



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

Warsaw, 8 March 2021

**RECOMMENDATION OF THE SUPERVISORY BOARD'S NOMINATIONS COMMITTEE FOR  
THE ANNUAL GENERAL MEETING WITH REGARD TO PROSPECTIVE MEMBER AND  
CHAIRMAN OF THE SUPERVISORY BOARD OF SANTANDER BANK POLSKA S.A.**

On 8 March 2021, the shareholder of Santander Bank Polska S.A. (**Bank**), i.e. Banco Santander S.A., submitted proposed resolutions to be adopted by the Annual General Meeting convened for 22 March 2021 with regard to:

- appointment of Antonio Escámez Torres as a member of the Bank's Supervisory Board, and
- nomination of Antonio Escámez Torres as Chairman of the Bank's Supervisory Board.

Therefore, the Nominations Committee of the Bank's Supervisory Board (**Committee**) assessed the individual suitability of **Antonio Escámez Torres** as a prospective member of the Supervisory Board and its chairman as well as assessed collective suitability of the Bank's Supervisory Board. The Committee took into account Gerry Byrne's (the to-date Chairman) resignation from the Supervisory Board (submitted on 22 February 2021 effective as of the moment when the Annual General Meeting approves the Supervisory Board's report on its performance for 2020).

The assessments were made in line with the following regulations:

- 1) Banking Law of 29 August 1997 (**Banking Law**),
- 2) Joint Guidelines of the European Securities and Markets Authority and the European Banking Authority No. EBA/GL/2017/12 (**Guidelines**),
- 3) Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A. (**Policy**).

The Committee took also into account the "Methodology for assessing the suitability of members of the governing bodies of the entities supervised by the Polish Financial Supervision Authority" published by the KNF.

**Based on the assessments made, the Committee recommends to the Annual General Meeting the appointment of Antonio Escámez Torres to the Bank's Supervisory Board and his nomination as the Bank's Supervisory Board Chairman.**

**I. Results of the individual suitability assessment of Antonio Escámez Torres**

The Committee assessed the individual suitability based on the following criteria:

- a) knowledge, skills and experience,
- b) reputation, honesty, and integrity,
- c) independence,
- d) independence of mind,
- e) ability to commit sufficient time to perform the duties.

The Committee established that Antonio Escámez Torres:

- meets the suitability criteria set out in Article 22(aa) of the Banking Law, i.e. with regard to knowledge, skills and experience required to perform the duties and responsibilities he is to perform on the Bank's Supervisory Board as well as gives assurance of proper exercise of these duties,
- meets 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 his good repute,
- meets the independence of mind criteria,
- has the ability to commit sufficient time to perform his duties and responsibilities, in particular, meets the requirements set out in Article 22(aa)(3) of the Banking Law.

Thus Antonio Escámez Torres is a suitable candidate to perform the function of the Bank's Supervisory Board Chairman. This is justified by his over 40-years of extensive professional experience and successful performance in a variety of executive roles across a number of different business lines and geographies within Santander Group, a strong financial services background and his qualifications, including his experience as a Non-Executive Member, Chairman or Vice Chairman of the Board of Directors in financial institutions (such as Banco Santander, Santander Consumer Finance and Open Bank).

Antonio Escámez Torres will contribute to the Bank's Supervisory Board his broad experience and knowledge, primarily in financial markets and banking, including retail and digital banking. He also has extensive experience in strategic planning and management, which will be particularly valuable given the strategic transformation progressed in the Bank. He has excellent knowledge of the banking services market, also in global terms.

Antonio Escámez Torres is currently a Non-Executive member of the Board of Directors of Santander Consumer Finance, S.A. and Open Bank, S.A., members of Banco Santander Group with which he has been associated since 1979.

He holds a law degree from the University Complutense of Madrid.

Antonio Escámez Torres is deemed to be of good repute and he is engaged in the CSR as a member of renowned foundations (Konecna, and before Banco Santander Foundation and Consejo Espana India).

In the Committee's view, he is able to demonstrate independence of mind to effectively assess and challenge decisions related to the Bank's business.

The Committee did not identify any conflicts of interests that would impede his ability to perform duties on the Supervisory Board independently and objectively.

The Committee established that Antonio Escámez Torres did not meet the independence criteria. However, the Committee stated that after his appointment to the Supervisory Board and Gerry Byrne's resignation, the independence criteria would continue to be met by a sufficient number of its members (i.e. five out of the target 10-member composition of the Supervisory Board).

The Committee did not identify any need to issue any recommendations as a result of the individual suitability assessment of Antonio Escámez Torres as a prospective member of the Bank's Supervisory Board and its Chairman. If he is appointed to the Supervisory Board, the induction process will proceed in line with the rules applicable in the Bank.

## **II. Results of the assessment of the collective suitability of the Supervisory Board of Santander Bank Polska S.A.**

On 8 March 2021, the Committee assessed the collective suitability of the Bank's Supervisory Board.

The proposed composition of the Supervisory Board, following the appointment of the proposed candidate – Antonio Escámez Torres as well as Gerry Byrne's resignation, is as follows:

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|---------------------------|--|
| 1) Antonio Escámez Torres | Chairman of the Supervisory Board      |
| 2) José Luís de Mora      | Vice Chairman of the Supervisory Board |
| 3) José García Cantera    | Member of the Supervisory Board        |
| 4) Danuta Dąbrowska       | Member of the Supervisory Board        |
| 5) David Hexter           | Member of the Supervisory Board        |
| 6) John Power             | Member of the Supervisory Board        |

7) Jerzy Surma	Member of the Supervisory Board
8) Marynika Woroszyńska-Sapieha	Member of the Supervisory Board
9) Isabel Guerreiro	Member of the Supervisory Board
10) Dominka Bettman	Member of the Supervisory Board

The collective suitability of the Supervisory Board in the proposed composition was assessed in line with the following criteria:

- a) knowledge, skills and experience,
- b) reputation, honesty, and integrity,
- c) independence,
- d) independence of mind,
- e) diversity,
- f) ability to commit sufficient time to perform the duties.

The Committee deemed the individual suitability assessments of the Supervisory Board members dated 19 February 2021 as valid and took into account the re-assessment of the Supervisory Board's suitability made then (the results of these assessments were presented to the Annual General Meeting convened for 22 March 2021 under agenda item 11).

The Committee established that after the considered change at the Chairman's position, the collective skills of the Supervisory Board will be sufficient, whilst the Supervisory Board collectively will meet:

- requirements with regard to knowledge, skills and experience and assurance of proper exercise of duties and effective management of all areas of the Bank,
- the good repute, honesty, and integrity criteria,
- the independence criteria as there continue to be five independent members in the 10-member target composition of the Supervisory Board who are properly represented on the Supervisory Board committees,
- the independence of mind criteria,
- diversity requirements, including those related to educational and professional background, age, geographical provenance, female representation target on the Supervisory Board defined in the Policy until 2025,
- the criteria with regard to the ability to commit sufficient time to perform duties, also in periods of particularly increased activity of the Bank.

Having analysed the change at the Chairman's position, the Committee deemed that the structure, composition and effectiveness of the Supervisory Board, will remain suitable and continue to comply with the applicable regulations, in particular Article 22(aa) of the Banking Law.

Antonio Escámez Torres' experience and skills will ensure proper exercise of his duties as the Chairman and they will also complement the collective skills of the Supervisory Board after Gerry Byrne's resignation. Suitable level of knowledge, skills and experience, enabling effective exercise of all the Supervisory Board's duties, will continue to be ensured.

The Committee did not identify any conflicts of interests and established that each of the Supervisory Board members had the ability to commit sufficient time to perform their duties on the Supervisory Board. The Committee did not formulate any recommendations following the assessment of the collective suitability of the Supervisory Board in the proposed composition.

The Committee confirmed that the assessment process was conducted in a comprehensive, integrate and impartial manner, taking into account all circumstances that could have affected the assessment's results.