruments; where the shareholder is a legal person or a partnership, they should also confirm their power of representation by attaching an up-to-date excerpt from the Court Register (KRS).

## 3. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS ON THE MATTERS (TO BE) PUT ON THE AGM AGENDA BEFORE THE AGM DATE

Before the AGM date, the shareholder(s) representing at least a 20th of the share capital may submit draft resolutions on the matters put or to be put on the AGM agenda. Such resolutions should be provided in writing to the Bank's registered office (al. Jana Pawła II 17, 00-854) or electronically, as described in point 14 hereof.

The shareholder(s) must attach the documents referred to in point 2 above in the required format.

## 4. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS ON THE MATTERS PUT ON THE AGM AGENDA DURING THE AGM

During the AGM, each shareholder may submit draft resolutions concerning the matters included in the AGM agenda.

## 5. VOTING BY PROXY, INCLUDING TEMPLATES USED IN THE PROCESS AND METHOD OF NOTIFYING THE BANK THROUGH THE MEANS OF ELECTRONIC COMMUNICATION ABOUT APPOINTMENT OF A PROXY

Shareholders may participate in the AGM and vote personally or through proxies.

The proxy template, containing the details required by art. 402<sup>3</sup> § 3 of the Commercial Companies Code, is available at the Bank's website <http://www.santander.pl/wza>.

The power of proxy must be provided on paper or electronically. An electronic power of proxy does not need carry a Qualified Electronic Signature.

### 5.1. Paper-based power of proxy.

Where the power of proxy has been given in hard copy, is required to:

- submit the power of proxy document along with copies of any supporting documents that confirm the shareholder's powers of representation (up-to-date excerpt from the Court Register (KRS) for legal persons and partnerships);
- show his/her identity document.

If any of these documents is not in Polish, certified translation must be provided.

### 5.2 Notifying the Bank through the means of electronic communication about appointment of a proxy.

Shareholders shall notify the Bank about appointment of a proxy by sending the power of proxy document signed by the shareholder authorised to represent the company, and other documents that confirm the shareholder's powers of representation (up-to-date excerpt from the Court Register for legal persons and partnerships) to the dedicated e-mail address [wza@santander.pl](mailto:wza@santander.pl). The power of proxy and other documents must be scanned to the PDF format.

In the notification on appointment of a proxy, the shareholder must specify his/her and the proxy's phone number and e-mail address that the Bank will use to communicate with the shareholder and the proxy.

The same rules apply the notifications on revocation of the power of proxy.

The electronic notification on appointment / revocation of a proxy must be submitted not later than two days before the AGM date. The shareholder or his/her proxy may confirm the Bank's receipt of the notification by calling to: (0048) 697 103 729 or (0048) 695 453 166.

### 5.3. Verification of validity of the electronic power of proxy document and identification of the shareholder and the proxy.

The Bank will take appropriate steps to confirm validity of the power of proxy issued electronically and to check identity of the Bank's shareholder and his/her proxy. In particular, the Bank will check completeness of the power of proxy documentation, and particularly with regard to the multiple powers of proxy, will check completeness of the documents that confirm that shareholder's power of representation, and confirm that the rights of the principals issuing the power of proxy on behalf of a particular entity match the entries made in the relevant register.

The Bank reserves the right to make a phone contact, using the phone number indicated by the shareholder in accordance with Article 5.2. or to return e-mail to confirm that the shareholder granted the power of proxy in an electronic form. The Bank has the right to contact both the shareholder and the proxy.

If there are any doubts, the Bank may take further steps to verify validity of the electronic power of proxy and to confirm identity of the shareholder and the proxy.

A notice on granting or revoking an electronic power of proxy that does not follow the requirements specified in point 5.2 is not binding on the Bank.

### 5.4. Power of proxy given to a Management Board member or an employee of the Bank.

A Bank's Management Board member or an employee may act as proxies in the AGM.

Where the proxy is: member of the Bank's Management Board, Supervisory Board, Bank's employee or a director / employee of a subsidiary of the Bank, the power of proxy may be used only for a single AGM. The proxy is required to reveal to the Bank's shareholder any circumstances that give / might give rise to a conflict of interest. No power of substitution might be granted under the power of proxy. The proxy votes in accordance with the instructions received from the Bank's shareholder.

### 5.5. Power of proxy granted to a Bank's shareholder.

A shareholder of the Bank may act as a proxy of another shareholder to vote on resolutions relating to the latter's obligations towards the Bank (on any grounds), including discharge for performance of the obligations, release from obligations towards the Bank or disputes between the shareholder and the Bank, subject to the conditions referred to in point 5.4 above.

## 6. PARTICIPATION IN THE AGM THROUGH THE MEANS OF ELECTRONIC COMMUNICATION

Shareholders may participate in the AGM through the means of electronic communication. Participation in the AGM through the means of electronic communication is described in an appendix hereto.

The proceedings of the meeting are recorded and made public at the Bank's web site: <http://www.santander.pl/wza>.

## 7. PROVIDING OPINIONS DURING THE AGM THROUGH THE MEANS OF ELECTRONIC COMMUNICATION

The manner of providing opinions during the AGM through the means of electronic communication is described in an appendix hereto.

## 8. EXERCISING VOTING RIGHTS IN WRITING OR THROUGH THE MEANS OF ELECTRONIC COMMUNICATION

Voting rights may not be exercised in writing.

The manner of exercising voting rights through the means of electronic communication is described in an appendix hereto.

## 9. DATE OF REGISTRATION FOR AND PARTICIPATION IN THE AGM

In accordance with Article 406<sup>1</sup> §1 of the Commercial Companies Code, the date of registration for the AGM is 6 June 2020 ("Registration Date"), which is 16 days before the AGM date.

## 10. RIGHT OF PARTICIPATION IN THE AGM

Only the persons who are the Bank's shareholders at the Registration Date have the right to participate in the AGM.

At the request of a shareholder carrying dematerialised bearer shares received not earlier than after the notice of the AGM, i.e. not earlier than on 20 May 2020 and not later than on the first working day after the Registration Date, i.e. not later than on 8 June 2020, the entity maintaining the shareholder's securities account issues a certificate confirming the right of the named shareholder to participate in the AGM.

The list of holders of bearer shares who are eligible to participate in the AGM will be made based on the specification prepared by the National Depository of Securities (KDPW) in accordance with the law on trading in financial instruments.

KDPW will prepare the specification using the lists received not later than 12 days before the AGM date from the eligible entities under the law on trading in financial instruments. The basis for preparation of the lists for the KDPW are the shareholders' certificates confirming their right to participate in the AGM.

## 11. LIST OF SHAREHOLDERS

In accordance with Article 407 of the Commercial Companies Code, the list of shareholders eligible for participation in the AGM will be displayed in the Bank's registered office in Warsaw, al. Jana Pawła II 17 from 9 a.m. to 4 p.m. for three working days before the AGM date, i.e. on 17.06.2020, 18.06.2020 and 19.06.2020.

At the request of a Bank's shareholder, the Bank will provide him/her with the list of shareholders eligible for participation in the AGM. The list will be sent electronically and free of charge to the indicated e-mail address. The request should be sent to the Bank's address indicated in point 14 of this notice.

## 12. ACCESS TO DOCUMENTATION

Full text of the documentation to be presented at the AGM, together with draft resolutions, will be published at the Bank's website – <http://www.santander.pl/wza>.

At the same time, Management Board of the Bank informs that the paper version of documentation for shareholders will not be provided.

## 13. WEBSITE WITH INFORMATION ON THE AGM

All details relating to the AGM will be available at the Bank's website at <http://www.santander.pl/wza>

## 14. ELECTRONIC COMMUNICATION BETWEEN THE SHAREHOLDERS AND THE BANK

Subject to the limitations provided for in the Commercial Companies Code, the Bank's shareholders may contact the Bank through the means of electronic communications, specifically, to make requests, ask questions, send notifications or documents.

For these purposes, shareholders will contact the Bank through the dedicated e-mail: [wza@santander.pl](mailto:wza@santander.pl).

To identify a shareholder of a proxy, the Bank will take appropriate steps as outlined in point 5.3. hereof.

Where the shareholder provides the Bank with electronic documents which were originally prepared in a foreign language, a certified translation into Polish must be provided.

All the electronic documents that the shareholder provides to the Bank, and vice versa, should be scanned to the PDF format.

The maximum permitted size of a single message sent to the dedicated e-mail address [wza@santander.pl](mailto:wza@santander.pl) is 5MB. If the message has a bigger size, it should be split into parts smaller than 5MB each. Any messages exceeding the permitted size will not be delivered.

**Existing wording of the Statutes of Santander Bank Polska S.A.  
with proposed wording**

Editorial unit	Existing wording	Proposed wording
§ 7 clause 2 item 7 letter f	f) performing fiduciary activities	<i>(repealed)</i>
§ 10	<p style="text-align: center;">§ 10.</p> <p>The Bank's share capital is PLN 1,020,883,050 (one billion twenty million eight hundred eighty three thousand and fifty) zlotys and shall be divided into 102,088,305 (one hundred and two million eighty eight thousand three hundred and five) bearer shares with a nominal value of PLN 10 (ten zlotys) each, including:</p> <ol style="list-style-type: none"> <li>1) 5,120,000 (five million one hundred and twenty thousand) series A ordinary bearer shares,</li> <li>2) 724,073 (seven hundred and twenty four thousand and seventy three) series B ordinary bearer shares,</li> <li>3) 22,155,927 (twenty two million one hundred and fifty five thousand nine hundred and twenty seven) series C ordinary bearer shares,</li> <li>4) 1,470,589 (one million four hundred and seventy thousand five hundred and eighty nine) series D ordinary bearer shares,</li> <li>5) 980,393 (nine hundred and eighty thousand three hundred and ninety three) series E ordinary bearer shares,</li> <li>6) 2,500,000 (two million and five hundred) series F ordinary bearer shares,</li> <li>7) 40,009,302 (forty million nine thousand three hundred and two) series G ordinary bearer shares,</li> <li>8) 115,729 (one hundred and fifteen thousand seven hundred and twenty nine) series H ordinary bearer shares,</li> <li>9) 1,561,618 (one million, five hundred and sixty-one thousand, six hundred and eighteen) ordinary series I bearer shares,</li> <li>10) 18,907,458 (eighteen million, nine hundred and seven thousand, four hundred and fifty-eight) ordinary series J bearer shares,</li> <li>11) 305,543 (three hundred five thousand five hundred and forty-three) ordinary bearer series K shares,</li> <li>12) 5,383,902 (five million three hundred</li> </ol>	<p style="text-align: center;">§ 10</p> <p>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:</p> <ol style="list-style-type: none"> <li>1) 5,120,000 (five million one hundred and twenty thousand) series A ordinary bearer shares;</li> <li>2) 724,073 (seven hundred twenty-four thousand and seventy-three) series B ordinary bearer shares;</li> <li>3) 22,155,927 (twenty-two million one hundred and fifty-five thousand nine hundred and twenty-seven) series C ordinary bearer shares;</li> <li>4) 1,470,589 (one million four hundred and seventy thousand five hundred and eighty-nine) series D ordinary bearer shares;</li> <li>5) 980,393 (nine hundred and eighty thousand three hundred and ninety-three) series E ordinary bearer shares;</li> <li>6) 2,500,000 (two million five hundred thousand) series F ordinary bearer shares;</li> <li>7) 40,009,302 (forty million nine thousand three hundred and two) series G ordinary bearer shares;</li> <li>8) 115,729 (one hundred and fifteen thousand seven hundred and twenty-nine) series H ordinary bearer shares;</li> <li>9) 1,561,618 (one million five hundred and sixty-one thousand six hundred and eighteen) series I ordinary bearer</li> </ol>

	<p>eighty three thousand nine hundred and two) ordinary bearer series L shares,</p> <p>13) 98,947 (ninety eight thousand nine hundred forty seven) ordinary bearer series M shares,</p> <p>14) 2,754,824 (two million seven hundred and fifty four thousand and eight hundred and twenty four) ordinary bearer series N shares.</p>	<p>shares;</p> <p>10) 18,907,458 (eighteen million nine hundred and seven thousand four hundred and fifty-eight) series J ordinary bearer shares;</p> <p>11) 305,543 (three hundred five thousand five hundred and forty-three) series K ordinary bearer shares;</p> <p>12) 5,383,902 (five million three hundred and eighty-three thousand nine hundred and two) series L ordinary bearer shares;</p> <p>13) 98,947 (ninety eight thousand nine hundred and forty seven) series M ordinary bearer shares;</p> <p>14) 2,754,824 (two million seven hundred and fifty-four thousand eight hundred and twenty-four) series N ordinary bearer shares;</p> <p>15) up to 105,000 (one hundred and five thousand) series O ordinary bearer shares.</p>
<b>§ 19a ust. 2</b>	<p>2. The detailed rules of participation in the General Meeting in the manner referred to in section 1 above shall be defined by the Management Board and the Terms of Reference of the General Meetings of Santander Bank Polska S.A.</p>	<p>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.</p>
<b>§ 29 ust. 2</b>	<p>2. Meetings of the Supervisory Board may also be held without the need of gathering all members in one place by using telecommunications or audio-visual media that enable simultaneous communication of all the meeting attendees. The rules of organizing meetings according to this procedure are set out in the Supervisory Board Regulations.</p>	<p>2. Meetings of the Supervisory Board may also be held, without the need of gathering all 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</p>
<b>§ 38 ust. 2</b>	<p>2. In exceptional circumstances, the Management Board meetings can be held without the need to gather all the Management Board members in one location, but using telecommunication and audiovisual equipment to ensure concurrent communication of all individuals attending the meeting. The rules underlying the organization of meetings are defined in the Regulations of the Management Board.</p>	<p>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.”.</p>

## **Recommendation of the Bank's Supervisory Board Nominations Committee and information on the proposed candidates for members of the Supervisory Board together with their CVs.**

### **Nominations' Committee recommendation:**

On 20 May 2020, the Nominations Committee of the Supervisory Board of Santander Bank Polska S.A. ("the Committee") assessed the suitability of the candidates for the Supervisory Board of the Bank, in line with the following regulations:

- 1) the Banking Law of 29 August 1997,
- 2) Joint Guidelines of the European Securities and Markets Authority and the European Banking Authority No. EBA/GL/2017/12,
- 3) Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A.

When assessing the suitability, the Committee also took into account the rules arising from the "Methodology for assessing the suitability of members of the governing bodies of the entities supervised by the Polish Financial Supervision Authority" published by the KNF.

The outcomes of the suitability assessment of each candidate for the Supervisory Board Members as well as the outcome of the assessment outcome of the Supervisory Board as a whole are included in the appendix no. 2 to the AGM's draft resolution related to the item no. 10 of the agenda.

### **Taking into account the above mentioned outcome of the suitability assessment, the Committee recommends to the Annual General Meeting to appoint the following people for Bank's Supervisory Board next term of office:**

- **Gerry Byrne – Chairman of the Supervisory Board**
- **José Luís de Mora – Vice-Chairman of the Supervisory Board**
- **Dominika Bettman – Member of the Supervisory Board**
- **José García Cantera – Member of the Supervisory Board**
- **Danuta Dąbrowska – Member of the Supervisory Board**
- **David Hexter – Member of the Supervisory Board**
- **Isabel Guerreiro – Member of the Supervisory Board**
- **John Power – Member of the Supervisory Board**
- **Jerzy Surma – Member of the Supervisory Board**
- **Marynika Woroszyńska-Sapieha – Member of the Supervisory Board**

The Committee also recommends to appoint Mr. Gerry Byrne as a Chairman of the Supervisory Board, who currently performs this function.

### **Candidates' CVs:**

#### – **Gerry Byrne**

Gerry Byrne is a graduate of Harvard Business School, Irish Management Institute and Institute of Bankers in Ireland.

#### Professional background:

- Head of Europe at Santander Group (since April 2019)
- Santander UK Non-Executive Director with Banco Santander (since December 2017)
- Deputy Chairman of the Supervisory Board of Bank Zachodni WBK S.A. (2001–2011)
- Managing Director of Central Eastern Europe Division, AIB Group (2009–2010)
- Managing Director of AIB Poland Division (2001–2008)
- Managing Director of ARK Life Assurance Company Limited (1997–2000)
- A number of management roles with AIB Group (1973–1997)



Since 2011, Gerry Byrne has been the Chairman of the Supervisory Board of Santander Bank Polska S.A.

Mr. Gerry Byrne does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and he meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **José Luís de Mora**

José Luis De Mora is ICADE University graduate (degree in law and economics). He also holds an MBA degree from Boston College and is a Chartered Financial Analyst.

Professional background:

- Senior Vice President supervising financial planning and corporate development at Santander Group, responsible for planning an organic growth strategy, corporate acquisitions and the Group's expansion (since 2003)
- Head of Santander Consumer Finance Europe (since January 2020)
- Member of the Board of Sovereign Bank (2012–2015) and the Board of Santander Consumer USA (2012–2013)
- Member of the Board of Santander Consumer (2015–2019)
- Analyst with Merrill Lynch, responsible for Pan-European banks, including Spanish, French and Italian banks (1998–2003)
- Analyst with Kleinwort Benson, responsible for Spain's equity and banking market (1994–1998)
- Between 1992 and 1994, José Luis De Mora worked for Corporate Finance in Daiwa Securities; and before that at the Bank of Spain.

Since April 2011, José Luis De Mora has been the Deputy Chairman of the Supervisory Board, and since May 2017: member of the Nominations Committee and the Remuneration Committee at Santander Bank Polska S.A.

Mr. José Luís de Mora does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and he meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **Dominika Bettman**

Graduate of Warsaw School of Economics, Foreign Trade Faculty and Advanced Management Program IESE in Barcelona. She has worked for 25 years for Siemens Polska, where prior to taking up the CEO function she was the company's CFO among others.

Actively engaged in the initiatives and work of groups whose activities fit into her key focus areas and values – sustainable development, corporate social responsibility, greater female representation in different fields (such as science and technology), promotion of diversity and inclusive management, e.g. as a member of the Responsible Business Forum, Polish Confederation Lewiatan, the council of Open Eyes Economy Summit and president of the National Chamber of Commerce for Electronics and Communications. She is a member of the Access Board at the Ministry of Investment and Economic Development. In April 2019, she was appointed to the Council of the Warsaw University of Technology.

Professional background:

- Chief Executive Officer in Siemens sp. z o.o. – since April 2018
- Head of Digital Industries in Siemens Polska since April, 2019
- Member of the Supervisory Board of Eurobank S.A. (2015-2019)
- Chief Financial Officer in Siemens sp. z o.o. (2009-2018)
- Member of the Management Board and Chief Financial Officer, Nokia Siemens Networks (2007-2009)
- Financial Director, Siemens Telecommunication Division (2004-2007)
- Financial Director, Siemens IT Division (2002-2004)

- Senior Commercial Manager in Siemens sp. z o.o. (1997-2002)
- Logistics Manager, Siemens Nixdorf Poland (1995-1997)

Ms. Dominika Bettman meets the criteria required for the independent Supervisory Board Members.

Ms. Dominika Bettman does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and she meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **José García Cantera**

José García Cantera holds an MBA degree from IE Business School.

Professional background:

- Senior Vice President and Chief Financial Officer of Banco Santander (since January 2015)
- Head of Global Banking and Markets at Santander Group (2012–2015)
- CEO of Banesto (2006–2012)
- Senior Vice President in charge of the Global Banking and Markets Division of Banesto (2003)
- Chairman of the Board of Santander de Titulizaciones SGFT and Santander Investment S.A.; Director at Santander Spain and SAM Investment Holdings
- Senior executive positions at Salomon Brothers-Citigroup: member of the Management Committee of Citigroup EMEA, and of the Board of Directors of Citigroup Capital Markets UK and Citigroup EMEA
- Latin America stock analyst (1995–2002), awarded the title of the best analyst by e.g. Institutional Investor, Reuters, Extel and Global Investor

Since April 2015, José García Cantera has been a member of the Supervisory Board of Santander Bank Polska S.A.

Mr. José García Cantera does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and he meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **Danuta Dąbrowska**

Danuta Dąbrowska holds an MA degree from the University of Horticulture and Food Industry in Budapest. Since 1999, she has been a member of the Chartered Association of Certified Accountants. She also completed the Advanced Strategic Management Programme at IMD, Switzerland, and “Best-In-Retail” Programme at Harvard Business School. Danuta Dąbrowska is the Founding Member of FINEXA (Polish Association for Financial Directors).

Professional background:

- Member of the Supervisory Board and Chairman of the Audit Committee at Budimex S.A. (since May 2019)
- Member of the Audit Committee at the Polish Council of Shopping Centres (Polska Rada Centrów Handlowych) (since June 2018)
- Member of the Management Board, Vice-President, CFO for Eastern Europe, Pandora Jewelry CEE (2009–2019)
- Member of Management Board, Vice-President, CFO for Middle East and Africa in Panmeas Jewellery LLC (Pandora) (2016–2018)
- Member of the Supervisory Board at Herkules S.A. (2012–2017)
- Member of the Board, CFO (for Eastern Europe and Middle East) ECCO Sko A/S (2004–2008)
- CFO of TP Internet (France Telecom Group) (2002–2003)

- Head of the Financial and Business Control Department of Ericsson, Warsaw and Stockholm (1997–2001)
- Audit Manager at Coopers & Lybrand (1993–1997)
- Financial Assistant at Arthur Andersen & Co. (1991–1993)

Since April 2014, Danuta Dąbrowska has been a member of the Supervisory Board, the Audit and Compliance Committee (Committee Chairman in 2016–2017), the Nominations Committee and the Remuneration Committee (Committee Chairman since May 2017) at Santander Bank Polska S.A.

Ms. Danuta Dąbrowska meets the criteria required for the independent Supervisory Board Members.

Ms. Danuta Dąbrowska does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and she meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **David Hexter**

David R. Hexter is a graduate of Oxford University (Philosophy, Politics and Economics) and University College of London (Law and Political Theory). He holds an MBA from Cranfield School, an MPhil from Birkbeck, University of London, and a PhD from Queen Mary University of London.

Professional background:

- Independent Director and Consultant of a number of commercial firms, banks and equity funds operating in Russia, Kazakhstan, Denmark, Vietnam and Greece (since 2004)
- European Bank for Reconstruction and Development (1992–2004): Head of the Financial Institutions Department (1992–1996) Deputy Vice President of the Banking Department; Chairman of the Equity Investment Committee, responsible for approval of EBRD loans and projects (1996–2004)
- He has held executive positions at Citibank N.A. in Luxembourg, Belgium, Greece, the UK, the US and Switzerland (1970–1992) He was appointed Senior Credit Officer in 1986. Between 1989 and 1992, he was Citibank’s Division Executive for Central and Eastern Europe, including oversight of its business in Poland

Since February 2013, David R. Hexter has been a member of the Supervisory Board, the Risk Committee and the Audit and Compliance Committee (Committee Chairman since May 2017) at Santander Bank Polska S.A.

Mr. David Hexter meets the criteria required for the independent Supervisory Board Members.

Mr. David Hexter does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and he meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **Isabel Guerreiro**

Isabel Guerreiro has a proven track record in development and management of IT systems and strategic projects in the financial sector. She holds an MSC degree in Computer Science from Instituto Superior Técnico in Lisbon and an MBA degree from INSEAD. She is a graduate of Strategic Finance in Banking at Wharton Business School. She completed a number of specialist courses for senior executives, e.g. Design Thinking BootCamp at Stanford University, and Driving Digital and Social Strategy at Harvard University. Since 2005, she has been employed with Banco Santander Totta S.A., Portugal.

Professional background:

- Board Member, Head of Digital and Transformation at Banco Santander Totta S.A. (since January 2019)
- Deputy Head of Digital Transformation in charge of operational management of traditional and digital channels at Banco Santander Totta S.A. (2014–2018)
- Head of Wholesale Strategy at Banco Santander Totta S.A. (2013–2014)
- Head of Branch Network Dynamics at Banco Santander Totta S.A. (2009–2013)
- Member of the Retail Banking Office at Banco Santander Totta S.A. (2006–2008)
- Sub-Director, Retail Business, Banco Santander Totta S.A. (2005–2006)
- From 1995 to 2003, she worked for Novabase Sistemas de Informação S.A., first as a programmer and system analyst and then as a project manager and senior manager
- Lecturer in Computer Science at Instituto Superior Técnico in Lisbon (1992–1994)

Since September 2019, she has been a member of the Supervisory Board of Santander Bank Polska S.A.

Ms. Isabel Guerreiro does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and she meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **John Power**

John Power is a financial consultant and a senior executive with more than 30 years of experience in financial services.

Professional background:

- Chairman of Lelewela Enterprises Limited, operating the Roche-Bobois franchise network in Ireland
- General Director at Allied Irish Banks p.l.c., key person in the development of the Capital Markets
- Fellow of Institute of Chartered Secretaries and Administrators (since 1998)
- Fellow of Association of Chartered Certified Accountants (since 1997)
- Fellow of Institute of Bankers in Ireland (since 1992)
- Member of the Supervisory Board and Chairman of the Audit Committee at Santander TFI S.A. (March 2016–March 2018)
- Member of the Supervisory Board and Chairman of the Audit Committee of BZ WBK Asset Management S.A. (2009–March 2016)
- Member of the Supervisory Board and Chairman of the Audit Committee at Dom Maklerski BZ WBK S.A. (2009–2014)
- Member of the Board and Chairman of the Audit and Risk Committee of Bulgarian American Credit Bank (October 2008–July 2011)
- Member of the Supervisory Board of Santander Leasing S.A. (since September 2018)
- Chairman of the Supervisory Board of Santander Securities S.A. (November 2018–November 2019)
- Chairman of Touchtech Payments Ltd; Chairman of DCU Commercial DAC

Mr. John Power is a Member of the Supervisory Board of Santander Bank Polska S.A. since 2002.

Mr. John Power does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and he meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **Jerzy Surma**

Jerzy Surma is a graduate of the Wrocław University of Technology (Faculty of Computer Science and Management). He holds a PhD in Economic Sciences from the Wrocław University of Economics. Jerzy Surma also completed the IFP programme at IESE Business School and the Executive Programme at MIT Sloan School of Management.

Professional background:

- An academic at the Warsaw School of Economics (since 2006): currently Associate Professor in the Collegium of Economic Analyses and Head of Post-graduate Business Intelligence and Cybersecurity Management Studies at the Warsaw School of Economics
- Head of the National Cryptologic Centre (Narodowe Centrum Kryptologii) (February 2018–January 2019)
- Visiting Scholar at Harvard Business School and University of Massachusetts (2011–2014)
- Member of the Supervisory Board of Kęty Group (2008–2017)
- Head of Business Consulting in IMG Information Management Polska responsible for the implementation of business intelligence systems, business process re-engineering and IT advisory services for the telecommunications, manufacturing and retail sectors (2002–2006)
- Head of Software Development Department of T-Systems Polska (1999–2002)

Since May 2012, Jerzy Surma has been a member of the Supervisory Board, member of the Audit and Compliance Committee and the Remuneration Committee, and Chairman of the Risk Committee at Santander Bank Polska S.A.

Mr. Jerzy Surma meets the criteria required for the independent Supervisory Board Members.

Mr. Jerzy Surma does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and he meets the requirements stipulated in Banking Law act dated 29 August 1997.

– **Marynika Woroszyńska-Sapieha**

Marynika Woroszyńska-Sapieha is a graduate of the Medical University of Warsaw and International Executive Program INSEAD in Fontainebleau.

Professional background:

- Member of the Supervisory Board of Polpharma Group (since April 2017)
- Member of the Council of the University of Warsaw (since June 2019)
- Advisor to the President of the Management Board of Polpharma Group (2016–2017)
- Marynika Woroszyńska-Sapieha started her professional career in the pharmaceutical industry in 1994. Starting from 1998, she worked for Sanofi Group, one of the leaders of the pharmaceutical sector. In 2004–2015, she was the President of the Management Board and the General Manager of the branch in Poland
- For more than a decade, she worked at the Institute of Cardiology in Anin where she was part of a team which was the first in Poland to introduce a number of new techniques in the field of interventional cardiology. She was one of few female experts in the field
- In 2005–2012, she was a member of the Management Board of INFARMA, Employers' Union of Innovative Pharmaceutical Companies. In 2012–2014, she was the President of the Board. As the Management Board member of an industry organisation, Marynika Woroszyńska-Sapieha was responsible for ensuring compliance with the code of ethics and the transparency directive, protection of intellectual rights and promotion of innovation in Poland
- She is a member of INSEAD Alumni Club and was awarded the National Order of the Legion of Honour

Since April 2014, she has been a member of the Supervisory Board, since May 2017: a member of the Nominations Committee (since September 2019 – its Chairperson), the Remuneration Committee and the Audit and Compliance Committee at Santander Bank Polska S.A.

Ms. Marynika Woroszyńska-Sapieha meets the criteria required for the independent Supervisory Board Members.

Ms. Marynika Woroszyńska-Sapieha does not conduct operations competitive against the Bank and is not recorded in the Insolvent Debtors Register run pursuant to the National Court Register Act dated 20 August 1997, and she meets the requirements stipulated in Banking Law act dated 29 August 1997.

## **Appendix to the Notice of the Annual General Meeting**

### **of Santander Bank Polska S.A.**

#### **Regulations on detailed rules for participation in the Annual General Meeting of Santander Bank Polska S.A. by means of electronic communication**

##### **I. Participation in the AGM using the electronic means of communication**

1. These Regulations specify the rules and manner of participation in the Annual General Meeting of Santander Bank Polska S.A. ("Company") on 22 June 2020 ("AGM") using electronic means of communication.
2. The internet-based Remote Voting® system ("RVS") is used to take part in the AGM using electronic means of communication.
3. The RVS enables:
  - a) a unilateral audio and video transmission that makes it possible to listen to and watch the AGM in real time;
  - b) exercising one's voting right during the AGM in person or via a proxy; and
  - c) a bilateral communication with the AGM conference room via a text chat.Detailed guidelines on how to use the RVS, including examples of the system's dialogue boxes, are available on the Company's website: [www.santander.pl/wza](http://www.santander.pl/wza).
4. The shareholders who participate in the AGM using electronic means of communication bear the sole risk associated with the use of this form of participation in the AGM, in particular the risk of inability to communicate or exercise one's voting right during the AGM and the risk of incorrect or unauthorised use of RVS access data.

##### **II. Technical requirements of the RVS**

1. In order to participate in the AGM using electronic means of communication, the shareholder or their proxy needs to ensure on their own that the following technical requirements are met:
  - a computer able to play sound, and loudspeakers or headphones;
  - recommended operating system: MS Windows 8 or higher, MacOS (any version) or another system with HTML5 video support;
  - an internet browser with JavaScript enabled; recommended browsers: MS Internet Explorer, Chrome or Mozilla Firefox (versions with HTML5 support);
  - an internet connection of min. 1024 Kbit/s;
  - a computer monitor with the screen resolution of min. 1024 x 768 pixels.
2. It is suggested that during the participation in the AGM by means of electronic communication, the shareholder or their proxy should not use other applications that would significantly slow down the device and the connection used to take part in the AGM.
3. Failure to meet the requirements specified in II(1)–(2) above may hinder or prevent the participation in the AGM via electronic means of communication. The Company will not be liable if the shareholder or their proxy is not able to participate in the AGM using electronic means of communications for reasons attributable to that shareholder or proxy.
4. Delays typical of internet video streaming may occur during the online transmission.

### III. Registration requirements: a login and password to the RVS

1. To receive a login and password to the RVS, the shareholder or their proxy should perform the activities described in III(5) and in Section IV below.
2. The Company cannot be notified of remote participation in the AGM as described in III(5) below earlier than on 20 May 2020. The registration described in Section IV below can only be made after receiving the confirmation referred to in III(7) below from the Company.
3. Any messages to the Company related to the participation in the AGM by electronic means of communication should be sent to [wza@santander.pl](mailto:wza@santander.pl). This email address should also be used to report any potential issues with the access to or performance of the RVS.
4. The maximum size of a single email sent to [wza@santander.pl](mailto:wza@santander.pl) is 5 MB. If the size of an email exceeds that limit, the email should be divided into several parts of max. 5 MB each. An email which exceeds the above limit may not be delivered to the Company.
5. The shareholder should notify the Company (personally or by proxy) not earlier than on 20 May 2020 and no later than at 12:00 CET on 16 June 2020 of their intention to participate in the AGM by electronic means of communication. The notification should be made using a relevant form attached below and in the following manner:

- 1) for a shareholder: using RVS Activation Form no. 1, which should be signed by the shareholder and sent to the Company's email address [wza@santander.pl](mailto:wza@santander.pl) in the PDF format.

To enable the shareholder's identification, the following documents should be sent in the PDF format together with RVS Activation Form no. 1:

- a) for a shareholder who is a natural person: a copy of the identity card, passport or any other official document confirming the shareholder's identity, showing only the data required for identification (the name and surname, the series and number of the identity card, passport or another official identity document, the PESEL number (if present), and the document issuance and expiry dates); for security reasons, the shareholder is additionally recommended to strike through the copy of document pages with a diagonal line and add the words: "Only for the purpose of participating in the AGM of Santander Bank Polska S.A.," making sure that the data required for identification remain legible; or
- b) for a shareholder that is not a natural person: a copy of an extract from the relevant register or another document confirming the authorisation of one or more natural persons to represent the shareholder at the AGM (e.g. an uninterrupted chain of powers of attorney) and the documents specified in III(5)(1)(a) above for the natural persons authorised to represent that shareholder at the AGM;

- 2) for a proxy: using RVS Activation Form no. 2, which should be signed by the proxy and sent to the Company's email address [wza@santander.pl](mailto:wza@santander.pl) in the PDF format.

To enable the shareholder's identification, the documents referred to in III(5)(1)(a) or (b) above should be sent in the PDF format together with RVS Activation Form no. 2.

To enable the identification of the proxy, the following documents should be sent in the PDF format together with the form:

- a) a signed power of proxy;
- b) if the proxy is a natural person: the documents listed in III(5)(1)(a) above referring to the proxy; or
- c) if the proxy is not a natural person: the documents listed in III(5)(1)(b) above referring to the proxy.

6. The Company reserves the right to verify the identity of persons registering in the RVS, in particular by verifying the forms sent or by a phone contact with the shareholder or their proxy. Actions taken by the Company to identify the shareholder or their proxy will be proportionate to this goal.
7. After verifying the forms sent in line with III(5) above, the Company will send back a form confirming that the registration procedure described below can be started. The confirmation will be sent by



email as soon as possible but not before a list of persons authorised to participate in the AGM is obtained from Krajowy Depozyt Papierów Wartościowych S.A.

#### IV. Procedure for registering a shareholder or proxy in the RVS

1. Logging in to the RVS takes place at [www.cosk.pl/rv](http://www.cosk.pl/rv). Logging in to the RVS is possible until the end of the AGM after completing the registration in line with section III and this Section IV.
2. Accessing the RVS is only possible after completing the registration process that starts once the Company has issued the confirmation referred to in III(7).
3. The shareholder or their proxy is required to carry out the registration activities described in this Section IV after obtaining the confirmation referred to in III(7) but before 12:00 CET on 18 June 2020.
4. The registration is started by going to [www.cosk.pl/santander/rejestracja](http://www.cosk.pl/santander/rejestracja) and selecting the following option: „Uzyskaj dostęp do głosowania zdalnego na ZWZ” (“Get access to remote voting at the AGM”).

After completing the above step, the person who wants to obtain access to the system should proceed as follows:

1. Fill in an electronic form\* with the following fields:  
\* (the form is available in two versions: for a legal person or for a natural person, available after the mandatory selection of one of the options):

*Shareholder details: legal person*

- Name
- Address
- Phone number
- Email address

*Shareholder details: natural person*

- Name and surname
- Address
- Phone number
- Email address

*Details of the certificate of right to participate in the GM:*

- Certificate number
- Number of shares

2. Confirm the form by clicking **ZATWIERDŹ** (“CONFIRM”), verify if the form has been filled in correctly, and confirm it again by clicking **WYŚLIJ** (“SEND”). Once the form has been successfully sent, the internet browser will display a summary report on completing this stage of the registration process:

*The operation has been successfully performed. A message describing the next steps of the process was sent to the email address provided in the form. Please follow the instructions from the message.*

3. Next, a confirmation with an encrypted link and instructions on further steps is sent to the email address provided in the form.

*Please click this link to complete the registration process. Once you click the link, your default internet browser will display a form enabling you to create your password. You will also be able to view your login (your user name in the system) and the number of shares you entered before. Registration link: <http://rejestracja.cosk.pl/.....>*

4. Click the provided link to create a password for the automatically generated login (user name) identifying the shareholder/ proxy.

*User name (login): .....*

*Declared number of shares: .....*

New password: .....

Confirm new password: .....

*The password must be at least 8 characters long and include one capital letter and one digit. Only A–Z letters and 0–9 digits are allowed.*

5. Once the password has been created and confirmed by clicking “Zatwierdź hasło” (“Confirm password”), a screen saying: *Initial registration in the RVS has been completed* will be displayed.

6. The new account will become active once it is verified by the Company. The Company will verify the account as soon as possible but not before a list of persons authorised to participate in the AGM is obtained from Krajowy Depozyt Papierów Wartościowych S.A. The verification will be confirmed with an email sent to the shareholder/ proxy.

*Please be advised that the account of the following user: NAME OF THE SHAREHOLDER, NAME AND SURNAME OF THE PROXY with the following login: ..... and the following number of shares: ..... has been activated. The user identifier and password can now be used to exercise the voting right at the General Meeting of Santander Bank Polska S.A. on ..... at .....*

*Please use the following link to go to the Remote Voting® system website and guidelines on how to vote and communicate during the General Meeting:*  
[http://www.cosk.pl/rv/info\\_santander](http://www.cosk.pl/rv/info_santander)

#### **V. Limitations of the use of the RVS login and password**

1. The login and password can only be used to register for one General Meeting.
2. The shareholder and (if applicable) the shareholder’s proxy are required to protect their access data (login and password), to keep them properly secured and not to provide them to third parties. The shareholder or their proxy bears the sole risk related to violating these obligations, in particular to the incorrect or unauthorised use of the login and password.

#### **VI. Rules of adopting resolutions and exercising voting rights**

1. Before signing the attendance list, the AGM chairperson indicates the participation of authorised persons taking part in the AGM by electronic means of communication on that list, adding the words “Udział zdalny” (“Remote participation”). The indication is made on the basis of information received from persons responsible for operating the IT platform that enables the participation in the AGM by means of electronic communication.
2. The communication with the General Meeting and the Company should be conducted in Polish or English.
3. The Company’s shareholder or their proxy that participates in the AGM by means of electronic communication is bound by the same regulations on the order of the AGM as the persons who are physically present in the AGM conference room, subject to the provisions of these Regulations.
4. If there is a reasonable suspicion that any person having access to the RVS *(i)* makes the RVS available to any other person or *(ii)* facilitates access to its content to any other person or *(iii)* uses the RVS in a manner contrary to accepted principles of morality or social co-existence, then the Company’s Management Board, the person opening the AGM or the AGM chairperson (as applicable) has the right to promptly block the access of that person to the RVS.
5. If the Company experiences any technical issues that prevent holding the AGM by means of electronic communication, the AGM chairperson has the right to declare a break in the meeting until the issue is resolved. If the issue cannot be resolved until the end of the day, the AGM chairperson should call a vote on a resolution to adjourn the AGM until it can continue.

**VI. RVS Activation Forms**

RVS Activation Form no. 1

I (we), the undersigned, a shareholder/ proxy of a shareholder/ of Santander Bank Polska S.A. (“Company”) with its registered office in Warsaw, hereby represent that: (*name and surname/ business name of the shareholder*) ..... (“Shareholder”) has registered their participation in the Annual General Meeting of the Company to be held on 22 June 2020 (“AGM”) with (*number*) ..... shares of the Company.

I hereby declare that the Shareholder intends to participate in the AGM using the electronic means of communication. I accept the terms and conditions of participating in the AGM by means of electronic communication defined by the Company, including the provisions of the Regulations.

Number of certificate of right to participate in the AGM and name of the issuing authority: .....

Email address: .....

Contact phone number: .....

Data of the shareholder/ persons authorised to represent the shareholder

Name and surname: ..... Company: ..... Address: ..... .....	Name and surname: ..... Company: ..... Address: ..... .....
----------------------------------------------------------------------	----------------------------------------------------------------------

Signature of the shareholder/ persons authorised to represent the shareholder

\_\_\_\_\_  
 (*signature*)

Place: .....

Date: .....

\_\_\_\_\_  
 (*signature*)

Place: .....

Date: .....



RVS Activation Form no. 2

I (we), the undersigned, a proxy of a shareholder/ a person representing a proxy of a shareholder/ of Santander Bank Polska S.A. ("Company") with its registered office in Warsaw, hereby represent that: *(name and surname/ business name of the shareholder)* ..... ("Shareholder") has registered their participation in the Annual General Meeting of the Company to be held on 22 June 2020 ("AGM") with *(number)* ..... shares of the Company.

I hereby declare that the Shareholder's proxy intends to participate in the AGM using the electronic means of communication. I accept the terms and conditions of participating in the AGM by means of electronic communication defined by the Company, including the provisions of the Regulations.

Number of certificate of right to participate in the AGM and name of the issuing authority:  
.....

Email address: .....

Contact phone number: .....

Data of the shareholder's proxy/ persons authorised to represent the shareholder's proxy

Name and surname: .....	Name and surname: .....
Company: .....	Company: .....
Address: ..... .....	Address: ..... .....

Signature of the shareholder's proxy/ persons authorised to represent the shareholder's proxy

\_\_\_\_\_

*(signature)*

Place: .....

Date: .....

\_\_\_\_\_

*(signature)*

Place: .....

Date: .....

\_\_\_\_\_