



Appendix no. 2 to the Resolution of the Annual General Meeting
of Santander Bank Polska S.A.
dated 16th May 2019

NOMINATION AND SUCCESSION PLANNING POLICY FOR SUPERVISORY BOARD MEMBERS SANTANDER BANK POLSKA S.A.

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1. INTRODUCTION

In order to ensure an effective management and continuity of business processes, non-discrimination based on sex, compliance with the common guidelines of European Securities and Markets Authority and European Banking Authority no. EBA/GL/2017/12, equal treatment standards and the necessary balance of skills, experience and knowledge of Supervisory Board Members, the Bank has implemented this Policy governing the nomination of candidates for election to the positions covered by this document, the development of their skills and their appointment.

2. DEFINITIONS

Bank – Santander Bank Polska S.A. with its registered office in Warsaw,

Committee – Nominations Committee of the Bank's Supervisory Board,

Policy – this *Nomination and Succession Planning Policy for Supervisory Board Members at Santander Bank Polska S.A.*,

Successors – persons identified to potentially succeed persons holding the positions covered by this Policy,

Policy on selection and suitability assessment - *Policy on Suitability Assessment of Supervisory Board Members at Santander Bank Polska S.A.*,

Succession Plan – List of approved Successors defining terms and actions necessary to make the Successor ready to take up the new role,

Bank Group – the Bank and its subsidiaries as per Article 4(1)(9) of the Banking Law Act.

3. GENERAL PRINCIPLES

Paragraph 1

1. This Policy applies to the Supervisory Board Members.
2. The objective of the Policy is to set the rules allowing to minimise the risk generated by a long-term absence or unexpected cessation of performing of functions by Members of the Supervisory Board.
3. The Policy defines:
 - a) methods of the identification and approval of potential Successors,
 - b) the development of Successors' skills,
 - c) periodic review of Successors identification,
 - d) rules underlying identification of Successors.
4. List of Successors at the Bank is confidential and can be disclosed to Members of the Supervisory Board, authorised employees of the relevant unit in the Business Partnership Division, as well as other persons authorised by the Supervisory Board and the Committee and, for information relevant to them, the Successors.

4. IDENTIFICATION OF SUCCESSORS

Paragraph 2

1. The process of identifying successors in a non-discriminatory way is to select candidates who could potentially fill the positions covered by this Policy based on the assessment of their work experience, performance, and development potential. The Succession Policy helps the Bank to meet the diversity objectives arising from the *Policy on Suitability Assessment of Supervisory Board Members at Santander Bank Polska S.A.*
2. The potential Successors identification process takes place cyclically, at least once a year and when the list update is required. The identification process should take into account the date at which the term of office of the Supervisory Board ends.
3. The identification process should ensure that a Successor has sufficient professional expertise to hold a position of the Supervisory Board Member. A single Successor may be nominated for more than one position covered by this Policy.
4. The following persons participate in the identification process: Chairman of the Supervisory Board and Chairman of the Committee, who recommend the Successors list to the Committee.
5. Potential Successors should be aware of the corporate culture, values, behaviours and strategies of the Bank and its Management Board.
6. The relevant unit in the Business Partnership Division, in cooperation with subject matter units, is responsible for gathering information and monitoring the process of Successors identification.
7. The identification process should ensure selection of Successors with equal numbers of potential candidates for Supervisory Board Members.
8. The identification process results in a list of potential Successors prepared and approved by the Committee.

Paragraph 3

1. The approved lists constitute the Succession Plan.

5. DEVELOPMENT OF SUCCESSORS' SKILLS

Paragraph 4

1. If Successors have certain knowledge and skills development needs to meet the requirements of the target positions covered by this Policy, they are provided with development plans prepared by the Committee Chairman aided by the Bank's organisational units responsible for development of the senior managerial staff. Development plans will contain at least proposed measures that will ensure eliminating, as soon as possible, the diagnosed gaps in knowledge and competency required for a given function, as well as timeframe for delivery of the development actions.
2. The Successor alone shall be responsible for the execution of the development plan handed over to them by the person appointed by the Committee. The person appointed by the Committee, if needed, may support the Successor in the delivery of the plan. The progress is analysed during the meetings held

between the Successor and the person appointed by the Committee responsible for supervising the plan delivery, or with the Committee Chairman.

3. If a Successor fails to deliver the envisaged development actions, they may be excluded from the Succession Plan.
4. The execution of the development plan is coherent with the Bank's business needs, while the final decision regarding the approval of knowledge and skills development needs is made by the Committee.

6. RULES OF CONDUCT IN CASE OF A SUDDEN OR UNEXPECTED ABSENCE OF SUPERVISORY BOARD MEMBERS

1. If Member of the Supervisory Board is absent and as a result may not perform their duties in the ordinary course, the Chairman of the Committee in cooperation with the Chairman of the Supervisory Board take adequate actions to ensure proper functioning of the Supervisory Board.
2. The candidate selected for the position of the Supervisory Board Member is appointed in accordance with the Bank's Statutes and the Banking Act.

Paragraph 5

This Policy will be reviewed by the Committee and the relevant unit in the Business Partnership Division on an annual basis.