



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

Warsaw, 21 February 2025

**ASSESSMENT OF THE INDIVIDUAL SUITABILITY OF 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 that the General Meeting **adopts by force of a relevant resolution the below presented results of assessments of individual suitability of Supervisory Board members as well as collective suitability of the Supervisory Board**, including results of the assessment of individual suitability of Audit and Compliance Committee members (**Audit Committee**) as well as the composition of the Audit Committee in terms of compliance with requirements set out in the Auditors Act.

The assessments are annual **re-assessments for the following members of the Supervisory Board:**

1) Antonio Escámez Torres	Chair of the Supervisory Board
2) José Luís de Mora	Vice Chair of the Supervisory Board
3) José García Cantera	Member of the Supervisory Board
4) Dominika Bettman	Member of the Supervisory Board
5) Isabel Guerreiro	Member of the Supervisory Board
6) Danuta Dąbrowska	Member of the Supervisory Board
7) Adam Celiński	Member of the Supervisory Board
8) Jerzy Surma	Member of the Supervisory Board
9) Tomasz Sójka	Member of the Supervisory Board.
10) Kamilla Marchewka-Bartkowiak	Member of the Supervisory Board

II. Results of the assessment

The Committee made the suitability assessments in line with the following regulations:

- 1) Banking Law Act of 29 August 1997 (**Banking Law**);
- 2) Joint Guidelines of the European Securities and Markets Authority [ESMA] and of the European Banking Authority [EBA] on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06) (**Guidelines**),
- 3) Policy on the suitability assessment of Supervisory Board members in Santander Bank Polska S.A. (**Policy**),
- 4) Act of 11 May 2017 on statutory auditors, audit firms and public oversight (**Auditors Act**).

When assessing the suitability, the Committee also took into account the rules arising from the "Methodology for assessing the suitability of members of governing bodies of entities supervised by the Polish Financial Supervision Authority" published by the KNF (**Methodology**). In relation to Audit Committee members, the Committee took into account in particular the requirements arising from the Auditors Act, the "Best practice for appointment, composition and operation of the audit committees" (**KNF's Best Practice**), the Bank's Statutes And and the "Best practice for GPW listed companies 2021".

2.1 Results of individual suitability assessments

The Committee stated that each of the said individuals:

- ✓ met the suitability criteria set out in Article 22(aa) of the Banking Law, i.e. with regard to the **knowledge, skills and experience** required to perform their duties and responsibilities on the Bank's Supervisory Board as well as **gave assurance of proper exercise of these duties**,
- ✓ met 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,
- ✓ met the **independence of mind** criteria,
- ✓ had 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 the knowledge, skills or experience of the said individuals and thus deemed that there was no need to design Individual Development Plans referred to in § 10 of the Policy for any of those individuals.

The Committee also assessed Supervisory Board members' skills to manage environmental, social and governance (ESG) risks. The Committee deemed that all the assessed individuals had relevant knowledge and skills with regard to sustainable development.

Based on the submitted statements and analysis of the independence criteria for Supervisory Board members, the Committee stated that **five assessed individuals met the independence criteria**, i.e. Dominika Bettman, Danuta Dąbrowska, Adam Celiński, Kamilla Marchewka-Bartkowiak and Tomasz Sójka.

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

2.2 Assessment of the suitability of Audit Committee members and assessment of the Audit Committee's composition – results

On 21 February 2025, the Committee assessed individual suitability of the following individuals in terms of meeting the criteria set out in the Auditors Act and the Bank's Statutes:

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|---------------------|-------------------------------|
| 1) Adam Celiński | Chair of the Committee |
| 2) Danuta Dąbrowska | Member of the Audit Committee |
| 3) Dominika Bettman | Member of the Audit Committee |
| 4) Tomasz Sójka | Member of the Committee |

5) Kamilla Marchewka-Bartkowiak Member of the Audit Committee

In the assessment process the Committee took into account the KNF's stance with regard to members of audit committees presented in the KNF's Best Practice.

The Committee established that all the members met the **independence criterion**.

The Committee established that Adam Celiński, Danuta Dąbrowska, Dominika Bettman and Kamilla Marchewka-Bartkowiak had relevant **knowledge and skills in accountancy or examination of financial statements**.

Dominika Bettman, Tomasz Sójka, Adam Celiński and Kamilla Marchewka-Bartkowiak meet also the requirement of Article 129(5) of the Auditors Act with regard to **skills and knowledge of the Bank's business**.

The Committee formed the opinion that the composition of the Audit Committee was adequate given its tasks and fully met the requirements set out in Article 129 of the Auditors Act, according to which the committee should be composed of minimum three members, with the majority, including the chair, being independent, and at least one member should have knowledge and skills in banking and at least one – knowledge and skills in accountancy or examination of financial statements. The Bank will outperform these criteria – the Audit Committee is composed of five independent members; four of them have knowledge of the banking business (Dominika Bettman, Adam Celiński, Kamilla Marchewka-Bartkowiak and Tomasz Sójka) and four have knowledge and skills in accountancy or examination of financial statements (Danuta Dąbrowska, Dominika Bettman, Adam Celiński and Kamilla Marchewka-Bartkowiak).

In its current composition, the Audit Committee ensures effective discharge of its tasks, including support for the Supervisory Board in executing its supervisory duties.

2.3. Results of the collective suitability assessment

Taking into account the results of the above individual suitability assessments of the Supervisory Board members, including assessment of the suitability of Audit Committee members and its composition as well as the fact that collective suitability of the Supervisory Board is considered to be the sum of skills represented by all its members, the Committee deemed that collectively the Supervisory Board in the current composition:

- ✓ met the requirements with regard to **knowledge, skills and experience, thus giving assurance of proper exercise of their 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,
- ✓ met the criteria with regard to **good repute, honesty and integrity**; the Committee was not aware of any circumstances or factors that could raise concerns about good repute of the said individuals,
- ✓ met the **independence criteria** as five out of ten Supervisory Board members were independent, which enabled their proper representation on Supervisory Board committees,
- ✓ met the **independence of mind** criteria,
- ✓ met the Policy's **diversity requirements**, including those related to educational and professional background, age, geographical provenance as well as those related the female representation on the Supervisory Board (40%-60%),
- ✓ met 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.

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

The Committee also assessed Supervisory Board members' skills to manage environmental, social and governance (ESG) risks. The Committee deemed that the Supervisory Board as a governing body had relevant knowledge and skills with regard to sustainable development.

Both the Supervisory Board's organisational arrangements, the number of its members as well as the knowledge and skills of the assessed individuals 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 Committee did not identify conflicts of interests that would impede the Supervisory Board members' ability to perform their duties independently and objectively.

The Committee did not identify a need to formulate any recommendations as a result of the collective suitability assessment of the Supervisory Board.

The Committee confirmed that the assessment process was conducted in a comprehensive, reliable and impartial manner, taking into account all circumstances that could have affected the assessment's results. Individual members of the Nominations Committee were not involved in the individual assessment of their suitability.

Tomasz Sójka

Chair of the Nominations Committee