

re: item 2 of the agenda

RESOLUTION NO. 1
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re. appointing Chairman of the Meeting

§ 1

Extraordinary General Meeting shall elect the Chairman of the Meeting in the person of [·]

§ 2

This resolution shall come into force on the day of its adoption.

re: item 4 of the agenda

RESOLUTION No. 2
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re. adopting the meeting's agenda

§ 1

Extraordinary General Meeting shall adopt the following agenda of the meeting:

1. Opening of the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Establishing whether the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda for the General Meeting.
5. Individual suitability assessment of Supervisory Board Members and collective suitability assessment of Supervisory Board.
6. Changes to the composition of the Supervisory Board.
7. Setting the remuneration of the Supervisory Board Members.
8. Presentation of amendments introduced by the Supervisory Board to the Terms of Reference of the Supervisory Board of Santander Bank Polska S.A.
9. Closing the General Meeting.

§ 2

The resolution becomes effective as of the day of its adoption.

re: item 5 of the agenda

RESOLUTION No. 3
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re suitability assessment of the Supervisory Board

Pursuant to the Banking Law Act of 29 August 1997, 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), Policy on the suitability assessment of the Supervisory Board members in Santander Bank Polska S.A., Act of 11 May 2017 on statutory auditors, audit firms and public oversight and the Methodology for assessing the suitability of members of the governing bodies of the entities supervised by the Polish Financial Supervision Authority,

the following is hereby resolved:

§ 1

1. The outcome of individual suitability assessments of Supervisory Board Members and collective suitability assessments of Supervisory Board, carried out by Nominations Committee are appended hereto as appendix.
2. Extraordinary General Meeting approves evaluation of the assessments indicated in clause 1.

§ 2

The resolution becomes effective as of the date of its adoption.

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

Warsaw, 12 July 2023

ASSESSMENT OF THE INDIVIDUAL SUITABILITY OF A CANDIDATE FOR THE SUPERVISORY BOARD POSITION
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 SANTANDER BANK POLSKA S.A.

On 10 July 2023, the shareholder of Santander Bank Polska S.A., i.e. Banco Santander S.A., submitted proposed resolutions to be adopted by the Extraordinary General Meeting convened for 20 July 2023 with regard to appointment of Adam Celiński as a member of the Bank's Supervisory Board. Therefore, the Nominations Committee of the Bank's Supervisory Board (Committee) assessed the individual suitability of Adam Celiński as a prospective member of the Supervisory Board as well as assessed collective suitability of the Bank's Supervisory Board.

I. Recommendation for the General Meeting

The Nominations Committee of the Supervisory Board of Santander Bank Polska S.A. unanimously recommends that the General Meeting adopts (by way of a relevant resolution) the results of the individual suitability assessment of Adam Celiński as a prospective Supervisory Board member, the assessment of the collective suitability of the Supervisory Board of Santander Bank Polska S.A. and recommends to the General Meeting the appointment of Adam Celiński to the Supervisory Board.

II. Legal basis

On 12 July 2023, the Committee carried out the initial assessment of the individual suitability of the Candidate as well as reassessed collective suitability of the Supervisory Board of Santander Bank Polska S.A. taking into account John Power's decision to resign from the Supervisory Board member's function with effect as of 1 August 2023 as well as the planned appointment of the Candidate to the Supervisory Board and Risk Committee of the Supervisory Board.

The assessment was made in line and in relation to 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) Policy on the suitability assessment of Supervisory Board members in Santander Bank Polska S.A. (**Policy**);
- 4) Act of 11 May 2017 on statutory auditors, audit firms and public oversight (**Auditor's Act**).

When assessing the suitability, 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 (**Methodology**). Referring to the requirements related to individual suitability of the Audit and Compliance Committee members and the Committee as a whole, the Nominations Committee stated that the assessment made on 3 March 2023, and approved by the Annual General Meeting on 19 April, remained valid as the composition of that Committee remained unchanged.

III. Results of the assessment

3.1 Results of the Candidate's individual suitability assessment

On 12 July 2023, the Committee carried out the initial assessment of Adam Celiński's individual suitability as a prospective member of the Supervisory Board based on criteria indicated in Individual Competence Profile with regard to:

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

The Committee also took into account the detailed criteria provided in the Methodology as well as the resultant approach to assessing compliance with them. Taking into account the above criteria and the weights assigned to them, the Committee stated that the Candidate:

- ✓ 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 his duties and responsibilities 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 or demonstrable grounds that might raise concerns about good repute of the Candidate;
- ✓ meets the independence of mind criteria;
- ✓ has the ability to commit sufficient time to perform his duties and responsibilities also in 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 knowledge, skills or experience of the Candidate and thus deemed that there was no need to design any Individual Development Plan referred to in §10 of the Policy.

The Committee found the Candidate does not engage in any activity competitive with that of the Bank, does not appear in the Insolvent Debtors Register kept under the relevant law of 20 August 1997, and meets the requirements of the Banking Law Act of 29 August 1997.

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

The Committee deemed that thanks to his experience and tenure in the senior executive management and leadership roles in PwC both in Poland and in different countries of Eurasia the Candidate is uniquely qualified and well-suited to serve as a member of Santander Bank Polska's Supervisory Board. He has the required knowledge and experience to perform his new role well – has a documented knowledge of processes, tools and techniques for assessment of financial statements. He has been FCCA's member since 1996, a holder of the UK Audit Practicing Certificate (since 1999 until his retirement from the public practice in 2021) and a Polish registered auditor, member of PIBR (Polska Izba Biegłych Rewidentów, self-government uniting all Statutory Auditors in Poland) from 2000 until the retirement in 2021. In the Committee's opinion he is the best suited person to supplement collective skills of the Supervisory Board and Risk Committee after John Power's resignation. At the time of the assessment he does not meet the independence criteria (in view of the three-year cool-off period, defined in the § 25 (2)(6) of the Bank's Statute, as required after being employed with the Bank's auditor, which will expire on 30 June 2024). Given the result of this assessment, the Committee is of the view that the appointment of Adam Celiński to the Supervisory Board will be impacting positively on the exercise of the Supervisory Board's responsibilities and thus even better performance of the Bank.

3.2. Results of the collective suitability assessment

On 12 July 2023, the Committee assessed the collective suitability of the Supervisory Board taking into account John Power's resignation as of 1 August 2023 and appointment of the Candidate, i.e. the following target composition of the Supervisory Board:

- | | |
|---------------------------------|--|
| 1) Antonio Escámez Torres | Chairman of the Supervisory Board; |
| 2) José Luis de Mora | Vice-Chairman of the Supervisory Board; |
| 3) José Garcia Cantera | Member of the Supervisory Board; |
| 4) Isabel Guerreiro | Member of the Supervisory Board; |
| 5) Danuta Dąbrowska | Member of the Supervisory Board; |
| 6) David Hexter | Member of the Supervisory Board; |
| 7) Jerzy Surma | Member of the Supervisory Board; |
| 8) Marynika Woroszyńska-Sapieha | Member of the Supervisory Board; |
| 9) Dominika Bettman | Member of the Supervisory Board; |
| 10) Pan Adam Celiński | Member of the Supervisory Board (Candidate). |

The collective suitability assessment was made in line with the criteria set out in the Collective Competence Profile with regard to:

- knowledge, skills and experience;
- good reputation, honesty and integrity;
- independence;
- independence of mind;

- e) diversity;
- f) ability to commit sufficient time to perform the duties.

The Committee found valid the results of the individual suitability assessment of the Supervisory Board members made on 3 March 2023 and approved by the Annual General Meeting on 19 April, including the assessment of the individual and collective suitability of the Audit and Compliance Committee members and took into account the Candidate's initial assessment. Given that the collective suitability of the Supervisory Board is considered as a sum of skills represented by all its members and the Candidate, the Committee deemed that collectively the Supervisory Board in the target composition:

- ✓ will 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;
- ✓ will meet the criteria with regard to good repute, honesty and integrity and that the Committee was not aware of any circumstances or factors that could raise concerns about good repute of individual Management Board members;
- ✓ will meet the independence criteria in the target 10-man composition as five Supervisory Board members will remain independent as to-date (Dominika Bettman, David Hexter, Marynika Woroszyńska-Sapieha, Danuta Dąbrowska and Jerzy Surma), which enables their proper representation on Supervisory Board committees;
- ✓ will meet the independence of mind criteria;
- ✓ will sufficiently meet the Policy's diversity requirements, including those related to educational and professional background, age, geographical provenance as well as those related the female representation on the Supervisory Board (40%-60%);
- ✓ will meet the criteria with regard to the ability to commit sufficient time to perform its duties, also in periods of particularly increased activity of the Bank.

Therefore, the Committee's unanimously stated that the structure, size, composition and effectiveness of the Supervisory Board would be suitable and would comply with the applicable regulations, in particular Article 22(aa) of the Banking Law.

Both the Supervisory Board's organisational arrangements, the number of its members as well as the knowledge and skills of individual members (including the Candidate) will be commensurate with the knowledge, skills and experience required from the Supervisory Board to effectively exercise its responsibilities, allowing for constructive discussion of issues considered by the Supervisory Board.

The Supervisory Board will be collectively suitable given that its collective suitability is determined by the sum of sufficient and adequate knowledge, skills and experience of individual Supervisory Board members.

Thus, the Committee did not identify any need to formulate any recommendations as a result of the collective suitability assessment of the Supervisory Board in the target composition.

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.

Marynika Woroszyńska-Sapieha

Chair of the Nominations Committee

re. item 6 of the agenda

RESOLUTION No. 4
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr Adam Celiński shall be appointed as a member of the Supervisory Board of Santander Bank Polska S.A., for a joint, 3 – year term of office, effective from 1 August 2023.

§ 2

The resolution becomes effective as of the moment of its adoption.

re. item 6 of the agenda

RESOLUTION No. 5
of the Extraordinary General Meeting of Santander Bank Polska S.A.

(draft)

re. setting the remuneration of the Supervisory Board members

Pursuant to art. 392 §1 of the Commercial Companies Code as well as bearing in mind the following:

- having regard to Guidelines of European Banking Authority EBA/GL/2015/22 on sound remuneration policies under Articles 74(3) and 75(2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013, and in particular its clause 171, according to which members of the supervisory function should be compensated only with fixed remuneration,
- having regard to (issued on the basis of Article 9f(1) of the Banking Law Act of 29 August 1997) Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management and internal control system and remuneration policy in banks, and in particular its § 25,
- having regard to "Rules of Corporate Governance for Supervised Institutions", issued by KNF (Polish Financial Supervision Authority) dated 22 July 2014, adopted by Resolution no. 29 of Bank's Annual General Meeting on 23 April 2015, and in particular its § 28,
- having regard to Remuneration policy for Santander Bank Polska S.A. Supervisory Board Members, adopted by Resolution of Bank's Annual General Meeting dated 27 April 2022,

the following Resolution is adopted:

§ 1

1. Subject to clause 4, the following remuneration per month is set for:
 - 1) the Chairman of the Supervisory Board domiciled in Poland – 26 700 PLN,
 - 2) the Chairman of the Supervisory Board not domiciled in Poland – 6 000 euro,
 - 3) Supervisory Board members domiciled in Poland – 16 000 PLN,
 - 4) Supervisory Board members not domiciled in Poland – 3 600 euro.
2. Subject to clause 4, irrespective of the remuneration specified in section 1 the following additional remuneration is set for the members of the Supervisory Board who are members of individual Committees at the Supervisory Board. The remuneration is paid for participation in each meeting of the Committee:
 - 1) for the Audit and Compliance Committee Chairman domiciled in Poland – 13 400 PLN per meeting,
 - 2) for the Audit and Compliance Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - 3) for the other members of the Audit and Compliance Committee domiciled in Poland – 9 400 PLN per meeting,

- 4) for the other members of the Audit and Compliance Committee not domiciled in Poland – 2 100 euro per meeting,
 - 5) for the Nominations Committee Chairman domiciled in Poland – 6 500 PLN per meeting,
 - 6) for the Nominations Committee Chairman not domiciled in Poland – 1 450 euro per meeting,
 - 7) for the other members of the Nominations Committee domiciled in Poland – 5 400 PLN per meeting,
 - 8) for the other members of the Nominations Committee not domiciled in Poland – 1 200 euro per meeting,
 - 9) for the Remuneration Committee Chairman domiciled in Poland – 6 500 PLN per meeting,
 - 10) for the Remuneration Committee Chairman not domiciled in Poland – 1 450 euro per meeting,
 - 11) for the other members of the Remuneration Committee domiciled in Poland – 5 400 PLN per meeting,
 - 12) for the other members of the Remuneration Committee not domiciled in Poland – 1 200 euro per meeting,
 - 13) for the Risk Committee Chairman domiciled in Poland – 13 400 PLN per meeting,
 - 14) for the Risk Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - 15) for the other members of the Risk Committee domiciled in Poland – 9 400 PLN per meeting,
 - 16) for the other members of the Risk Committee not domiciled in Poland – 2 100 euro per meeting.
3. The additional remuneration is granted to the expert at Audit and Compliance Committee meetings, appointed by the Supervisory Board from its members,, for each participation in the meeting, in the amount of: (i) 9 400 PLN per meeting if the member is domiciled in Poland or (ii) 2 100 euro per meeting if the member is not domiciled in Poland.
4. The following Supervisory Board members shall not be remunerated:
- José García Cantera,
 - José Luís de Mora,
 - Isabel Guerreiro.

§ 2

The Bank will pay the remuneration referred to in §1 by the 10th of the month following the month in which the remuneration was earned.

§ 3

The Annual General Meeting Resolution no. 50 dated 22 June 2020 re. determining the remuneration of the Supervisory Board members shall be repealed.

§ 4

The resolution becomes effective on the day of its adoption.