



**Regulations of the General Meetings of Santander  
Bank Polska S.A.**

## §1

1. The General Meeting of Santander Bank Polska S.A., hereinafter referred to as GM is held pursuant to the procedures and rules set out in the Commercial Companies Code and the Statutes of Santander Bank Polska S.A. (the Bank).
2. Subject to circumstances outlined in the Commercial Companies Code, the GM is valid regardless of the number of shares represented at the meeting.

## §2

1. AGM may be attended by persons who are the Bank's shareholders not later than sixteen days before the GM date (the Registration Date).
2. The GM should be attended by those members of the Supervisory Board and the Management Board who can provide factual answers to questions posed at the Meeting.
3. A Chartered Auditor shall attend the GM in the part related to the Bank's financial affairs.
4. The Management Board shall ensure the participation of an independent expert in the banking and commercial law in each GM.
5. The Bank shall enable the press, radio and television journalists to attend GMs.
6. The Bank shall publish information about GMs on its website.

## §2a

1. The Bank shall allow participation in a GM through electronic communication means including:
  - 1) a live webcast of a GM,
  - 2) a live bilateral internet link allowing shareholders who are not present at the GM venue to give their opinions in the course of the meeting,
  - 3) exercising the right to vote in person or via proxy in the course of the GM.
2. The Bank shall record the meeting and post the recording on an internet site.
3. If a shareholder or their proxy advise the Bank of their intention to attend a GM via electronic communication means, referred to in section 1(2), the Bank shall provide the shareholder or their proxy with necessary information to establish an electronic link to the meeting. A method in which the Bank provides such information shall be specified on the bank's website.
4. The Bank shall post a detailed description of rules on participating in a GM and exercising the voting rights via electronic communication means on its website.
5. The Bank shall not be held liable for a shareholder's inability to attend a GM by means of electronic communication if a link failure is a consequence of circumstances beyond the Bank's reasonable control.

## § 3

1. The list of the Shareholders entitled to participate in the GM shall be prepared and signed by the Management Board.
2. The list shall include:
  - 1) first and last names (company names) and addresses of the Shareholders entitled to participate in the Meeting,
  - 2) their domicile or the company headquarters address,
  - 3) number and type of shares and the number of votes they are entitled to.
3. The list referred to in section 1 shall be displayed at the Management Board's registered office and remain there for three business days preceding the GM date.
4. Every shareholder is entitled to demand a list of shareholders to be e-mailed to a specified address free of charge. Also, the shareholder may view a list of shareholders at the Bank's registered office and request a copy of the list, covering the cost of its preparation.
5. Each shareholder is entitled to demand copies of motions on the agenda within one week prior to the GM date.
6. Copies of the Management Board report on the bank's performance and financial statements together with copies of the Supervisory Board report and the chartered auditor's opinion are issued at the shareholder's request no later than fifteen days prior to the GM date.

## § 4

1. A shareholder may attend a GM and exercise the right to vote either in person or via proxy. A power of proxy shall be granted in writing or electronically and attached to minutes. If the power of

proxy is granted electronically, it does not require to be signed with a secure e-signature verified by means of a valid qualified certificate.

2. The Bank shall be advised of a power of proxy which has been granted electronically via an e-mail message with a soft copy of a power of proxy signed by persons authorised to represent the shareholder, accompanied by other documents which will enable the Bank to confirm the validity of representations thereof (sent as PDF files to an address indicated in a notice of a GM). The Bank shall receive the power of proxy and other required documents on the day of a GM date at the latest.
3. Provisions contained in sections 1 and 2 shall apply to the cancellation of a power of proxy accordingly.
4. A member of the Bank's Management Board and an employee of the Bank may act as proxies during a Shareholders' Meeting.

#### §5

The GM shall be opened by the Chairman or Vice-Chairman of the Supervisory Board, who will order the election of the GM Chairperson. If none of these individuals is able to open the Meeting, the GM shall be opened by a member of the Supervisory Board.

#### §6

1. Each person entitled to participate in the GM may be proposed as a candidate for the GM Chairperson as well as may propose one candidate for the GM Chairperson.
2. After the candidate has made a declaration recorded in the minutes on accepting the candidature, the name of the candidate shall be put on the list of candidates. The list of candidates shall be made by the person opening the GM. Once the list has been announced, it shall be deemed closed.
3. The GM Chairperson shall be elected in a secret ballot with voting on each of the candidates separately in the alphabetical order.
4. The individual who has agreed to be considered as a candidate and has received the largest number of valid votes shall become the GM Chairperson.
5. The person who opens the GM shall ensure the correct voting process and announce the results of the vote.

#### §7

1. The GM Chairperson shall preside over the meeting according to the accepted agenda, the applicable legislation and these Regulations.
2. The GM Chairperson does not have the right to remove or change the order of items of the agenda without the GM's consent.
3. Responsibilities of the GM's Chairperson shall include in particular:
  - 1) ensuring an efficient and correct course of the Meeting and voting,
  - 2) giving speakers the right to have the floor,
  - 3) ensuring that the matters discussed at the meeting are to the point,
  - 4) maintaining order at the Meeting,
  - 5) ordaining a break (interval) in the meeting considered an adjournment in the GM's course, subject to the approval by two thirds of votes at the Meeting,
  - 6) deciding upon voting, supervising its correct course and ensuring that all the necessary documents containing the results of voting are signed,
  - 7) ensuring that all items of the agenda have been dealt with,
  - 8) deciding on unclear matters related to regulations.
4. The GM Chairman may announce short breaks during the Meeting which are not considered an adjournment and which do not hamper the shareholders in exercising their rights. The breaks are designed particularly to:
  - 1) enable a shareholder to prepare a written motion,
  - 2) agree the opinions of shareholder/s.
  - 3) obtain the opinions of the experts present at the GM.
5. The GM Chairman may order short comfort breaks if the GM lasts longer than 2 hours.
6. The breaks referred to in section 3(5) cannot last longer in total than 30 days.

## §8

1. Immediately on his/her election, the Chairman signs the list of attendance which specifies the participants in the GM, indicating the number of shares each of them holds and the number of votes they are entitled to.
2. Any appeals regarding the entitlement to participate in the GM shall be filed with the Chairman of the Meeting.
3. The list of attendance is displayed throughout the GM until its closure. The persons who prepare the list of attendance are required to keep it up-to-date by recording any changes to the GM composition, with the indication of their time.
4. At the request of shareholders holding one tenth of the share capital represented at the GM, the attendance list should be checked by a specially appointed commission consisting of at least three persons. Applicants have the right to select one member of the commission.

## §9

After the GM Chairman's has been elected and signed the list of attendance, the Chairman determines if the Meeting was duly convened and had the capacity of passing resolutions and then presents the agenda. If need be, the Chairman may appoint one person to act as the GM's Secretary.

## §10

1. The GM may pass a resolution to remove individual items from the agenda or to change the order of the matters to be discussed.
2. The resolution on abstaining from discussing an agenda item is passed – following a justified detailed motion – when supported by material reasons.
3. Draft resolutions should have such wording as to allow each entitled person who does not agree with the decision invoked by the resolution to contest it.
4. Resolutions on any matters not included on the agenda cannot be passed, unless the entire share capital is represented at the GM and none of the attendees protested against such a resolution.

## §11

1. On presentation of each of the matters included on the agenda, the GM Chairman opens the discussion, giving floor to the persons in the order they request it Subject to the GM's consent, several agenda items may be discussed jointly.
2. When giving the floor, the GM Chairman may give floor to the Bank's Management Board Members and the Supervisory Board Members out of turn.
3. The GM Chairman may order that inputs to the discussion are made in writing, specifying the first and last name.

## §12

1. The floor can be taken only with regard to the matters included in the agenda and being currently considered.
2. Each Shareholder has a right to one 5-minute presentation of an opinion and a 3-minute reply on matters being considered under an item on the agenda.
3. At the request of a GM participant, his/her written statement on a currently discussed matter is recorded in the minutes.
4. Pursuant to section 2, the GM Chairman may remind a speaker to keep to the point or that he/she exceeded the set time. Speakers who will not follow the Chairman's requests may be deprived of the right to speak.
5. Each voice in the discussion must finish with a clearly expressed statement whether the speaker is for or against the draft resolution being discussed.

## §12a

During a GM every shareholder may submit draft resolutions regarding items on the meeting's agenda.

### §13

1. Each Shareholder is entitled to ask questions concerning each item on the agenda.
2. Members of the Bank governance bodies, each within their authorities, shall answer questions and provide explanations, concurrently staying compliant with the Financial Instruments Trading Act, if they are deemed justified and relevant to a matter covered by the agenda.
3. The Bank's Management Board shall refuse to provide information if damage might be caused to the Bank, and its connected or related entities in effect of such an action. This relates in particular to the disclosure of technological, trade or organisational secrets.
4. The Bank's Management Board Member may refuse to provide information if this might give rise to their penal, civil or administrative liability.
5. The Bank's Management Board shall provide information not later than within two weeks after the date of receiving a request during a GM.

### §14

A Shareholder has a right to object to a decision of the GM Chairperson. The GM shall decide in an open vote, by an absolute majority of votes whether the Chairperson's decision should be sustained or rejected.

### §15

1. Each Shareholder is entitled to propose changes and addenda to draft resolutions included on the agenda – until closing the discussion on the item of the agenda concerning the draft resolution.
2. Proposals referred in section 1 must be made in writing and be accompanied with a short justification. They must include the first and last name of the Shareholder (company) and be submitted to the GM Chairman.

### §16

The Chairman of the Meeting may give the floor to experts attending the Meeting.

### §17

1. In formal matters, the Chairman gives floor out of turn. A motion related to formal matters may be submitted by each Shareholder.
2. Motions related to the manner of conducting the debate and voting shall be deemed formal, in particular if they concern:
  - 1) limiting, adjourning and closing the discussions,
  - 2) closing the list of speakers,
  - 3) limiting the time of speeches,
  - 4) the manner of conducting the Meeting,
  - 5) ordaining breaks during the Meeting,
  - 6) the order of passing the motions.
3. The discussion on formal motions must follow immediately after they are reported.
4. Unless the GM resolves otherwise, the discussion on the above formal issues shall have only two speakers: one for and the other against the motion.
5. Immediately after the discussion, the GM Chairman ordains voting over the formal motions. The result of the voting shall be approved by an absolute majority of votes cast, except for a motion for ordaining a break in the meeting that shall be approved by a majority of two thirds of votes.

### §18

1. Except for the circumstances outlined in the Commercial Companies Code and the Bank's Statutes, resolutions are passed with an absolute majority of votes cast.
2. In determining the number of votes cast, the votes "for", "against" and "abstained" are taken into account. The votes cast by shareholders and found invalid are not taken into account.

### §19

A shareholder may vote as a proxy on resolutions which concern the following:

- 1) their responsibility to the Bank under any title including: granting approval for the fulfilment of duties,
- 2) discharging from obligations to the Bank,
- 3) a dispute between them and the Bank.

#### §20

1. Subject to section 2, the votes shall be open.
2. Secret ballots are ordained with regard to:
  - 1) motions to select and to remove members of the Bank's governance bodies or liquidators,
  - 2) motions to bring to account members of the Bank's governance bodies or liquidators,
  - 3) personal matters,
  - 4) when at least one Shareholder present or represented at the GM has requested a secret ballot.

#### §21

1. After closing the discussion on each item on the agenda and before the vote, the GM Chairman shall announce which motions have been filed and establishes the order of voting. The voting proceeds in the same order as the motions were filed.
2. Voting, including with the use of electronic communication means, is carried out through an electronic vote counter which ensures that the number of votes is commensurate with the number of shares held and prevents the identification of particular voters in the event of a secret ballot.
3. In justified circumstances a vote can be carried in a traditional way without the use of electronic devices. The above does not apply to voting when shareholders stay connected via the remote link, as outlined in §2a (1) (3).
4. The shareholder who objected to a resolution has the right to a 5-minute speech – and if the case is particularly complex – a 10-minute speech to justify their objection.

#### §22

1. Supervisory Board Members are elected by a separate vote on each candidate in the alphabetical order.
2. The persons who at the GM represent the part of the shares which results from a division of the total number of shares represented at the Meeting by the number of the Supervisory Board Members, may form a separate group to elect one Supervisory Board Member, but will not vote on election of the other Supervisory Board Members.
3. Supervisory Board mandates not filled by the group of shareholders established according to the provisions of section 2, are filled by a vote of all the shareholders who have not cast their votes during election of the Supervisory Board Members through separate groups.
4. Unless at least one group capable of electing a Supervisory Board Member is established at the GM, no election takes place.

#### §23

After all the items of the agenda have been discussed, the GM Chairman shall announce that the Meeting is closed.

#### §24

1. All resolutions passed at the GM shall be recorded in the minutes taken by a notary.
2. The minutes must be prepared in compliance with relevant provisions of the Commercial Companies Code and the Banking Law.
3. A copy of the minutes shall be entered by the Management Board into the Minutes Book. An excerpt of the minutes with a proof that the GM was held together with Powers of Proxy granted by the shareholders shall be entered by the Management Board into the Minutes Book. The shareholders may inspect the Minutes Book and may also demand copies of the resolutions certified by the Management Board.
4. If the GM Secretary is designated by the GM Chairman, they shall take detailed minutes of the Meeting.

§25

Appeals against the resolutions of the GM may be filed with the Court in the mode and manner specified in Articles 422-427 of the Commercial Companies Code.

§26

The Statutes of Santander Bank Polska S.A., resolutions of the Bank's governance bodies and provisions of the Commercial Companies' Code shall apply to any matters not regulated herein.