

Information for shareholders of Santander Bank Polska S.A.

Amendments to the Bank's Statutes (item 16 of the agenda)

The proposed amendments to the Bank's Statutes are made to align their content to the provisions introduced by the Act of 16 August 2023 on amending certain acts in connection with ensuring the development of the financial market and the protection of investors in this market by the modification of provisions on the Bank's business and transfer of the activities carried out by the Bank and described in § 54 to the section regulating the Bank's business.

The changes also consist in indicating in the Statutes: (i) the option to issue contingent convertible bonds by the Bank (in accordance with Article 27a of the Bonds Act); and (ii) powers of the Supervisory Board to appoint an entity authorised to audit the Bank's financial statements and to conduct financial audits in the Bank as well as to appoint an entity authorised to provide sustainability reporting assurance (in accordance with Article 66 of the Accounting Act of 29 September 1994).

The Bank received a consent from the KNF to amend the Statutes as above.

Existing wording of the Statutes of Santander Bank Polska S.A.
and the new proposed wording

Editing unit	Current wording	Proposed wording
§ 7 clause 2 item 4	4) performing swaps of debts into components of the debtor's assets,	4) performing swaps of debts into components of the debtor's assets on the terms and conditions agreed with the debtor,
§ 7 clause 2 item 5	5) acquiring and disposing of real estates and debts secured with mortgage,	5) acquiring and disposing of real estates,
§ 7 clause 2 item 6a	6a) provision of trust services and issuance of electronic identification means as defined by regulations on trust services,	6a) provision of electronic identification means as defined by regulations on trust services,
§ 7 clause 2 item 6b	(none)	6b) enabling the electronic submission, via the ICT system, of applications referred to in statutory provisions, in particular in the Act on state aid in raising children and the Act on support for the family and the foster care system, as well as the transfer, at the customer request, of the data necessary for authentication to the Social Insurance Institution (Zakład Ubezpieczeń Społecznych) so that an account can be opened in the system made available by the Social Insurance Institution,
§ 7 clause 2 item 12	12) providing companies connected with the Bank or with the parent company with supporting financial services related to the use of IT systems and technologies, including data processing, development, operation and maintenance of software and IT infrastructure and advisory services in that respect,	(repealed)
§ 7 clause 2 item 15	15) maintenance of books for investment and pension funds,	(repealed)
§ 7 clause 5	5. The Bank provides services in the area of cash transport.	(repealed)

§ 17	§ 17 The Bank can issue convertible bonds.	§ 17 The Bank may issue convertible bonds and contingent convertible bonds.
§ 32 item 10	10) appoint an entity authorized to audit the financial statements to perform audit services for the Bank;	10) appointing an entity authorised to audit the Bank's financial statements and to conduct financial audits in the Bank as well as appointing an entity authorised to perform attestation of sustainability reporting,
§ 54	Bank performs activities related to: 1) submitting electronically, through the Bank's IT systems, applications for determining a person's right to childcare benefits and ones related to providing the social insurance company (Zakład Ubezpieczeń Społecznych, ZUS), at the request of the Bank's customer, with authorization information required for opening an account in the system made available by the social insurance company, 2) the use of the electronic identification means employed for authorisation purposes in the Bank's ICT system to confirm the ePUAP trusted profile and to perform ePUAP authorisations.	(repealed)