



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

Warsaw, 3 March 2023

**ASSESSMENT OF THE EFFICIENCY AND EFFECTIVENESS OF ACTIVITIES OF THE SUPERVISORY BOARD OF  
SANTANDER BANK POLSKA S.A. IN 2022**

**I. Legal basis**

On 3 March 2023, the Nominations Committee of the Supervisory Board of Santander Bank Polska S.A. (**Committee**) assessed the efficiency and effectiveness of activities of the Supervisory Board of Santander Bank Polska S.A. in 2022.

The assessment was made in relation to the following regulations:

- 1) the Banking Law Act of 29 August 1997 (Banking Law),
- 2) Commercial Companies Code Act of 15 September 2000 as amended,
- 3) 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),
- 4) Recommendation Z on internal governance in banks (Recommendation Z) issued by the Polish Financial Supervision Authority (KNF).

In line with the KNF's Recommendation Z no. 8.9, the effectiveness of Supervisory Board's activities should be subject to regular self-assessment by the Board itself and subject to assessment by the general meeting.

**II. Evaluation result**

The Committee established that in 2022 the Supervisory Board had duly and effectively discharged its responsibilities arising from applicable laws, including the Commercial Companies Code, the Banking Law, the Bank's Statutes and the KNF recommendations, as well as from corporate governance rules.

The internal regulations pertaining to the Supervisory Board activities are adequate to the scale and nature of the Bank's business, comply with commonly applicable regulations, ensure adequate composition of the Supervisory Board and effective discharge of its supervisory duties. The composition and structure of the Supervisory Board, including the number of independent members, are adequate to the size and complexity

of the Bank's organisational framework. Succession is properly managed and the adopted rules for ensuring continuity on the Supervisory Board are adequate.

The Supervisory Board met as often as necessary to ensure that all matters within its remit were duly addressed. It obtained all the required documents and information and regularly requested the Management Board to provide updates on the Bank and its Group.

The Supervisory Board members committed sufficient time to perform their duties as confirmed by high attendance at all meetings of the Supervisory Board (96.09% on average) and its Committees as well as active participation of the members, who asked questions, made comments and discussed the matters submitted by the Management Board.

All issues regarded by the Supervisory Board or its Committees as significant for the oversight of the Bank's business were thoroughly analysed and – based on detailed questions and agreements with the Management Board – effectively monitored, both by the Supervisory Board and its Committees.

The Audit and Compliance Committee and the Risk Committee held regular joint sessions to analyse selected issues in detail in accordance with the powers and responsibilities of these Committees. This helped to improve oversight and address major issues in a comprehensive way.

While performing their duties, Supervisory Board members were guided by the interest of the Bank and the independence of judgements and opinions.

All members of the Supervisory Board individually and the Supervisory Board collectively meet the suitability criteria arising from laws and regulatory guidelines.

Both the composition of the Supervisory Board and knowledge and experience of its individual members, and their active participation in the meetings of the Supervisory Board and its Committees ensured sound and effective operations of the Supervisory Board as well as proper and effective supervision over the Bank's activities in 2022.

### **III. Documentation underpinning the assessment**

Documents listed below have been used for the needs of the assessment. Additionally, the Committee took into account the Report from the independent assessment of the effectiveness of the Supervisory Board of Santander Bank Polska S.A issued by KPMG Advisory spółka z ograniczoną odpowiedzialnością sp.k. with the registered office in Warsaw presented to the Extraordinary General Meeting on 12 January 2023.

- 1) Minutes of the Supervisory Board's meetings,
- 2) Results of an anonymous survey conducted among Supervisory Board members,
- 3) Results of individual suitability assessment of the Supervisory Board members and collective suitability assessment of the Supervisory Board,
- 4) List of training session for Supervisory Board members for 2022,

- 5) Management Board Report on Santander Bank Polska Group Performance in 2022 and the draft Report on the activities of the Supervisory Board of Santander Bank Polska S.A. in 2022,
- 6) Internal regulations, in particular:
  - a) Statutes of Santander Bank Polska S.A.,
  - b) Organisational Regulations of Santander Bank Polska S.A.,
  - c) Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.,
  - d) Policy on the Suitability Assessment of the Supervisory Board members in Santander Bank Polska S.A.,
  - e) List of reports from the Management Information System,
  - f) Santander Bank Polska Supervisory Board Members' Induction and Training Policy.

#### **IV. Recommendation for the Supervisory Board and the General Meeting**

The Committee recommends that the Supervisory Board adopts this self-assessment and that it presents it at the next general meeting for approval.

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Marynika Woroszyńska – Sapięha

Chairperson of the Nominations Committee