



**Supervisory Board
Santander Bank Polska S.A.**

Warsaw, 19 February 2021

**INFORMATION FOR THE ANNUAL GENERAL MEETING ON THE RESULTS OF:
ASSESSMENT OF THE INDIVIDUAL AND COLLECTIVE SUITABILITY OF THE SUPERVISORY
BOARD MEMBERS**

On 19 February 2021, the Nominations Committee of the Supervisory Board of Santander Bank Polska S.A. (**Committee**) assessed the individual suitability of the Supervisory Board members as well as collective suitability of the Supervisory Board of Santander Bank Polska S.A. (**Bank**) in line with the following regulations:

- 1) Banking Law of 29 August 1997 (**Banking Law**),
- 2) Joint Guidelines of the European Securities and Markets Authority and the European Banking Authority No. EBA/GL/2017/12 (**Guidelines**),
- 3) Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A. (**Policy**).

The Committee took also into account the “Methodology for assessing the suitability of members of the governing bodies of the entities supervised by the Polish Financial Supervision Authority” published by the KNF (**Methodology**).

These are annual **reassessments of the individual and collective suitability of the Supervisory Board** currently in office:

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|---------------------------------|-----------------------------------------|
| 1) Gerry Byrne | Chairman of the Supervisory Board, |
| 2) Jose Luis de Mora | Vice-Chairman of the Supervisory Board, |
| 3) José Garcia Cantera | Member of the Supervisory Board, |
| 4) Isabel Guerreiro | Member of the Supervisory Board |
| 5) Danuta Dąbrowska | Member of the Supervisory Board, |
| 6) David Hexter | Member of the Supervisory Board, |
| 7) John Power | Member of the Supervisory Board, |
| 8) Jerzy Surma | Member of the Supervisory Board, |
| 9) Marynika Woroszyńska-Sapieha | Member of the Supervisory Board, |
| 10) Dominika Bettman | Member of the Supervisory Board. |

The Committee recommends that the General Meeting should approve by a relevant resolution the results of the individual and collective suitability assessment of the Supervisory Board members presented below.

I Assessment of the individual suitability

The Committee established that each of the Supervisory Board members currently in the office:

- meets the suitability criteria set out in Article 22(aa) of the Banking Law, i.e. with regard to knowledge, skills and experience required to perform their duties and responsibilities on the Bank’s Supervisory Board as well as warrants their proper discharge,
- meets the criteria with regard to good repute, honesty, and integrity; and in the Committee’s opinion there are no objective and demonstrable grounds that might raise concerns about good repute of these individuals,
- meets the independence of mind criteria,

- has the ability to commit sufficient time to perform their duties and responsibilities also in the periods of particularly increased activity of the Bank; in particular, meets the requirements set out in Article 22(aa)(3) of the Banking Law.

The Committee did not identify any shortcomings in terms of any of the said individuals' knowledge, skills and experience.

The Committee found that five members of the Supervisory Board currently in office met the independence criteria, i.e. David Hexter, Marynika Woroszyńska – Sapięha, Danuta Dąbrowska, Jerzy Surma and Dominika Bettman.

The Committee did not identify any need to formulate any recommendations as a result of the individual suitability assessment of the current Supervisory Board members of Santander Bank Polska S.A.

II. Results of the collective suitability assessment

Taking into account the results of individual suitability assessments of the Supervisory Board members as well as the fact that the collective suitability of the Supervisory Board is considered as a sum of skills represented by all its members, the Committee deemed that collectively the Supervisory Board:

- meets the requirements with regard to knowledge, skills and experience, warranting thus proper performance of duties and effective oversight of all areas of the Bank, including the requirements with regard to the ability to challenge and effectively monitor decisions taken by the Management Board,
- meets the criteria with regard to good repute, honesty and integrity and that the Committee was not aware of any circumstances or factors that could raise concerns about good repute of the said individuals,
- meets the independence criteria as there are five independent members in of the Supervisory Board, which also enables proper representation of independent members on the Supervisory Board committees,
- meets the independence of mind criteria,
- meets the Policy's diversity requirements, including those related to educational and professional background, age, geographical provenance as well as pursued targets for the female representation on the Supervisory Board set until 2025 (30%),
- meets the criteria with regard to the ability to commit sufficient time to perform its duties, also in periods of particularly increased activity of the Bank.

Thus the Committee unanimously deemed the structure, size, composition and effectiveness of the Supervisory Board **to be suitable and compliant with the applicable regulations, in particular Article 22(aa) of the Banking Law.**

The Supervisory Board meets the requirement of § 25(2) of the Bank's Statutes which states that at least half of the Supervisory Board members should be independent.

The Committee did not identify any conflicts of interests that would impede the Supervisory Board members' ability to perform their duties independently and objectively.

Thus, **the Committee did not identify any need to formulate any recommendations** following the assessment of the collective suitability of the Supervisory Board.

The Committee confirmed that the assessment process was conducted in a comprehensive, integrate and impartial manner, taking into account all circumstances that could have an impact on the results of such an assessment. Individual members of the Nominations Committee were not involved in the individual assessment of their suitability.