

***re: item 2 of the agenda***

**RESOLUTION NO. 1  
of the Extraordinary General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. appointing Chairman of the Meeting**

§ 1

Extraordinary General Meeting shall elect the Chairman of the Meeting in the person of [•]

§ 2

This resolution shall come into force on the day of its adoption.

**re: item 4 of the agenda**

**RESOLUTION NO. 2  
of the Extraordinary General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. adopting the meeting's agenda**

§ 1

Extraordinary General Meeting shall adopt the following agenda of the meeting:

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 candidates for the Supervisory Board Members and collective suitability assessment of Supervisory Board.
6. Changes to the composition of the Supervisory Board.
7. Appointing the Chairperson of the Supervisory Board.
8. Change of the Bank's name and Statute.
9. Amendments to the Bank's Statutes.
10. Amendments to the Regulations related to the Bank's name change and Bank's main shareholder change.
11. Amendments to the Annual General Meeting Resolution no. 43 of 18 April 2024 re setting the remuneration of the Supervisory Board members.
12. Presentation of 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.

§ 2

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

*re: item 5 of the agenda*

**RESOLUTION NO. 3  
of the Extraordinary General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re suitability assessment of the Supervisory Board**

Pursuant to the Banking Law Act of 29 August 1997, Joint Guidelines of the European Securities and Markets Authority [ESMA] and of the European Banking Authority [EBA] on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06), Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A., Act of 11 May 2017 on statutory auditors, audit firms and public oversight and the Methodology for assessing the suitability of members of the governing bodies of the entities supervised by the Polish Financial Supervision Authority,

the following is hereby resolved:

§ 1

1. The outcome of individual suitability assessments of candidates for the Supervisory Board Members and collective suitability assessments of Supervisory Board, carried out: on 23 December 2025 are appended hereto as appendix.
2. Extraordinary General Meeting approves evaluation of the assessments indicated in clause 1.

§ 2

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

*The appendix to the draft resolution of the Annual General Meeting is attached in the separate file.*

**re. item 6 of the agenda**

**RESOLUTION NO. 4  
of the Extraordinary 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. Peter Bosek shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION NO. 5  
of the Extraordinary 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. Stefan Dörfler shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION NO. 6  
of the Extraordinary 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, Ms. Alexandra Habeler-Drabek shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

**RESOLUTION NO. 7**  
**of the Extraordinary 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. Maurizio Poletto shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office.

§ 2

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

***re. item 7 of the agenda***

**RESOLUTION NO. 8  
of the Extraordinary 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. Peter Bosek 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 upon its adoption.

**re: item 8 of the agenda**

**RESOLUTION NO. 9  
of the Extraordinary General Meeting of Santander Bank Polska S.A.**

(draft)

**re. change of the Bank's name and the amendments to the Bank's Statute**

Pursuant to Article 430 of the Polish Commercial Companies Code, the following shall be resolved:

§ 1

It is decided to change the Bank's name from "Santander Bank Polska Spółka Akcyjna" into "Erste Bank Polska Spółka Akcyjna".

§ 2

Regarding §1, the following amendments to the Bank's Statute are introduced:

- 1) Title of the Statute shall be read as follows:  
"Statute of Erste Bank Polska S.A.";
- 2) § 1 shall be read as follows:  
"§ 1  
The name of the Bank is "Erste Bank Polska Spółka Akcyjna".";

§ 3

The amendments to the Statute in the scope defined in § 2 require the consent of the Polish Financial Supervision Authority.

§ 4

The Supervisory Board shall be authorized to determine the consolidated text of the Bank's Statute.

§ 5

The Resolution comes into force as of the date of its adoption and becomes effective as of the date of registration in entrepreneurs registry by a relevant registry court, in line with art. 430 § 1 of Companies Commercial Code.

**re. item 9 of the agenda**

**RESOLUTION NO. 10  
of the Extraordinary General Meeting of Santander Bank Polska S.A.**

*(draft)*

**re. amendments of the Bank's Statute**

**§ 1**

Pursuant to Article 430 of the Polish Commercial Companies Code, the following amendments to the Bank's Statute are introduced:

- in § 7 clause 2 in item 7b letter m shall added in the following reading:  
"m) managing portfolios that include one or more financial instruments".

**§ 2**

The amendment to the Statutes in the scope defined in § 1 requires the consent of the Polish Financial Supervision Authority.

**§ 3**

The Supervisory Board shall be authorized to determine the consolidated text of the Bank's Statute.

**§ 4**

The Resolution comes into force as of the date of its adoption and becomes effective as of the date of registration in entrepreneurs registry by a relevant registry court, in line with art. 430 § 1 of Companies Commercial Code.



**item 10 of the agenda**

**RESOLUTION NO. 11  
of the Extraordinary General Meeting  
of Santander Bank Polska S.A.**

(draft)

**with regard to change of the regulations approved by the general meeting due to the change of the  
Bank's name and its main shareholder**

Given:

- that the Extraordinary General Meeting passed a resolution on changing the Bank's name from Santander Bank Polska S.A. to Erste Bank Polska S.A. and consequently on changing the Bank's Statutes,
  - the need to adjust regulations adopted by the general meeting to the new name of the Bank,
  - the need to eliminate from the content of these documents any provisions referring to Banco Santander S.A. due to the change of the Bank's main shareholder,
- the Extraordinary General Meeting of Shareholders of Santander Bank Polska S.A. resolves as follows:

§ 1

1. In the regulations adopted by the general meeting, the name Santander Bank Polska S.A. is replaced by Erste Bank Polska S.A. , i.e.
  - 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.
2. The following documents:
  - 1) 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,
  - 2) 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,are amended in such way that any reference to Banco Santander, S.A. in their content is repealed.

§ 2

The Extraordinary General Meeting of the Bank:

- 1) authorises the Bank's Supervisory Board to adopt consolidated texts of regulations listed in § 1 of this resolution,
- 2) obliges the Supervisory Board to present the content of these documents at the next general meeting following their adoption.

§ 3

The resolution comes into force as of the day it is adopted, except for § 1(1) which comes into force as of the day the National Court Register registers the change of the name Santander Bank Polska S.A. to Erste Bank Polska S.A.

**re. item 11 of the agenda**

**RESOLUTION NO. 12**  
**of the Extraordinary General Meeting of Santander Bank Polska S.A.**  
*(draft)*

**re amendments to the Annual General Meeting Resolution no. 43 of 18 April 2024 re setting the remuneration of the Supervisory Board members**

Pursuant to art. 392 §1 of the Commercial Companies Code as well as bearing in mind the following:

- having regard to Guidelines of European Banking Authority EBA/GL/2015/22 on sound remuneration policies under Articles 74(3) and 75(2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013, and in particular its clause 171, according to which members of the supervisory function should be compensated only with fixed remuneration,
- having regard to (issued on the basis of Article 9f(1) of the Banking Law Act of 29 August 1997) Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management and internal control system and remuneration policy in banks, and in particular its § 25,
- having regard to “Rules of Corporate Governance for Supervised Institutions”, issued by KNF (Polish Financial Supervision Authority) dated 22 July 2014, adopted by Resolution no. 29 of Bank’s Annual General Meeting on 23 April 2015, and in particular its § 28,

the following Resolution is adopted:

§ 1

In § 1 of the Annual General Meeting Resolution of Santander Bank Polska S.A. no. 43 of 18 April 2024 re setting the remuneration of the Supervisory Board members (with amendments), clause 4 be read as follows:

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

- Peter Bosek,
- Stefan Dörfler,
- Alexandra Habeler – Drabek,
- Maurizio Poletto.”.

§ 2

The remaining provisions of the resolution referred to in § 1 remain unchanged.

§ 3

The resolution becomes effective on the day of its adoption.