

SANTANDER BANK POLSKA  
SPÓŁKA AKCYJNA  
SUPERVISORY BOARD

**Resolution of the Supervisory Board no. 45/2026  
dated 18 March 2026**

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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 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.

Stefan Dörfler

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

On 18 March 2026, 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.

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

The Supervisory Board hereby notes that:

- on 9 January 2026, Erste Group Bank AG purchased from Banco Santander, S.A. shares representing ca. 49% of total votes in the Bank; hence, the Bank's Management Board convened the Extraordinary General Meeting which changed the name of the Bank to Erste Bank Polska and introduced relevant changes to the Bank's Statutes (see resolution no. 9 of the Extraordinary General Meeting of 22 January 2026); the KNF approved the said changes to the Bank’s Statutes; they are awaiting registration by the relevant registry court ;
- in relation to Bank's decision to expand its business by the financial instruments portfolio management service as part of its plans to develop Wealth Management services and adjust its offering to growing customer needs and intensifying competition, The Bank introduced a relevant provision to the Bank's Statutes that enables it officially to provide the new service in accordance with the KNF's decision and the Bank's strategic plans; the said changes were approved by force of resolution no. 10 of the Extraordinary General Meeting of 22 January 2026; the changes have been reported to relevant registry court and will take effect as of the date they are entered to the register;
- given the protracting work on transposing to the Polish legislation the provisions of Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures (**Directive**), the Supervisory Board proposed adopting changes to the Policy on the

suitability assessment of the Supervisory Board members in Santander Bank Polska S.A. referring, among others, to the provisions on ensuring adequate representation of underrepresented gender in the Supervisory Board composition. The proposed reading of the said policy indicates that when appointing Supervisory Board members, the Bank ensures that as of 2026 the representation of the underrepresented gender in the Supervisory Board complies with the level arising from relevant legislation, including regulations adopted based on the Directive, and that it is not lower than 30%. The other proposed changes consist in simplifying § 9 of the policy and reflect the fact that Erste Group Bank AG is the main shareholder of the Bank.