

## **The notice of the Extraordinary 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, XIII 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 Extraordinary General Meeting of Santander Bank Polska S.A. ("EGM") will take place on 20 July 2023 at 10:00 a.m. in Warsaw in the Atrium I Building at Jana Pawła II 17 Avenue, in the conference room on the ground floor.

In line with art. 406<sup>5</sup> § 1 of the Commercial Companies Code, the Bank enables Shareholders to participate in the EGM by means of electronic communication, on the principles described in points 6 and 7 below.

### 1. EGM's Agenda:

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. Individual suitability assessment of Supervisory Board Members and collective suitability assessment of Supervisory Board.
6. Changes to the composition of the Supervisory Board.
7. Setting the remuneration of the Supervisory Board Members.
8. Presentation of amendments introduced by the Supervisory Board to the Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.
9. Closing the General Meeting.

### 2. SHAREHOLDER'S RIGHT TO DEMAND THAT CERTAIN MATTERS BE PUT ON THE EGM AGENDA

Shareholder(s) representing at least a 20<sup>th</sup> of the share capital may demand that certain matters be put on the agenda of the EGM. The demand should be communicated to the Bank's Management Board at least 21 days before the EGM, but not later than on 29 June 2023.

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 15 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 EGM AGENDA BEFORE THE EGM DATE

Before the EGM 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 EGM 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 15 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 EGM AGENDA DURING THE EGM

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

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 EGM. 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 EGM THROUGH THE MEANS OF ELECTRONIC COMMUNICATION

Shareholders may participate in the EGM through the means of electronic communication. Participation in the EGM 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 EGM THROUGH THE MEANS OF ELECTRONIC COMMUNICATION

The manner of providing opinions during the EGM 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. SHAREHOLDER'S RIGHT TO ASK QUESTIONS CONCERNING ISSUES PUT ON THE AGENDA OF THE GENERAL MEETING

During the EGM, the shareholder has the right to ask questions about the issues put on the agenda of the General Meeting. Pursuant to Article 428 § 1 of the Commercial Companies Code, the Management Board is obliged to provide a shareholder, upon request, with information concerning the Bank, if this is justified for the purpose of evaluating the matter included in the agenda.

#### 10. DATE OF REGISTRATION FOR AND PARTICIPATION IN THE EGM

In accordance with Article 406<sup>1</sup> §1 of the Commercial Companies Code, the date of registration for the EGM is 4 July 2023 ("Registration Date"), which is 16 days before the EGM date.

#### 11. RIGHT OF PARTICIPATION IN THE EGM

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

At the request of a shareholder carrying dematerialised bearer shares received not earlier than after the notice of the EGM, i.e. not earlier than on 22 June 2023 and not later than on the first working day after the Registration Date, i.e. not later than on 5 July 2023, the entity maintaining the shareholder's securities account issues a certificate confirming the right of the named shareholder to participate in the EGM.

The list of holders of bearer shares who are eligible to participate in the EGM 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 EGM 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 EGM.

## 12. LIST OF SHAREHOLDERS

In accordance with Article 407 of the Commercial Companies Code, the list of shareholders eligible for participation in the EGM 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 EGM date, i.e. on 17.07.2023, 18.07.2023 and 19.07.2023.

At the request of a Bank's shareholder, the Bank will provide him/her with the list of shareholders eligible for participation in the EGM. 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 15 of this notice.

## 13. ACCESS TO DOCUMENTATION

Full text of the documentation to be presented at the EGM, 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.

## 14. WEBSITE WITH INFORMATION ON THE EGM

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

## 15. 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.

## Appendix to the notice of the Extraordinary General Meeting of

### Santander Bank Polska S.A.

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

##### I. Participation in the EGM using the electronic means of communication

1. These Regulations specify the rules and manner of participation in the Extraordinary General Meeting of Santander Bank Polska S.A. ("Company") on 20 July 2023 ("EGM") using electronic means of communication.
2. The internet-based Remote Voting® system ("RVS") is used to take part in the EGM 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 EGM in real time;
  - b) exercising one's voting right during the EGM in person or via a proxy; and
  - c) a bilateral communication with the EGM 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 EGM using electronic means of communication bear the sole risk associated with the use of this form of participation in the EGM, in particular the risk of inability to communicate or exercise one's voting right during the EGM 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 EGM 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 EGM 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 EGM.
  3. Failure to meet the requirements specified in II(1)–(2) above may hinder or prevent the participation in the EGM via electronic means of communication. The Company will not be liable if the shareholder or their proxy is not able to participate in the EGM 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 EGM as described in III(5) below earlier than on 22 June 2023. 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 EGM 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 22 June 2023 and no later than at 12:00 CET on 14 July 2023 of their intention to participate in the EGM 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 EGM 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 EGM (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 EGM;
- 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 EGM 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 EGM 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 17 July 2023.
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 EGM”).

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 EGM 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 EGM chairperson indicates the participation of authorised persons taking part in the EGM 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 EGM 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 EGM by means of electronic communication is bound by the same regulations on the order of the EGM as the persons who are physically present in the EGM 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 EGM or the EGM 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 EGM by means of electronic communication, the EGM 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 EGM chairperson should call a vote on a resolution to adjourn the EGM 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 Extraordinary General Meeting of the Company to be held on 20 July 2023 ("EGM") with (number) ..... shares of the Company.

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

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

Email address: .....

Contact phone number: .....

Data of the shareholder/ persons authorised to represent the shareholder

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

Signature of the shareholder/ persons authorised to represent the shareholder

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(signature)

Place: .....

Date: .....

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(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 Extraordinary General Meeting of the Company to be held on 20 July 2023 ("EGM") with (*number*) ..... shares of the Company.

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

Number of certificate of right to participate in the EGM 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

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(signature)

Place: .....

Date: .....

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(signature)

Place: .....

Date: .....