

SANTANDER BANK POLSKA S.A
SPÓŁKA AKCYJNA
SUPERVISORY BOARD

**Resolution of the Supervisory Board no. 132/2021
dated 29 September 2021**

Pursuant to § 32 of Santander Bank Polska S.A Statutes and § 2 of Annual General Meeting of Santander Bank Polska S.A. Resolution no. 32 dated 16th May 2019, the Supervisory Board resolves as follows:

§ 1

The Supervisory Board Members of Santander Bank Polska S.A. Appointing and Succession Policy which is appendix no. 2 to the Annual General Meeting Resolution no. 32 dated 16th May 2019 (“**the Policy**”) shall be read as in appendix hereto.

§ 2

The amendments to the Policy introduced by this resolution shall be presented at the nearest General Meeting.

§ 3

This Resolution becomes effective as of 1 January 2022.

For and on behalf of
the Supervisory Board of
Santander Bank Polska S.A
Chairman

Antonio Escámez Torres



Appendix to the Supervisory Board's resolution
no. 132 of 29 September 2021

NOMINATION AND SUCCESSION PLANNING POLICY FOR SUPERVISORY BOARD MEMBERS SANTANDER BANK POLSKA S.A.

Contents

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 1. INTRODUCTION | 2 |
| 2. DEFINITIONS | 2 |
| 3. GENERAL PRINCIPLES..... | 2 |
| 4. IDENTIFICATION OF SUCCESSORS | 3 |
| 5. DEVELOPMENT OF SUCCESSORS' SKILLS | 3 |
| 6. RULES OF APPOINTING THE SUPERVISORY BOARD MEMBERS RULES OF CONDUCT IN CASE OF A SUDDEN OR UNEXPECTED ABSENCE OF SUPERVISORY BOARD MEMBERS..... | 4 |
| 7. REMOVAL OF A SUPERVISORY BOARD MEMBER..... | 5 |
| 8. PERIODIC REVIEW OF THE POLICY | 5 |

1. INTRODUCTION

In order to ensure effective management and continuity of business processes, non-discrimination based on gender, compliance with the joint guidelines of the European Securities and Markets Authority and the European Banking Authority no. EBA/GL/2021/06, equal treatment standards and the necessary balance of skills, experience and knowledge of Supervisory Board members, the Bank has implemented this Policy governing the nomination of candidates for selection to the positions covered by this document, the development of their skills and their nomination.

2. DEFINITIONS

Bank – Santander Bank Polska S.A. with its registered office in Warsaw,

Committee – means the Supervisory Board’s Nominations Committee,

Policy – this *Nomination and Succession Planning Policy for Supervisory Board members at Santander Bank Polska S.A.*,

Successors – persons identified to potentially succeed persons holding the positions covered by this Policy,

Suitability Assessment Policy – *Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A.*,

Succession Plan – the List of approved successors defining dates and actions required to make successors ready to take up the new roles,

Bank Group – the Bank and its subsidiaries under Article 4(1)(9) of the Polish Banking Law.

3. GENERAL PRINCIPLES

§ 1

1. This Policy applies to members of the Supervisory Board, their successors and candidates for the roles of the Supervisory Board members.
2. The objective of the Policy is to set out rules allowing to minimise the risk generated by a long-term absence or unexpected cessation of performing of functions by members of the Supervisory Board.
3. The Policy defines:
 - a) methods of the identification and approval of potential Successors;
 - b) development of Successors' skills;
 - c) periodic reviews of Successors' identification process,
 - d) rules for the identification of Successors.
4. The List of Successors at the Bank is confidential and can be disclosed to members of the Supervisory Board, authorised employees of the relevant unit in the Business Partnership Division, other persons authorised by the Supervisory Board and the Committee and to the Successors with respect to information relevant to them.

4. IDENTIFICATION OF SUCCESSORS

§ 2

1. The process of identifying Successors in a non-discriminatory way is intended to select candidates who could potentially fill the positions covered by this Policy based on the assessment of their work experience, performance, and development potential. The Succession Policy helps the Bank to meet the diversity objectives arising from the Suitability Assessment Policy.
2. The potential Successors' identification process takes place cyclically, at least once a year and whenever the List of Successors' update is required. The identification process should take into account the end date of the Supervisory Board's relevant term of office.
3. The identification process should ensure that a Successor has sufficient professional expertise to hold a position of the Supervisory Board member. A single Successor may be nominated for more than one position covered by this Policy.
4. The following persons participate in the identification process: chairperson of the Supervisory Board and chairperson of the Committee, who recommend the List of Successors to the Committee.
5. Potential Successors should be aware of the corporate culture, values, behaviours and strategies of the Bank and its management body.
6. The relevant unit in the Business Partnership Division, in cooperation with subject matter units, is responsible for gathering relevant information and monitoring the process of Successors' identification.
7. The identification process should ensure selection of Successors from a sufficiently big group of potential candidates for the Supervisory Board in its full composition.
8. The identification process results in the List of Successors and its approval by the Committee.

§ 3

The approved List referred to in §2(8) constitutes the Succession Plan.

5. DEVELOPMENT OF SUCCESSORS' SKILLS

§ 4

1. If Successors have certain knowledge and skills development needs to meet the requirements of the target positions covered by this Policy, they are provided with development plans prepared by the Committee's chairperson aided by the Bank's organisational units responsible for development of senior management staff. The development plans will contain at least proposed measures intended to eliminate, as soon as possible, the diagnosed gaps in knowledge and skills required for a given function, as well as a timeframe for the development actions.
2. Each Successor is independently responsible for the execution of the development plan provided to them by the relevant person appointed by the Committee. The person appointed by the Committee, if needed, may support the Successor in the execution of their development plan. The related progress is analysed during meetings held between the Successor and the person appointed by the Committee to supervise the development plan's execution or between the Successor and the Committee chairperson.

3. If a Successor fails to deliver the envisaged development actions, they may be excluded from the Succession Plan.
4. The development plan should be coherent with the Bank's business needs, while the final decision regarding the approval of a Successor's knowledge and skills development needs is made by the Committee.

6. RULES OF APPOINTING THE SUPERVISORY BOARD MEMBERS RULES OF CONDUCT IN CASE OF A SUDDEN OR UNEXPECTED ABSENCE OF SUPERVISORY BOARD MEMBERS

§ 5

1. A Supervisory Board member is appointed in the following circumstances:
 - a) upon the end of the Supervisory Board's term of office,
 - b) upon resignation of a Supervisory Board member or their sudden or unexpected absence, if such circumstances trigger a need for appointing a new Supervisory Board member,
 - c) upon a decision that the Supervisory Board's composition should be extended,
 - d) upon the occurrence of circumstances defined in the Suitability Assessment Policy or other specific regulations.
2. The appointment process is run in accordance with the Bank's Statutes, the rules set out in the Banking Law and in the Suitability Assessment Policy.
3. The Supervisory Board chairperson is responsible for the appointment process within the remit of the Supervisory Board and the Committee. The responsibility referred to in the previous sentence is delegated to the Committee's chairperson when the Supervisory Board's chairperson is being nominated.
4. The Committee takes into account a sufficiently big group of potential candidates:
 - a) listed in Succession Plans or selected in the recruitment process, or
 - b) nominated by shareholders,and assesses their suitability; then it submits a recommendation on appointing a Supervisory Board member to (i) the Supervisory Board, (ii) the general meeting of shareholders (iii) and a relevant unit in Banco Santander in charge of the suitability assessment of the candidate as per separate regulations.
5. The suitability assessment of candidates is carried out by the Committee in line with the Suitability Assessment Policy, independently of the assessment process conducted by Banco Santander whilst all decisions are taken by authorised units and bodies of the Bank.
6. The decision on appointing a candidate as a Supervisory Board member is taken during the general meeting of shareholders by force of a resolution.

§ 6

In case of a sudden and unexpected absence of a Supervisory Board member preventing them to perform their duties in the ordinary course, the chairperson of the Committee, acting in cooperation with the chairperson of the Supervisory Board, takes adequate actions to ensure proper functioning of the Supervisory Board.

If such an absence triggers a need for appointing a new Supervisory Board member, the Supervisory Board chairperson and the Committee chairperson immediately commence the nomination process as set out in this Policy.

§ 7

In order to mitigate the risk of a number of vacancies arising on the Supervisory Board within a short period of time:

- a) the sufficient number of the Supervisory Board members and their Successors is ensured, taking into account the Bank's business scale and profile,
- b) the Supervisory Board members shall refrain from resigning if there is a vacancy in that body,
- c) The Supervisory Board composition is adequately diversified, also in terms of members' age and geographical provenance so that on a daily basis they are located in different geographies and work in different business environments,
- d) business continuity rules are observed so that operational risks are avoided (e.g. sanitary arrangements at the time of a pandemic, business travel rules etc.).

7. Removal of a Supervisory Board member

§ 8

1. Supervisory Board members are removed by the general meeting of shareholders upon a recommendation from the Committee or at the request of an authorised shareholder(s)..
2. The request of an authorised shareholder or shareholders is filed in line with the Commercial Companies Code, the Bank's Statutes, Terms of Reference of Santander Bank Polska general meetings of shareholders, taking into the rules indicated in the announcement on the general meeting of shareholders (if applicable).
3. The Committee issues a recommendation to remove a Supervisory Board member whenever required under the applicable legislation and the Suitability Assessment Policy.
4. A member of the Supervisory Board may also be removed upon request or by the Polish Financial Supervision Authority in situations provided for by law.

8. Periodic review of the Policy

§ 9

This Policy is subject to annual reviews by the Committee supported by the Corporate Governance Department.