

SANTANDER BANK POLSKA  
SPÓŁKA AKCYJNA  
SUPERVISORY BOARD

**Resolution of the Supervisory Board no. 37/2025  
dated 19 March 2025**

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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 19 March 2025, 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 2024 there were several changes in the regulations indicated above, mainly to adjust them to the amendments to Commercial Companies Code and Banking Law.

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 (“PFS”), as well as the EBA Guidelines related to the internal governance.

At the next General Meeting of the Bank, the Management Board will present a proposed amendment to the Bank's Statutes for approval concerning: (i) the alignment of the Bank's scope of business with the activities actually performed by the Bank, in accordance with regulatory requirements; (ii) the possibility for the Bank to issue capital bonds (in accordance with Article 27a of the Bond Act); and (iii) the conferring of competence on the Supervisory Board with regard to the selection to carry out the Bank's auditing activities and the selection of the audit firm to attest sustainability reporting (in accordance with the provision of Article 66 of the Accounting Act of 29 September 1994). The Bank has obtained approvals from the Polish Financial Supervision Authority for the aforementioned changes.