



**Nominations Committee of the Supervisory Board  
of Santander Bank Polska S.A.**

Warsaw, 29 November 2021

**ASSESSMENT OF THE INDIVIDUAL SUITABILITY OF SOME SUPERVISORY BOARD MEMBERS  
AND ASSESSMENT OF THE COLLECTIVE SUITABILITY OF THE SUPERVISORY BOARD  
OF SANTANDER BANK POLSKA S.A.**

**– RECOMMENDATION OF THE NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD  
FOR THE GENERAL MEETING OF SHAREHOLDERS OF SANTANDER BANK POLSKA S.A.**

**I. Recommendation for the General Meeting**

The Nominations Committee of the Supervisory Board of Santander Bank Polska S.A. (**Committee**) unanimously recommends to the General Meeting the approval, in the form of a resolution, the results of the individual and collective suitability assessments, as set out below.

**II. Legal basis**

On 29 November 2021 the Committee reassessed the individual suitability of the following members of the Supervisory Board: (i) **Marynika Woroszyńska-Sapieha**, (ii) **Dominika Bettman** and (iii) **David Hexter**, as well as collective suitability of the Supervisory Board of Santander Bank Polska S.A. 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/2021/06 (**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).

The reassessments were made in relation to:

- an additional function taken by Marynika Woroszyńska-Sapieha as the chairperson of the supervisory board of Scanned S.A. (from April 2021), her resignation from the function of the supervisory board member in Polpharma S.A. (as of 22 October 2021) and appointment as the supervisory board member in Polpharma Group BV (as of 1 October 2021),
- Dominika Bettman’s change of role (and employment) – from the CEO in Siemens sp. z o.o. (resignation effective from 30 November 2021) to the CEO of Microsoft Polska sp. z o.o. (effective from 1 December 2021) and

- appointment of David Hexter as member of the Nominations Committee of the Supervisory Board of Santander Bank Polska (**Bank**) on 29 September 2021.

### **III. Results of the assessment**

#### **3.1 Results of the individual suitability assessments of the said Supervisory Board members.**

On 29 November 2021, the Committee reassessed individual suitability of Marynika Woroszyńska-Sapieha, Dominika Bettman and David Hexter.

The Committee reassessed the individual suitability of the said members in terms of: (i) conflicts of interest, (ii) ability to combine functions, and (iii) ability to commit sufficient time to perform duties and responsibilities of the Bank's Supervisory Board and its Committees.

Taking into account the above criteria and the weights assigned to them, the Committee stated that the events and circumstances that had triggered the individual suitability reassessment did not impact its outcome. The Supervisory Board members whose suitability was reassessed have retained the ability to commit sufficient time to perform their duties and responsibilities, and in particular, they meet the requirements set out in Article 22(aa)(3) of the Banking Law.

In relation to the new functions and positions taken by Marynika Woroszyńska-Sapieha and Dominika Bettman in companies outside the Bank Group, no actual conflicts of interest that could influence their independence of mind and decisions were identified. In the case of David Hexter, the Committee has not identified any conflicts of interest either.

The Committee established that the Supervisory Board members subject to the suitability reassessment continued to meet the independence criteria referred to in the Bank's Statutes, the Terms of Reference of the Audit and Compliance Committee and the applicable legislation and regulations.

The Committee has not identified any need to formulate any recommendations as a result of the individual suitability reassessment of any of the said members.

#### **3.2 Results of the collective suitability assessment of the Supervisory Board of Santander Bank Polska S.A.**

The Committee assessed the collective suitability of the Bank's Supervisory Board as a result the individual suitability reassessment of Marynika Woroszyńska-Sapieha, Dominika Bettman and David Hexter made on the same day due to additional functions taken up by these Supervisory Board members.

Current composition of the Supervisory Board:

- |                           |  |
|---------------------------|--|
| 1) Antonio Escámez Torres | Chairman of the Supervisory Board      |
| 2) José Luís de Mora      | Vice Chairman of the Supervisory Board |
| 3) José García Cantera    | Member of the Supervisory Board        |

4) Danuta Dąbrowska	Member of the Supervisory Board
5) David Hexter	Member of the Supervisory Board
6) John Power	Member of the Supervisory Board
7) Jerzy Surma	Member of the Supervisory Board
8) Marynika Woroszyńska-Sapieha	Member of the Supervisory Board
9) Isabel Guerreiro	Member of the Supervisory Board
10) Dominika Bettman	Member of the Supervisory Board

The collective suitability of the Supervisory Board was assessed in line with the following criteria:

- a) knowledge, skills and experience;
- b) reputation, honesty, and integrity,
- c) independence,
- d) independence of mind,
- e) diversity,
- f) ability to commit sufficient time to perform their duties.

The Committee has deemed that the collective skills of the Supervisory Board are sufficient, whilst the Supervisory Board collectively meets:

- ✓ requirements with regard to knowledge, skills and experience and assurance of proper exercise of duties and effective management of all areas of the Bank,
- ✓ the good reputation, honesty, and integrity criteria,
- ✓ the independence criteria as there are five independent members in the 10-member composition of the Supervisory Board and independent members are properly represented on the Supervisory Board's committees,
- ✓ the independence of mind criteria,
- ✓ diversity requirements, including those related to educational and professional background, age, geographical provenance, and female representation target on the Supervisory Board defined in the Policy until 2025,
- ✓ the criteria with regard to the ability to commit sufficient time to perform duties, also in periods of particularly increased activity of the Bank.

The Committee has deemed that the structure, composition and effectiveness of the Supervisory Board will remain suitable and continue to comply with the applicable regulations, in particular Article 22(aa) of the Banking Law. A suitable level of knowledge, skills and experience, enabling effective exercise of all the Supervisory Board's duties is ensured.

The events and circumstances that triggered the individual suitability reassessment of Marynika Woroszyńska-

Sapieha, Dominika Bettman and David Hexter, do not impact the outcome of the reassessment. The Supervisory Board members whose suitability was reassessed retained the ability to commit sufficient time to perform their duties and responsibilities, and in particular, they meet the requirements set out in Article 22(aa)(3) of the Banking Law.

The Committee did not identify any actual conflicts of interests and stated that each of the Supervisory Board members had the ability to commit sufficient time to perform their duties on the Supervisory Board. Any potential conflicts of interest will be managed as outlined in the Bank's applicable internal regulations.

The Committee has not formulated any recommendations following the assessment of the collective suitability of the Supervisory Board in the proposed composition.

The Committee confirmed that the assessment process was conducted in a comprehensive, integrate and impartial manner, taking into account all circumstances that could have affected the assessment's results.

---

Marynika Woroszyńska – Sapieha

Chairperson of the Nominations Committee



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

### **III. Results of the assessment**

#### **3.1 Results of the individual suitability assessments**

The Committee assessed the individual suitability of the Supervisory Board Members based on criteria in terms of:

- a) knowledge, skills and experience;
- b) good repute, honesty and integrity;
- c) independence,
- d) independence of mind,
- e) ability to commit sufficient time to perform the duties.

The Committee also took into account the detailed criteria provided in the Methodology as well as the resultant approach to assessing compliance with them.

Taking into account the above criteria and the weights assigned to them, the Committee stated that each of the Supervisory Board Members:

- ✓ 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 gives assurance of proper exercise of these duties,
- ✓ meets the criteria with regard to good repute, honesty, and integrity; and in the Committee's opinion there were no objective and demonstrable grounds that might raise concerns about good repute of those individuals,
- ✓ meets the independence of mind criteria,
- ✓ has the ability to commit sufficient time to perform her 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.

Based on the submitted statements and analysis of the independence criteria for Supervisory Board members, the Committee stated that five out of ten members of the Supervisory Board met the independence criteria, i.e.

Dominika Bettman, David Hexter, Marynika Woroszylska-Sapieha, Danuta Dąbrowska and Jerzy Surma. The requirement of § 25(2) of the Bank's Statutes is met as it states that at least half of the Supervisory Board members must be independent.

The Committee did not identify any need to formulate any recommendations as a result of the individual suitability assessments.

### **3.2 Results of the collective suitability assessment**

Taking into account the results of individual suitability assessments of the Supervisory Board Members as well as the suitability criteria – regarding the whole Supervisory Board and additionally considering diversity criteria, the Committee deemed that collectively the Supervisory Board in the current composition:

- ✓ 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,
- ✓ 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 five out of ten Supervisory Board members are independent, which enables also their proper representation on Supervisory Board committees,
- ✓ meets the independence of mind criteria,
- ✓ sufficiently meets the Policy's diversity requirements, including those related to educational and professional background, age, geographical provenance as well as those related to the female representation on the Supervisory Board (40%-60%) by 2025 (currently women represent 40% of the Council),
- ✓ 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.

Therefore, the Committee unanimously stated that the structure, size, composition and effectiveness of the Supervisory Board in the current composition were suitable and complied with the applicable regulations, in particular Article 22(aa) of the Banking Law.

Both the Supervisory Board's organisational arrangements, the number of its members as well as the knowledge and skills of individual members are commensurate with the knowledge, skills and experience required to effectively perform the Supervisory Board's collective duties, allowing for constructive discussion of issues considered by the Supervisory Board.

The Supervisory Board is collectively suitable given that collective suitability is determined by the sum of sufficient and adequate knowledge, skills and experience of individual Supervisory Board members.

Thus, the Committee did not identify any need to formulate any recommendations as a result of the collective suitability assessment of the Supervisory Board in its current composition.

The Committee confirmed that the assessments were conducted in a full, fair and objective manner, taking into

account all circumstances relevant to the outcome of the assessments. Individual members of the Nominations Committee were not involved in the individual assessments concerning them.

---

Marynika Woroszyńska – Sapięha

Chairperson of the Nominations Committee