

SANTANDER BANK POLSKA
SPÓŁKA AKCYJNA
SUPERVISORY BOARD

**Supervisory Board Resolution no. 44/2026
dated 18 March 2026**

re: assessment of the efficiency and effectiveness of activities of the Supervisory Board of Santander Bank Polska S.A. in 2025

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

§ 1

The Supervisory Board adopts the assessment of the efficiency and effectiveness of activities of the Supervisory Board of Santander Bank Polska S.A. in 2025, which constitute appendix to this resolution, and decides to submit it to the next General Meeting of Santander Bank Polska S.A. for approval.

§ 2

The resolution becomes effective as of the date of its adoption.

For and behalf
of the Supervisory Board
of Santander Bank Polska S.A.
Stefan Dörfler
Deputy Chairman

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

Warsaw, 18 March 2026

**ASSESSMENT OF THE EFFICIENCY AND EFFECTIVENESS OF THE SUPERVISORY BOARD
OF SANTANDER BANK POLSKA S.A. IN 2025**

I. Legal basis

On 18 March 2026, the Nominations Committee of the Supervisory Board of Santander Bank Polska S.A. (**Committee**) assessed the efficiency and effectiveness of the Supervisory Board of Santander Bank Polska S.A. in 2025.

The assessment was made in line with and in relation to the following regulations:

- 1) Banking Law Act of 29 August 1997 (**Banking Law**);
- 2) Commercial Companies Code Act of 15 September 2000 as amended,
- 3) 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**),
- 4) Suitability assessment methodology for members of governing bodies of entities supervised by the KNF,
- 5) Recommendation Z on internal governance in banks (**Recommendation Z**) issued by the Polish Financial Supervision Authority (KNF).

In line with the KNF's Recommendation Z no. 8.9, the effectiveness of Supervisory Board's activities should be subject to regular self-assessment by the Board itself and subject to assessment by the general meeting. The Committee also took into account the KNF's guidance of 31 March 2023 addressed to banks operating as joint stock companies on compliance with requirements for assessing the adequacy of internal regulations concerning their supervisory boards operations and its effectiveness arising from the KNF's Recommendation Z on internal governance in banks.

II. Assessment result

The Committee established that in 2025 the Supervisory Board had duly and effectively discharged its responsibilities arising from applicable laws, including the Commercial Companies Code, the Banking Law, the Bank's Statutes and the KNF recommendations, as well as from corporate governance rules and best market practice. The Committee also stated that the Supervisory Board committees, i.e. Risk Committee, Audit and

Compliance Committee, Nominations Committee and Remuneration Committee operated in compliance with applicable regulations, effectively and efficiently.

In its assessment the Committee relied, among others, on the Management Board Report on Santander Bank Polska Group Performance in 2025 and the draft Report on the activities of the Supervisory Board of Santander Bank Polska S.A. in 2025, which will be presented to the General Meeting for approval.

The Supervisory Board composition is fit and proper given the size of the Bank and its organisational framework. In 2025, there were ten members sitting on the Board. In that period there were no personal changes in the Supervisory Board composition which ensured the continuity of its operations. In 2025, the Supervisory Board composition complied with the requirements laid down in the Statutes: half of the Supervisory Board members were independent, at least half of the members (including independent members) were familiar with (aware of) the reality of Polish market helpful in supervising the Bank's operations, at least two independent members were permanent residents of Poland and spoke Polish. The Supervisory Board composition met also diversity requirements, in particular in terms of education, expert knowledge, experience and gender. The Supervisory Board succession is properly managed and the adopted rules for ensuring continuity of its operations are adequate. The Bank has the Nomination and Succession Planning Policy for Supervisory Board Members in Santander Bank Polska S.A. and prepares the succession plans which list potential candidates for Santander Bank Polska members with the purpose to ensure uninterrupted operations of the Supervisory Board. Following Danuta Dąbrowska's resignation from the Supervisory Board (filed on 6 February 2026, effective as of 25 February 2026), the Bank ensured that the changes to the composition of the Board/ appointment of new Board members on the were put on the agenda of the next General Meeting.

The individual and collective suitability assessments of Supervisory Board members (adopted by force of resolutions of: the Annual General Meeting – no. 20 of 15 April 2025 and Extraordinary General Meeting – no. 3 of 22 January 2026) confirmed that the composition and structure of the Supervisory Board, including the number of independent members, were adequate to the size and complexity of the Bank's organisational framework. All members of the Supervisory Board individually and the Supervisory Board collectively meet the suitability criteria arising from laws and regulatory guidelines.

In 2026, the Nominations Committee assessed the individual suitability of Supervisory Board members and the collective suitability of the Supervisory Board. The Nominations Committee stated that the Supervisory Board members met the suitability criteria with regard to the knowledge, skills and experience, gave assurance of proper exercise of their duties, met the criteria with regard to reputation, honesty and integrity and that they were able to commit sufficient time to perform their duties (including in periods of particularly increased activity of the Bank). The composition and structure of the Supervisory Board were found adequate. Therefore, the Committee recommended that the General Meeting approved the said assessments.

In 2025, members of the Supervisory Board attended a number of training sessions as part of their individual development plans, which enabled them to upgrade their skills in the areas material for the Bank's business. The

training sessions covered topics such as regulatory developments in the context of new technologies, ESG, greenwashing, decarbonisation, risk management, anti-money laundering, market and banking sector trends, and cybersecurity. The survey conducted in February 2026 indicated that the Supervisory Board members appreciated the quality of the organised training which is reflected by the average score – 4.5 out of 5 (with 5 being the highest score).

The Committee stated that in 2025 the Supervisory Board exercised effective and efficient oversight of the Bank's operations. The frequency of the Supervisory Board meetings was commensurate with the needs to discuss all important matters of the Bank and enabled the Bank to comply with all regulatory requirements. The attendance rate at 97.1% reflects active participation of all members at the Supervisory Board meetings. In 2025, the Supervisory Board carried out its activities based on the adopted schedule of meetings and the general work plan adjusted to the current circumstances. The Supervisory Board regularly requested and received from the Bank's Management Board exhaustive materials and explanations with regard to issues covered by the agendas of its meetings as well as those pertaining to other matters important to the Bank's operations. In 2025, the Supervisory Board working agenda included such matters as delivery of the strategy, financial performance, relationship with the external auditor, internal audits, regulatory and compliance issues, risk management and internal control systems as well as current issues related to the activities of individual business lines and the Bank overall. The Supervisory Board paid special attention to processes concerning the change of the Bank's majority shareholder, which took place on 9 January 2026, the planned integration within a new group (Erste Group Bank AG purchased ca. 49% of the Bank's shares from Banco Santander S.A.) as well as the sale of Santander Consumer Bank S.A. (a subsidiary company) that was finalised in December 2025. In the survey run in 2026 the Supervisory Board members stated that the annual working agenda of the Board, frequency of its meetings and their schedule were adequate. Depending on the topics discussed, the Supervisory Board meetings are attended by the Management Board members and heads of Bank's relevant units. Technological solutions used by the Bank enable holding the Supervisory Board meetings online as well as drafting and passing documentation for the meetings in the electronic format. In the survey run in 2026 the Supervisory Board members highly assessed its overall effectiveness, with the average score of 4.83 on the 1 to 5 scale.

The committees of the Supervisory Board, i.e. Risk, Nominations, Remuneration, Audit and Compliance Committees, significantly contribute to the Board's effectiveness and efficiency. In 2025, all committees required under applicable laws operated in the Bank while their composition complied with relevant requirements. During their meetings in 2025, the Supervisory Board Committees discussed in detail the matters falling within their respective remits and then issued recommendations to the Supervisory Board. The Audit and Compliance Committee and the Risk Committee held regular joint sessions to analyse selected issues in detail in accordance with the powers and responsibilities of these Committees. This helped to improve oversight and address major issues in a comprehensive way. Members of the committees are adequately skilled which enables them to provide effective support to the Supervisory Board in discharging its duties while high attendance rates at the meetings evidences their active engagement in the operations of receptive committees. The chairs of the committees properly

organise their work. In the survey run in 2026 the Supervisory Board members highly assessed overall effectiveness of the Supervisory Board committees – from 4.75 to 4.80 on the 1 to 5 scale.

The self-assessment of internal regulations pertaining to the Supervisory Board activities, which will be presented to the General Meeting for approval, indicates that they are adequate to the scale and nature of the Bank’s business, comply with commonly applicable regulations, and ensure adequate composition of the Supervisory Board and effective discharge of its supervisory duties. The regulations are reviewed periodically. During the reviews, any amendments needed as a result of regulatory changes or adjustment to the current needs related to the operation of the Supervisory Board and its committees are identified.

III. Documentation underpinning the assessment

Documents listed below have been used for the assessment:

- 1) Management Board Report on Santander Bank Polska Group Performance in 2025 and the draft Report on the activities of the Supervisory Board of Santander Bank Polska S.A. in 2025;
- 2) Results of individual suitability assessment of the Supervisory Board members and collective suitability assessment of the Supervisory Board;
- 3) Internal regulations pertaining to the Supervisory Board operations, in particular:
 - a) Statutes of Santander Bank Polska S.A.,
 - b) Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.
 - c) Terms of Reference for the Audit and Compliance Committee
 - d) Terms of Reference of the Risk Committee
 - e) Terms of reference of the Remuneration Committee
 - f) Terms of reference of the Nominations Committee
 - g) Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A.
 - h) Nomination and Succession Planning Policy for Supervisory Board Members in Santander Bank Polska S.A.

All these documents are made available to shareholders at the Bank’s website in the investor relations tab (<https://www.santander.pl/relacje-inwestorskie>) and general meetings tab (www.santander.pl/wza)

IV. Recommendation for the Supervisory Board and the General Meeting

The Committee recommends that the Supervisory Board adopts this self-assessment and that it presents it at the next General Meeting for approval.

Tomasz Sójka

Chair of the Nominations Committee