

SANTANDER BANK POLSKA MANAGEMENT BOARD DIVERSITY POLICY

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1. INTRODUCTION

To promote diversity in Management Board member roles and to provide a wide range of qualities and skills, perspectives and experience on the Management Board needed to support independent judgment and informed decision making based on a selection of suitable criteria, the Bank hereby implements this Santander Bank Polska Management Board Diversity Policy (the "Policy"). This Policy is based on the Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders EBA/GL/2017/12 (the "Guidelines") and complies with the applicable laws, including Poland's Banking Act and Commercial Companies Code.

1. Promoting diversity across the company, the Bank strives to ensure that the Management Board members provide a wide range of qualities and skills suitable for their job roles, the required experience and impeccable reputation, both in their professional and private lives and that they are able to exercise independent judgement and opinions.

2. The Bank cares to ensure the Management Board's diversity in terms of gender and to prevent any situation of discrimination against candidates for the Management Board's member roles, especially on the grounds of gender, educational background, experience or age.

2. GENERAL PRINCIPLES

Paragraph 1

This Policy applies both to the Management Board members as well as candidates for such roles.

Paragraph 2

1. The Supervisory Board's new appointments of Management Board members are based on due care to ensure that the composition of the Management Board provides the appropriate balance of diversity, especially in terms of education and experience, gender, age and geographical provenance.
2. When nominating Management Board members, the Supervisory Board will strive to achieve the objective to move towards 30% female representation on the Management Board in 2025.
3. New Management Board members' appointments for new terms of office will be underpinned by the Supervisory Board's focus on gradual increase in the number of women on the Management Board in order to bring it towards the target set in Paragraph 2(2).
4. The Supervisory Board's Nominations Committee (the "Nominations Committee") will make every effort to:
 - 4.1. ensure an appropriate female representation in line with the target referred to in Paragraph 2(2) in the Succession Plan developed in accordance with Santander Bank Polska Nomination and Succession Planning Policy for Management Board Members and Key Function Holders;
 - 4.2. ensure that women listed as potential candidates for Management Board member roles approved by the Supervisory Board known as the Succession Plan achieve board-readiness within the expected time horizon.
5. Diversity in terms of education and experience will be assessed taking into consideration requirements specific for individual Management Board member roles, the Bank's current and strategic objectives and existing and future high-priority projects.

6. The Supervisory Board will strive to ensure that the composition of the Management Board reflects balance in terms of members' age providing a wide range of seniority, experience and skills.
7. With respect to the Management Board's diversity in terms of geographical provenance, the Nominations Committee will take into consideration the Bank's relationship with Santander Group and its cross-border business objectives.

3. EVALUATION OF POLICY OBJECTIVES

Paragraph 1

The Nominations Committee will carry out, at least on an annual basis, a collective assessment of the Management Board in terms of achieving the set objectives and targets arising from this Policy. If insufficient progress in achieving the objectives or targets is identified, the Committee will indicate the causes and recommend appropriate measures to be taken to meet the diversity targets.

Paragraph 2

1. The Nominations Committee will review the application of this Policy at least on an annual basis and will report the results to the Supervisory Board.
2. When assessing the suitability of the Management Board members' skills at least annually in accordance with the Policy on selection and assessment of Management Board Members and Key Function Holders in Santander Bank Polska, the Nominations Committee will take into consideration the provisions of this Policy.