

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

Warsaw, 18 March 2026

**ASSESSMENT OF THE INDIVIDUAL SUITABILITY OF SUPERVISORY BOARD MEMBERS,  
A PROSPECTIVE MEMBER OF THE SUPERVISORY BOARD  
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 way of a relevant resolution):

- ✓ **results of the individual suitability reassessment of the following Supervisory Board members currently in office:**
  - **Peter Bosek** Chair of the Supervisory Board
  - **Stefan Dörfler** Deputy Chair of the Supervisory Board
  - **Alexandra Habeler-Drabek** Member of the Supervisory Board
  - **Maurizio Poletto** Member of the Supervisory Board
  - **Adam Celiński** Member of the Supervisory Board
  - **Dominika Bettman** Member of the Supervisory Board
  - **Tomasz Sójka** Member of the Supervisory Board
  - **Kamilla Marchewka-Bartkowiak** Member of the Supervisory Board
  - **Jerzy Surma** Member of the Supervisory Board
- ✓ **results of the individual suitability assessment of a prospective Supervisory Board member – Katarzyna Perez,**
- ✓ **results of the collective suitability assessment of the Supervisory Board in the composition including the said candidate,**
- ✓ **results of suitability assessment of members of the Audit and Compliance Committee (Audit Committee) as well as the composition of the Audit Committee to check if it meets the requirements set out in the Auditors Act,**  
and
- ✓ **appointment of Katarzyna Perez to the Supervisory Board.**

This recommendation was made taking into account Danuta Dąbrowska's decision of 6 February 2026 to step down from the Supervisory Board (with effect as of 25 February 2026) as well as the same decisions taken by Kamilla Marchewka-Barkowiak and Jerzy Surma on 17 March 2026 to step down from the Supervisory Board as of 15 April 2026.

The Supervisory Board's composition after the resignation of the said Supervisory Board members and appointment of Katarzyna Perez, a prospective member, is as follows:

- |                             |  |
|-----------------------------|--|
| 1) Peter Bosek              | Chair of the Supervisory Board,        |
| 2) Stefan Dörfler           | Deputy Chair of the Supervisory Board, |
| 3) Alexandra Habeler-Drabek | Member of the Supervisory Board        |
| 4) Maurizio Poletto         | Member of the Supervisory Board        |
| 5) Adam Celiński            | Member of the Supervisory Board        |

6) Dominika Bettman	Member of the Supervisory Board
7) Tomasz Sójka	Member of the Supervisory Board
8) Katarzyna Perez	Member of the Supervisory Board

**Katarzyna Perez** – a financial expert with over 20 years of experience at the intersection of capital markets, advanced financial research and corporate governance. She is a renowned specialist in asset management, behavioral finance and the application of artificial intelligence in market forecasting. She has cooperated with the key financial sector institutions such as the Ministry of Finance or Warsaw Stock Exchange and with the Chancellery of the Sejm of the Republic of Poland. Since 2017, she has been an independent member of the Supervisory Board and Audit Committee at Santander TFI S.A. Since 2005, she has been associated with the Poznań University of Economics and Business; currently Professor of Finance (since 2014), Head of the Department of Investment and Financial Markets (since 2018), Chair of the University Endowment Financial Committee (since 2025) and member of the Doctoral School Board (since 2025). Her knowledge and experience will strengthen the Supervisory Board's skills with regard to regulatory supervision of financial institutions as well as capital and financial markets, economy and finance.

## II. Results of the assessments

### 2.1. Reassessment of the individual suitability of the Supervisory Board members currently in office – results

The reassessment concerns the following Supervisory Board members:

○ <b>Peter Bosek</b>	Chair of the Supervisory Board
○ <b>Stefan Dörfler</b>	Deputy Chair of the Supervisory Board
○ <b>Alexandra Habeler-Drabek</b>	Member of the Supervisory Board
○ <b>Maurizio Poletto</b>	Member of the Supervisory Board
○ <b>Adam Celiński</b>	Member of the Supervisory Board
○ <b>Dominika Bettman</b>	Member of the Supervisory Board
○ <b>Tomasz Sójka</b>	Member of the Supervisory Board
○ <b>Kamilla Marchewka-Bartkowiak</b>	Member of the Supervisory Board
○ <b>Jerzy Surma</b>	Member of the Supervisory Board

The Committee established 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 warranted their proper discharge,
- ✓ met the criteria with regard to good repute, honesty, and integrity; in the Committee's opinion there are no objective or 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, including during the periods of particularly increased activity of the Bank; in particular, met 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 on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A. for any of those individuals.

The Committee also assessed 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.

The independence criteria are met by four out of nine members who were subject to this reassessment.

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

assessments.

## 2.2 Assessment of the individual suitability of a prospective Supervisory Board member – results

The Committee stated that **Katarzyna Perez**, a prospective Supervisory Board member:

- ✓ 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 her 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 or demonstrable grounds that might raise concerns about her good repute;
- ✓ met the **independence of mind** criteria,
- ✓ had the ability to **commit sufficient time** to perform her duties and responsibilities, including during 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 terms of the candidate's knowledge, skills or experience. The induction of the new member, should the candidate be appointed as Supervisory Board member by the General Meeting of Shareholders, will follow the rules defined in the Bank's applicable regulations.

The Committee also assessed skills to manage environmental, social and governance (ESG) risks. The Committee deemed that the candidate had relevant knowledge and skills with regard to sustainable development.

Katarzyna Perez meets the independence criteria.

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

The above individual suitability assessment is the initial one made in view of the proposed appointment of the candidate to the Bank's Supervisory Board.

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

The Committee assessed individual suitability of **Katarzyna Perez** as prospective member of the Audit and Compliance Committee (**Audit Committee**).

The Committee deemed that Katarzyna Perez **had relevant knowledge and skills in banking as well as knowledge of accountancy or audit of financial statements** in line with the criteria indicated in the Best practice for public interest entities relating to the appointment, composition and operations of the audit committee (issued by the KNF on 24 December 2019) as well as the knowledge to interpret and assess financial statements correctly on her own. Katarzyna Perez meets the independence criteria.

On 18 March 2026, the Committee assessed the individual suitability of the following persons in terms of meeting the criteria set out in the Auditors Act and the Bank's Statutes:

- |                             |                               |
|-----------------------------|-------------------------------|
| 1) Adam Celiński            | Chair of the Audit Committee  |
| 2) Dominika Bettman         | Member of the Audit Committee |
| 3) Tomasz Sójka             | Member of the Audit Committee |
| 4) Alexandra Habeler-Drabek | Member of the Audit Committee |
| 5) Stefan Dörfler           | Member of the Audit Committee |
| 6) Maurizio Poletto         | Member of the Audit Committee |
| 7) Katarzyna Perez          | Member of the Audit Committee |

Adam Celiński, Dominika Bettman, Tomasz Sójka and Katarzyna Perez meet the independence criteria. The Committee established that Adam Celiński, Dominika Bettman and Stefan Dörfler had relevant **knowledge and skills in accountancy or audit of financial statements**; Katarzyna Perez also has knowledge in this respect.

All the said members also meet 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 above 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 audit of financial statements.

The majority of the Committee members in the proposed composition (i.e. four out of seven members), including the chair, will meet the independence criteria. The remaining criteria will be outperformed, i.e. all members meet the requirement of Article 129(5) of the Auditors Act with regard to the knowledge and skills in banking while three out of seven members (Adam Celiński, Dominika Bettman and Stefan Dörfler) meet the requirement of Article 129(4) of the Auditors Act with regard to the knowledge and skills in accounting and audit of financial statements, whilst Katarzyna Perez has also knowledge in this respect; moreover, all members have knowledge and experience to interpret and assess financial statements correctly on their own.

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

#### **2.4. Collective suitability assessment – results**

Taking into account the results of the above mentioned individual suitability assessments of the Supervisory Board members, including the results of the assessment of the suitability of Audit Committee members and of its composition as well as the fact that the collective suitability of the Supervisory Board is considered as a sum of skills represented by all its members, the Committee deemed that the Supervisory Board in the proposed composition, i.e.:

1) Peter Bosek	Chair of the Supervisory Board,
2) Stefan Dörfler	Deputy Chair of the Supervisory Board,
3) Alexandra Habeler-Drabek	Member of the Supervisory Board
4) Maurizio Poletto	Member of the Supervisory Board
5) Adam Celiński	Member of the Supervisory Board
6) Dominika Bettman	Member of the Supervisory Board
7) Tomasz Sójka	Member of the Supervisory Board
8) Katarzyna Perez	Member of the Supervisory Board

would collectively:

- ✓ meet 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,
- ✓ meet 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,
- ✓ meet the **independence criteria** as four out of eight Supervisory Board members are independent, which enables their proper representation on Supervisory Board committees,
- ✓ meet the **independence of mind criteria**,
- ✓ meet the Policy's **diversity requirements**, including those related to educational and professional background, age, geographical provenance as well as those related to the female representation on the Supervisory Board (in the reading submitted to the Annual General Meeting convened for 15 April 2026),
- ✓ meet the **criteria with regard to the ability to commit sufficient time** to perform their 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 and its committees, including the Audit Committee, in the current composition were suitable and complied with the applicable regulations, in particular Article 22(aa) of the Banking Law.

The Committee also concluded that the Supervisory Board would have adequate skills with regard to the management of environmental, social and governance (ESG) risks and sustainability risks.

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 any conflicts of interests that would impede the Supervisory Board members' ability to perform their duties independently and objectively.

Based on the submitted assurance statements and analysis of independence criteria for Supervisory Board members, the Committee deemed that the Supervisory Board in the proposed composition, i.e. with Katarzyna Perez, a prospective member on the board, and once Danuta Dąbrowska, Jerzy Surma and Kamilla Marchewka-Bartkowiak cease to perform their roles, would continue to meet the requirement of § 25(2) of the Bank's Statutes which states that at least half of the Supervisory Board members must be independent. Dominika Bettman, Adam Celiński, Tomasz Sójka and Katarzyna Perez, i.e. four out of eight members on the board, meet these criteria.

In the proposed composition, the representation of women on the Supervisory Board will be 37%.

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

This assessment of the collective suitability of the Supervisory Board is the initial one given the proposed appointment of a new Supervisory Board member.

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.

## **2.5. Assessment of the other Supervisory Board Committees – results**

The Committee assessed individual suitability of **Tomasz Sójka** and **Katarzyna Perez** as prospective members of the Risk Committee and deemed that each of them had knowledge and experience required to perform these duties.

The **Risk Committee** in the following composition:

- |                             |                              |
|-----------------------------|------------------------------|
| 1) Dominika Bettman         | Chair of the Risk Committee  |
| 2) Adam Celiński            | Member of the Risk Committee |
| 3) Tomasz Sójka             | Member of the Risk Committee |
| 4) Katarzyna Perez          | Member of the Risk Committee |
| 5) Alexandra Habeler-Drabek | Member of the Risk Committee |
| 6) Stefan Dörfler           | Member of the Risk Committee |
| 7) Maurizio Poletto         | Member of the Risk Committee |

will comply with the requirements of the law.

The Committee members, both individually and collectively, have the knowledge and skills with regard to **risk management and control practices** in accordance with EBA/GL/2021/05 Guidelines on internal governance; the majority of the Committee members (four out of seven), including its chair, will meet the **independence criteria**.

The Committee assessed individual suitability of **Katarzyna Perez** as a prospective member of the Remuneration Committee and deemed that she had knowledge and experience required to perform these

duties.

The **Remuneration Committee** in the following composition:

- |                             |                                      |
|-----------------------------|--------------------------------------|
| 1) Tomasz Sójka             | Chair of the Remuneration Committee  |
| 2) Peter Bosek              | Member of the Remuneration Committee |
| 3) Alexandra Habeler-Drabek | Member of the Remuneration Committee |
| 4) Dominika Bettman         | Member of the Remuneration Committee |
| 5) Katarzyna Perez          | Member of the Remuneration Committee |

will comply with the requirements of the law.

The Committee members have knowledge concerning **remuneration policies and practices, risk management and control practices**, and with regard to the mechanism for aligning the remuneration structure to the Bank's risk and capital profile in accordance with EBA/GL/2021/05 Guidelines on internal governance; the majority of the Committee members (three out of five), including its chair, will meet the **independence criteria**.

The Committee assessed individual suitability of **Dominika Bettman** and **Adam Celiński** as prospective members of the Nominations Committee and deemed that each of them had knowledge and experience required to perform these duties.

The **Nominations Committee** in the following composition:

- |                     |                                     |
|---------------------|-------------------------------------|
| 1) Tomasz Sójka     | Chair of the Nominations Committee  |
| 2) Peter Bosek      | Member of the Nominations Committee |
| 3) Stefan Dörfler   | Member of the Nominations Committee |
| 4) Dominika Bettman | Member of the Nominations Committee |
| 5) Adam Celiński    | Member of the Nominations Committee |

will comply with the requirements of the law.

The Committee members have the knowledge and skills with regard to the **selection process and suitability requirements**; moreover the majority of the Committee members (three out of five), including its chair, will meet the **independence criteria**.

The proposed composition of the individual committees ensures effective discharge of their tasks, including support for the Supervisory Board in executing its supervisory duties.

### III. Basis of the assessments

The Committee made the assessments based on the collected documents and information, including assurance statements of the assessed individuals, in particular based on 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) EBA/GL/2021/05 Guidelines on internal governance;
- 4) Act of 11 May 2017 on statutory auditors, audit firms and public oversight (**Auditors Act**);
- 5) Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A. (**Policy**).

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.

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" published by the KNF and the "Best practice for GPW listed companies 2021".

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.

Tomasz Sójka

Chair of the Nominations Committee