

Warsaw, 8 March 2021

The motion of a shareholder – Banco Santander S.A. on draft of the resolutions to be resolved at the Annual General Meeting of Santander Bank Polska S.A. on 22 March 2021 (re. items 13, 14 and 15 of the Agenda)

Banco Santander S.A. ("Santander") acting on the basis of art. 401 § 4 of the Polish Commercial Companies Code, as a shareholder holding 67.41% of share capital of Santander Bank Polska S.A. ("SAN PL"), in relation to Mr. Gerry Byrne's resignation, proposes Mr. Antonio Escámez Torres as a candidate for the Supervisory Board Chairman of SAN PL.

Santander proposes to grant a remuneration for Mr. Antonio Escámez Torres as a Supervisory Board Chairman in the amount set by the Annual General Meeting resolution no. 50 of 22 June 2020 re. determining the remuneration of the Supervisory Board members, after conversion into Euro.

At the same time, Santander proposes to amend the above mentioned resolution by setting that the remuneration for the Supervisory Board Chairman domiciled in Poland will be paid in PLN and for the one not domiciled in Poland – in Euro. Additional amendment consist in removing Mr. Gerry Byrne's name from the resolution.

In relation to the above, Santander submits the relevant drafts of the resolutions to the items: 13, 14 and 15 of the Agenda of the Annual General Meeting of Santander Bank Polska S.A. scheduled for 22 March 2021.

The CV of Mr. Antonio Escámez Torres and the drafts of the resolutions are enclosed hereto.

CV of Mr. Antonio Escámez Torres



Antonio Escámez Torres has extensive board-level experience with a strong financial services background having worked in the sector since 1973. He has a wide expertise in banking, financial services and financial institutions management and governance. Antonio Escámez Torres has held a variety of executive and non-executive director-level roles across a number of jurisdictions including in Latin America, Europe and the

US. Most of his professional career he has been associated with Banco Central and Santander Group. He holds a law degree from the University Complutense of Madrid.

Professional background:

- Non-Executive member of the Board of Directors of Santander Consumer Finance, S.A. (since 2020) and previously its Chairman (since 1999).
- Non-Executive member of the Board of Directors of Open Bank, S.A. (since 2020) and previously its Chairman (2002-2018) and Vice Chairman (2018-2020).
- Chairman of Arena Media Communications España (since 2001).
- Non – executive member of the Board of Directors of Grupo Konectanet, S.L. (since 2019), GMM Topco Conexion S. L. (since 2019), and a Chairman of Konecta Foundation (since 2005).
- Vice Chairman of Attijariwafa Bank (1994-2018).
- Chairman of Banco Santander Foundation (2007-2018).
- Chairman of Spain India Council Foundation (2009-2018).
- From 1999 associated with Santander Group – Banco Santander S.A. (as a result of the merger of Banco Central Hispano with Banco de Santander, operating till 2007 under the name Banco Santander Central Hispano) in which he held many functions until 2012, including: Member of the Board of Directors, Member of the Executive Committee, Member of the Management Committee, Member of the Banco Santander International Advisory Board and Member of Technology and International Committees.
- Between 1973 and 1999, associated with the Spanish bank Banco Central (after the merger with Banco Hispano Americano in 1991, operating under the name Banco Central Hispano), where he developed his career from Assistant to the General Management, through Chairman and Chief Executive Officer with responsibility for the North American operations of Banco Central, to Member of the Board of Directors, Member of the Executive Committee and Member of the Management Committee.

re. item 13 of the agenda

RESOLUTION NO. 28
of the Annual 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, Mr. Antonio Escámez Torres shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A.

§ 2

The resolution becomes effective as of the moment of its adoption.

re. item 14 of the agenda

RESOLUTION NO. 29
of the Annual General Meeting of Santander Bank Polska S.A.
(draft)
re. appointing the Chairman of the Supervisory Board

Pursuant to § 25 (1) of the Bank's Statutes, it is hereby resolved as follows:

§ 1

Mr. Antonio Escámez Torres is hereby appointed as the Chairman of the Supervisory Board of Santander Bank Polska S.A. from among the Members of the Supervisory Board.

§ 2

This resolution shall become effective as of the moment of its adoption.

re. item 15 of the agenda

RESOLUTION NO. 30
of the Annual 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. 50 dated 22 June 2020 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

Annual General Meeting of Santander Bank Polska S. A. decides that Mr. Antonio Escámez Torres – the Chairman of the Supervisory Board shall be remunerated in compliance with the Annual General Meeting resolution no. 50 dated 22 June 2020 re determining the remuneration of the Supervisory Board in the wording established by this resolution (“Resolution no. 50”).

§ 2

In the § 1 of the Resolution no. 50 the following amendments shall be introduced:

1) in clause 1:

a) item 1 shall be read as follows:

“1) The Chairman of the Supervisory Board domiciled in Poland – 24 000 PLN,”,

b) item 1a shall be added in the following reading:

“1a) The Chairman of the Supervisory Board not domiciled in Poland – 6 000 euro,”;

2) clause 4 shall be read as follows:

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

- Mr. José García Cantera,
- Mr. José Luís de Mora,
- Ms. Isabel Guerreiro.”.

§ 3

The resolution becomes effective as of the moment of its adoption.