

Information for shareholders of Santander Bank Polska S.A.

Justification for the resolutions to be considered by the Extraordinary General Meeting convened for 22 January 2026 and items of the agenda under which resolutions are not to be passed

I. Justification for the agenda

The Bank's Management Board has proposed the following agenda of the Bank's Extraordinary General Meeting:

1. Opening the General Meeting.
2. Electing the Chair of the Extraordinary General Meeting.
3. Establishing whether the Extraordinary General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda.
5. Assessment of individual suitability of candidates to the Supervisory Board and assessment of collective suitability of the Supervisory Board.
6. Changes in the Supervisory Board's composition.
7. Appointment of the Supervisory Board Chair.
8. Change of the Bank's name and Statutes.
9. Amendments to the Bank's Statutes.
10. Change of the regulations approved by the general meeting due to the change of the Bank's name and its main shareholder.
11. Change of the Annual General Meeting resolution no. 43 of 18 April 2024 with regard to setting the remuneration for the Supervisory Board members.
12. Presentation of the amendments introduced by the Supervisory Board to the Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.
13. Closing the General Meeting.

Items 2 and 4-11 of the agenda need to be approved by force of the EGM resolution. Item 12 represents information for the EGM and does not require passing a resolution.

The Supervisory Board has issued a positive opinion on the agenda of the Extraordinary General Meeting convened for 22 January 2026.

II. Assessment of individual suitability of a candidates to the Supervisory Board and assessment of collective suitability of the Supervisory Board (item 5 of the agenda)

III. Changes in the Supervisory Board's composition (item 6 of the agenda)

IV. Appointment of the Supervisory Board Chair (item 7 of the agenda)

Changes proposed to the Supervisory Board composition result from the change of the main shareholder of Santander Bank Polska S.A. On 5 May 2025, Banco Santander, S.A. (current majority shareholder of the Bank) made an agreement with Erste Group Bank AG (**Erste Group**) envisaging the sale of ca. 49% of the Bank's shares and also comprising the acquisition of 50% of shares of Santander Towarzystwo Funduszy Inwestycyjnych S.A. by Erste Group (**Transaction**).

Given the execution of the Transaction, Banco Santander S.A. reported the proposal of appointing the following individuals: (i) Mr. Peter Bosek, (ii) Stefan Dörfler, (iii) Ms. Alexandra Habeler-Drabek and (iv) Maurizio Poletto as representatives of Erste Group in the Supervisory Board. The motion states also the proposal to appoint Mr. Peter Bosek

to the Supervisory Board Chair. The proposed changes to the Supervisory Board composition aim at ensuring that representatives of Erste Group sit on the Supervisory Board, replacing current representatives of Banco Santander S.A. after closing the Transaction. In the shareholder's motion with regard to changes in the Supervisory Board composition, it is stated that Antonio Escámez Torres – Chair of the Supervisory Board, José Luís de Mora – Deputy Chair of the Supervisory Board, José Garía Cantera – Member of the Supervisory Board and Isabel Guerreiro – Member of the Supervisory Board, will not perform any function due to their resignations effective from the moment of the Transaction.

Therefore, on 23 December 2025 the Nominations Committee assessed the individual suitability of candidates to the Supervisory Board and the collective suitability of the Bank's Supervisory Board in the composition reflecting the above said changes. The results of the assessment are attached to the EGM draft resolution under item 5 of the agenda.

The curricula vitae of individual candidates are attached as a separate file.

V. Change of the Bank's name and Statutes (item 8 of the agenda)

On 5 May 2025, Banco Santander S.A. (current majority shareholder of Santander Bank Polska S.A.) made an agreement with Erste Bank Group AG (**Erste Group**) envisaging the sale of ca. 49% of the Bank's shares (**Transaction**). The Transaction also comprises the acquisition of 50% shares of Santander Towarzystwo Funduszy Inwestycyjnych S.A. by Erste Group.

Once the transaction is closed, Erste Group is going to become the main shareholder of the Bank.

In order to facilitate the quickest possible connection between the Bank's name and membership in Erste Group and ensure the Bank's clear signage for customers, the Bank's Management Board has decided to convene the Extraordinary General Meeting and to submit the proposed change of the Bank's name and Statutes.

The Bank has already obtained the KNF's consent to do so.

Passing the proposed resolution will enable the Bank to change its name in relation to the Transaction smoothly and safely, mitigating the risk of misleading the market. The Bank will start rebranding after making relevant entries to the National Court Register (KRS) to formalise the change of its name and registered address.

All agreements made by the Bank with customers will remain in force. Account numbers, helpline numbers and PINs will not change. Cards will stay active until their expiry dates.

During the entire process, the Bank will operate as usual and continue to implement its strategy of helping people and businesses achieve more and to pursue their goals. Bank advisors, available at SBP outlets and over the helpline, will strive to ensure the best customer experience by helping customers in daily banking activities and other important issues.

The new name and logo are a natural consequence of the planned change in Bank's shareholding structure. They will highlight its membership in a robust European financial group with more than 200 years of history. By joining Erste Group, the Bank will also gain access to the experience and technologies of the new main shareholder. The international reach of Erste will also enable corporate customers of the bank to strengthen their presence and investments in new CEE markets.

The proposed name of the Bank – Erste Bank Polska S.A. meets the requirements of Article 43² and Article 43³ of the Act of 23 April 1964 – Civil Code, i.e. it differs sufficiently from names of other entrepreneurs on the Polish market – there is no other bank on the Polish market with the same or similar name.

The proposed new name of the Bank – Erste Bank Polska S.A. also meets the requirements of art. 31(3)(1) of the Banking Law Act, i.e. (i) the word "bank" is singled-out in the name; (ii) the name differs from the names of other banks; (iii) the name indicates that the Bank is a joint-stock company.

VI. Amendments to the Bank's Statutes (item 9 of the agenda)

The Bank has decided to expand its business by the financial instruments portfolio management service as part of its plans to develop Wealth Management services and adjust its offering to growing customer needs and intensifying competition. Therefore, it is necessary to change the Bank's Statutes which has already been approved by the Polish Financial Supervision Authority. In accordance with the terms of approval, the Bank has to start providing the service by 23 April 2026 at the latest so that the approval remains in force.

The introduction of a relevant provision to the Statutes is necessary to enable the Bank formally to provide the new service in accordance with the KNF's decision and the Bank's strategic plans.

VI. Change of the regulations approved by the general meeting due to the change of the Bank's name and its main shareholder (item 10 of the agenda)

Given the change of the name of Santander Bank Polska S.A. to Erste Bank Polska S.A. and the change of the Bank's main shareholder, it is necessary that the General Meeting passes a resolution whereby the name of the Bank is changed in regulations approved by the General Meeting, such as:

- 1) in the Terms of Reference of General Meetings of Santander Bank Polska S.A. in the reading adopted by resolution no. 35 of the Annual General Meeting of 16 May 2018,
- 2) in the Nomination and Succession Planning Policy for Supervisory Board members in Santander Bank Polska S.A. approved by resolution no. 32 of the Annual General Meeting of 16 May 2019 as amended,
- 3) in the Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A. approved by resolution no. 32 of the Annual General Meeting of 16 May 2019 as amended,
- 4) in the Remuneration policy for the members of the Supervisory Board of Santander Bank Polska S.A. in the reading adopted by resolution no. 33 of the Annual General Meeting of 15 April 2025,
- 5) in the Remuneration policy for the members of the Management Board of Santander Bank Polska S.A. in the reading adopted by resolution no. 33 of the Annual General Meeting of 15 April 2025.

The resolution will also cover the authorisation for the Supervisory Board to prepare consolidated texts of these regulations which will reflect the change of the Bank's name.

The "Nomination and Succession Planning Policy for Supervisory Board members in Santander Bank Polska S.A." and the "Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A." are amended in such way that any reference to Banco Santander, S.A. in their content is repealed.

VII. Change of the Annual General Meeting resolution no. 43 of 18 April 2024 which with regard to setting the remuneration for the Supervisory Board members (item 11 of the agenda)

Change of the Annual General Meeting resolution no. 43 of 18 April 2024 which with regard to setting the remuneration for the Supervisory Board members (as amended) results from the need to adjust the reading of § 1(4) whereby the Supervisory Board members not entitled to receive remuneration are listed. In view of the resignation of the Supervisory Board Members listed in § 1(4), their names shall be removed from the resolution. In accordance with the motion to appoint members to the Supervisory Board submitted by the Shareholder (see

items 5-6 of the agenda), the nominated candidates, Erste Group representatives, will not receive remuneration for performing their functions in the Bank's Supervisory Board.

IX. Presentation of the amendments introduced by the Supervisory Board to the Terms of Reference of the Supervisory Board of Santander Bank Polska S.A. (item 12 of the agenda)

On 6 June 2025, the Supervisory Board introduced changes to the Supervisory Board Terms of Reference. These changes consisted in: (i) adjusting the provisions related to the head of the Compliance Area and the Legal and Compliance Division to the current organisational structure, i.e. replacing the name: head of the Compliance Area by a more general name of the position, i.e. head of the compliance unit and indicating the current name of the division; and (ii) updating the notification threshold for the Supervisory Board members transactions in the Bank's shares in accordance with MAR (increase from EUR 5k to EUR 20k in accordance with the current regulatory threshold).

The current text of the Terms of Reference of the Supervisory Board are available at the Bank's website at:

<https://www.santander.pl/en/investor-relations/corporate-documents?dokument=7>
