

**SANTANDER BANK POLSKA  
SPÓŁKA AKCYJNA  
SUPERVISORY BOARD**

**Resolution of the Supervisory Board no. 46/2024  
dated 21 March 2024**

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Pursuant to § 31 and § 32 of the Statutes of Santander Bank Polska S.A. in relation to Recommendation Z no. 8.9, the Supervisory Board resolves as follows:

§ 1

The Supervisory Board decides to submit to the nearest General Meeting its approval of the report on results of the adequacy self-assessment of Supervisory Board regulations, which constitute an appendix to this resolution.

§ 2

This Resolution becomes effective as of the day of its adoption.

For and on behalf  
of the Supervisory Board  
of Santander Bank Polska S.A.

Antonio Escámez Torres

## **Adequacy assessment of the Internal Regulations related to the Supervisory Board (self-assessment)**

On 21 March 2024, the Supervisory Board of Santander Bank Polska S.A. (the “Bank”) made the self-assessment of the following regulations related to it, i.e.:

- Bank’s Statute,
- Terms of reference of the Supervisory Board,
- Regulations of the Audit and Compliance Committee,
- Regulations of the Risk Committee,
- Regulations of the Remunerations Committee,
- Regulations of the Nominations Committee,
- Internal governance rules of Santander Bank Polska S.A.,
- Corporate governance rules of Santander Bank Polska Group,
- Policy on the suitability assessment of the Supervisory Board Members in Santander Bank Polska S.A.,
- The Supervisory Board Members of Santander Bank Polska S.A. Appointing and Succession Policy,

During the self-assessment process it was pointed out that regulations are periodically reviewed, when the necessity of amendments is identified (due to regulation changes or current needs of adjustments in order to ensure effective functioning of the Supervisory Board or its committees.

In 2023 there were several changes in the regulations indicated above, mainly to adjust them to the amendments to Commercial Companies Code, to align wording with the requirements of the European Parliament and of the Council, to reflect the group standards, to reflect the changes in the composition of the Management Board and to reflect changes in the organizational structure of the Bank. The changes were also driven by the need to add competencies related to managing ESG matters.

The Supervisory Board, after thorough analysis of the regulations, found that they regulate all the required issues, are adequate and enable it to operate effectively and efficiently. The regulations adequately reflect the specificity of the Bank's operations, as well as its size and organizational structure. In addition, they meet all regulatory requirements resulting from legal provisions, recommendations of the Polish Financial Supervision Authority (“PFSA”), as well as the EBA Guidelines related to the internal governance. The Supervisory Board points out that currently the administrative proceedings are in progress to obtain consent from the PFSA to amend the Bank's Statute in order to comply with the provisions introduced by the Act of 16 August 2023 on amending certain acts in connection with ensuring the development of the financial market and the protection of investors in that market (Journal of Laws of 2023, item 1723). The motion to the PFSA in the above-mentioned matters was submitted within the timeframe required by provisions indicated above and the Management Board intends to submit the amendments to the Bank’s Statutes to the next General Meeting for approval.