

Information for shareholders of Santander Bank Polska S.A.

Assessment of individual suitability of a candidates to the Supervisory Board and assessment of collective suitability of the Supervisory Board (item 5 of the agenda)

Changes in the Supervisory Board's composition (item 6 of the agenda)

Appointment of the Supervisory Board Chair (item 7 of the agenda)

Changes proposed to the Supervisory Board composition result from the change of the main shareholder of Santander Bank Polska S.A. On 5 May 2025, Banco Santander, S.A. (current majority shareholder of the Bank) made an agreement with Erste Group Bank AG (**Erste Group**) envisaging the sale of ca. 49% of the Bank's shares and also comprising the acquisition of 50% of shares of Santander Towarzystwo Funduszy Inwestycyjnych S.A. by Erste Group (**Transaction**).

Given the execution of the Transaction, Banco Santander S.A. reported the proposal of appointing the following individuals: (i) Mr. Peter Bosek, (ii) Stefan Dörfler, (iii) Ms. Alexandra Habeler-Drabek and (iv) Maurizio Poletto as representatives of Erste Group in the Supervisory Board. The motion states also the proposal to appoint Mr. Peter Bosek to the Supervisory Board Chair. The proposed changes to the Supervisory Board composition aim at ensuring that representatives of Erste Group sit on the Supervisory Board, replacing current representatives of Banco Santander S.A. after closing the Transaction. In the shareholder's motion with regard to changes in the Supervisory Board composition, it is stated that Antonio Escámez Torres – Chair of the Supervisory Board, José Luis de Mora – Deputy Chair of the Supervisory Board, José Garía Cantera – Member of the Supervisory Board and Isabel Guerreiro – Member of the Supervisory Board, will not perform any function due to their resignations effective from the moment of the Transaction.

Therefore, on 23 December 2025 the Nominations Committee assessed the individual suitability of candidates to the Supervisory Board and the collective suitability of the Bank's Supervisory Board in the composition reflecting the above said changes. The results of the assessment are attached to the EGM draft resolution under item 5 of the agenda.

The curricula vitae of individual candidates are attached as a separate file.