

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

Warsaw, 23 December 2025

**INDIVIDUAL SUITABILITY ASSESSMENT OF CANDIDATES FOR THE SUPERVISORY BOARD  
AND COLLECTIVE SUITABILITY ASSESSMENT OF THE SUPERVISORY BOARD  
SANTANDER BANK POLSKA S.A. ("Bank")**

**– RECOMMENDATION OF THE NOMINATION COMMITTEE OF THE SUPERVISORY BOARD  
FOR THE EXTRAORDINARY GENERAL MEETING**

**I. Recommendation for the Extraordinary General Meeting**

In connection with the information received by the Bank from the shareholder, Banco Santander S.A., that the current Members of the Supervisory Board, Antonio Escámez Torres (Chairman), José Luís de Mora (Deputy Chairman), José García Cantera, and Isabel Guerreiro, will cease to perform these functions as of the date of the planned sale by Banco Santander S.A. of 49% of the Bank's shares to Erste Group Bank AG,

**The Nomination Committee of the Supervisory Board ("Committee") unanimously recommends to the General Meeting:**

- the adoption, by appropriate resolution, of the results of the individual suitability assessments of the following candidates for Members of the Supervisory Board:
  - Peter Bosek
  - Alexandra Habeler – Drabek
  - Stefan Dörfler
  - Maurizio Poletto
- the adoption of the results of the collective suitability assessment of the Supervisory Board including the above candidates,
- the appointment of the above individuals to the Supervisory Board of the Bank and the assignment of the function of Chairman of the Supervisory Board to Peter Bosek.

The composition of the Supervisory Board, taking into account the resignations of Antonio Escámez Torres, José Luís de Mora, José García Cantera, and Isabel Guerreiro, and the appointment of the above candidates:

1. Peter Bosek – Chairman of the Supervisory Board
2. Stefan Dörfler – Deputy Chairman of the Supervisory Board
3. Alexandra Habeler – Drabek – Member of the Supervisory Board
4. Maurizio Poletto – Member of the Supervisory Board
5. Dominika Bettman – Member of the Supervisory Board
6. Adam Celiński – Member of the Supervisory Board
7. Danuta Dąbrowska – Member of the Supervisory Board
8. Kamilla Marchewka – Bartkowiak – Member of the Supervisory Board
9. Tomasz Sójka – Member of the Supervisory Board
10. Jerzy Surma – Member of the Supervisory Board

**Peter Bosek** – Chief Executive Officer and Chief Retail Officer at Erste Group Bank AG since July 2024. He has over 29 years of extensive leadership experience in the banking sector, with a particular focus on retail banking. From 2021 to 2024, he served as CEO of Luminor Bank AS, operating in the Baltic States, and previously held various management positions within Erste Group since 1996. He holds a doctorate in law from the University of Vienna.

Peter Bosek will bring to the Supervisory Board his broad leadership experience and deep knowledge of the banking industry, with a strong emphasis on customer-driven solutions and digital transformation. His expertise will be especially valuable in addressing the current challenges facing the banking sector and supporting the ongoing transformation of the Bank.

**Alexandra Habeler – Drabek** - Member of the Management Board and CRO at Erste Group Bank AG since 2019. She is an accomplished executive in risk management, with a long-standing career in financial institutions and extensive expertise in credit, operational, and enterprise-wide risk. She has been with Erste Group since 2010. Ms. Habeler-Drabek studied Commercial Sciences at the Vienna University of Economics and Business (WU Wien), graduating with a Master's degree in 1993.

Her expertise and experience will further strengthen the collective competencies of the Supervisory Board, particularly in the areas of risk management, financial oversight, and strategic governance.

**Stefan Dörfler** – Member of the Management Board and CFO at Erste Group Bank AG since July 2019. He is an accomplished executive with extensive experience in capital markets, management, and corporate development within financial institutions. He has been with Erste Group since 1997 and holds a "Diplom-Ingenieur" ("Chartered Engineer") degree from the Vienna University of Technology (TU Wien). In addition to his functions within Erste Group, he also sits on the supervisory board of the Wiener Börse AG.

His expertise and experience will further strengthen the collective competencies of the Supervisory Board in the areas of capital markets, financial oversight, and strategic management.

**Maurizio Poletto** – Member of the Management Board, Chief Platform Officer (since 2021) and Chief Operating Officer (since 2024 ) at Erste Group Bank AG.

He is a widely experienced executive with a strong background in design, digital platforms, and operational leadership, having held key roles in both the financial and creative industries. He studied design at the Istituto Superiore per le Industrie Artistiche (ISIA) in Italy in 1992 - 1996.

He has been with Erste Group since 2012. His experience includes managerial positions responsible for digital innovations and development of the leading banking platform in Erste Group countries.

His expertise, gained both in a financial and in creative industries, will further strengthen the collective competencies of the Supervisory Board, particularly in the areas of IT, digital transformation, operational excellence, and innovation.

## **II. Results of the assessments**

### **2.1. Results of individual suitability assessments of the candidates for the Supervisory Board**

The Committee found that each of the candidates for the Supervisory Board, i.e., Peter Bosek, Alexandra Habeler – Drabek, Stefan Dörfler, and Maurizio Poletto:

- meets the requirements set out in Article 22aa of the Banking Law, i.e., **in terms of knowledge, skills, and experience** appropriate to the functions and duties in the Supervisory Board of the Bank, and also provides assurance of proper performance of these duties,
- meets the criteria regarding **reputation, honesty, and ethics**; in the Committee's opinion, there are no objective and provable circumstances or factors that would cast doubt on the impeccable reputation of these persons,

- meets the criteria regarding **independence of judgment**,
- is able to devote **sufficient time to performing their duties**, including during periods of increased Bank activity; in particular, meets the requirements indicated in Article 22aa(3) of the Banking Law.

The Committee did not identify any deficiencies in the knowledge, skills, or experience of any of the above persons. Their induction into the duties of Members of the Supervisory Board, in the event of their appointment to this function by the General Meeting, will take place in accordance with the Bank's internal regulations.

The Committee also found that none of the assessed candidates for the Supervisory Board, in the event of the acquisition of 49% of the Bank's shares by Erste Group Bank AG, will meet the independence criteria.

Nevertheless, the Supervisory Board in the proposed composition, with the participation of the candidates and after the cessation of functions by Antonio Escámez Torres, José Luís de Mora, José García Cantera, and Isabel Guerreiro, will **still meet the requirement indicated in § 25(2) of the Bank's Statute, i.e., that at least half of the Supervisory Board members are independent** (this criterion is met by Dominika Bettman, Adam Celiński, Danuta Dąbrowska, Kamilla Marchewka – Bartkowiak, and Tomasz Sójka, i.e., 5 out of 10 members).

The Committee did not identify the need to formulate any recommendations as a result of the assessments made.

The above individual suitability assessments are initial assessments, made in connection with candidacy for the Supervisory Board of the Bank.

## 2.2. Results of the collective suitability assessment of the Supervisory Board

The Committee, taking into account the above individual assessment results, including the suitability assessments of the Audit Committee Members and its composition, as well as the fact that the collective competencies of the Supervisory Board are considered as the sum of the competencies represented by all Members of the Supervisory Board, found that the Board in the proposed composition, as a whole:

- will meet the requirements in terms of **knowledge, skills, and experience, providing assurance of proper performance of duties and effective supervision over all areas of the Bank's activity**, including constructive challenge and effective monitoring of decisions made by the Management Board,
- will meet the criteria regarding **reputation, honesty, and ethics**, and the Committee is not aware of any circumstances or factors that would cast doubt on the impeccable reputation of any of the above persons,
- will meet the **independence criteria** – in the 10-member composition, there will be 5 independent Members of the Supervisory Board, which allows for their proper representation in the Board's committees,
- will meet the criteria regarding **independence of judgment**,
- will meet the **diversity objectives**, including education and professional experience, age, geographical origin, as well as the share of women in the Supervisory Board as specified in the relevant Bank's Policy (i.e., the 40% share of women in the Board will not change),
- will meet the criteria regarding **devoting sufficient time** to performing their duties, including during periods of increased Bank activity.

The structure, composition, and effectiveness of the Supervisory Board in the proposed composition will be appropriate and compliant with applicable regulations, in particular Article 22aa of the Banking Law. The proposed composition will also ensure proper staffing of the Board's committees, including the Audit and Compliance Committee.

The Committee also assessed that the Board will have the appropriate expertise in environmental, governance, and social risks (ESG) and sustainable development.

Both the organization of the Supervisory Board, its size, and the competencies of the assessed persons reflect the knowledge, skills, and experience necessary for the effective performance of the Supervisory Board's duties as a whole, allowing for constructive discussions on the matters under consideration.

The Committee did not identify any conflicts of interest that would interfere with the ability of the Members of the Supervisory Board to perform their duties independently and objectively.

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

This collective suitability assessment of the Supervisory Board is a secondary assessment, in connection with the proposed appointment of new Members of the Supervisory Board.

### **2.3. Results of the suitability assessment of candidates for the Audit and Compliance Committee and the assessment of the Audit and Compliance Committee's composition**

The Committee conducted individual suitability assessments of **Alexandra Habeler-Drabek, Stefan Dörfler** and **Maurizio Poletto** as candidates for members of the Audit and Compliance Committee ("**Audit Committee**").

The Committee found that each of the above-mentioned persons has knowledge and skills in the field of banking as well as knowledge and experience enabling them to independently and correctly interpret and assess financial statements, including Stefan Dörfler, who has knowledge and skills in the field of accounting, while none of them will meet the independence criteria after Erste Group Bank AG acquires 49% of the Bank's shares.

The Committee found that the Audit Committee in the following composition, including the above persons:

- |                               |                               |
|-------------------------------|-------------------------------|
| 1) Adam Celiński              | Chairman                      |
| 2) Danuta Dąbrowska           | Member of the Audit Committee |
| 3) Dominika Bettman           | Member of the Audit Committee |
| 4) Tomasz Sójka               | Member of the Audit Committee |
| 5) Alexandra Habeler – Drabek | Member of the Audit Committee |
| 6) Stefan Dörfler             | Member of the Audit Committee |
| 7) Maurizio Poletto           | Member of the Audit Committee |

will be compliant with legal requirements.

In particular, the Audit Committee will be adequate for its tasks and fully compliant with the requirements of Article 129 of the Act on Statutory Auditors (which requires at least 3 members, with the majority, including the chairman, being independent, and at least one member having knowledge and skills in banking and at least one in accounting or auditing of financial statements), meeting these criteria to a higher degree.

The majority of the Audit Committee Members (i.e., 4 out of 7), including the Chairman, will meet the **independence criteria**. The requirement for Members to have knowledge and skills in **banking**, in

accordance with Article 129(5) of the Act on Statutory Auditors (6 out of 7, i.e., current Members: Dominika Bettman, Tomasz Sójka, Adam Celiński, and all the above candidates), as well as **knowledge and skills in accounting or auditing of financial statements**, in accordance with Article 129(4) of the Act on Statutory Auditors (4 out of 7, i.e., Adam Celiński, Danuta Dąbrowska, Dominika Bettman, Stefan Dörfler) will be met; all the Committee members have the knowledge and experience to independently and correctly interpret and evaluate financial statements.

**The proposed composition of the Audit and Committee guarantees effective performance of tasks, including supporting the Supervisory Board in fulfilling its supervisory duties.**

## **2.4. Results of the assessments of the other Committees of the Supervisory Board**

The Committee conducted individual suitability assessments of **Alexandra Habeler-Drabek**, **Stefan Dörfler**, and **Maurizio Poletto** as candidates for members of the Risk Committee and found that each of the above persons has the knowledge and experience necessary to perform these duties.

**Risk Committee** in the following composition, including the above persons:

- |                                   |                              |
|-----------------------------------|------------------------------|
| 1) Dominika Bettman               | Chairwoman                   |
| 2) Adam Celiński                  | Member of the Risk Committee |
| 3) Kamilla Marchewka – Bartkowiak | Member of the Risk Committee |
| 4) Danuta Dąbrowska               | Member of the Risk Committee |
| 5) Alexandra Habeler – Drabek     | Member of the Risk Committee |
| 6) Stefan Dörfler                 | Member of the Risk Committee |
| 7) Maurizio Poletto               | Member of the Risk Committee |

will be compliant with legal requirements.

In particular, the Committee Members individually and collectively have knowledge and skills in control practices and risk management, in accordance with EBA Guidelines on internal governance EBA/GL/2021/05; the majority of the Committee Members (4 out of 7), including the Chairwoman, will meet the independence criteria.

The Committee conducted individual suitability assessments of **Peter Bosek** and **Alexandra Habeler-Drabek** as candidates for members of the Remuneration Committee and found that each of the above persons has the knowledge and experience necessary to perform these duties.

**Remuneration Committee** in the following composition, including the above persons:

- |                               |                                      |
|-------------------------------|--------------------------------------|
| 1) Danuta Dąbrowska           | Chairwoman                           |
| 2) Peter Bosek                | Member of the Remuneration Committee |
| 3) Alexandra Habeler – Drabek | Member of the Remuneration Committee |
| 4) Dominika Bettman           | Member of the Risk Committee         |
| 5) Tomasz Sójka               | Member of the Risk Committee         |

will be compliant with legal requirements.

In particular, the Committee Members have knowledge in the area of remuneration policy and practice as well as risk management and risk control, and mechanisms for adjusting the remuneration structure to the Bank's risk profile and capital, in accordance with EBA Guidelines on internal governance EBA/GL/2021/05; the majority of the Committee Members (3 out of 5), including the Chairwoman, will meet the independence criteria.

The Committee conducted individual suitability assessments of **Peter Bosek** and **Stefan Dörfler** as

candidates for members of the Nomination Committee and found that each of the above persons has the knowledge and experience necessary to perform these duties.

**Nomination Committee** in the following composition, including the above persons:

- |                                 |                                    |
|---------------------------------|------------------------------------|
| 1) Tomasz Sójka                 | Chairman                           |
| 2) Peter Bosek                  | Member of the Nomination Committee |
| 3) Stefan Dörfler               | Member of the Nomination Committee |
| 4) Danuta Dąbrowska             | Member of the Nomination Committee |
| 5) Kamilla Marchewka-Bartkowiak | Member of the Nomination Committee |

will be compliant with legal requirements.

In particular, the Committee Members have knowledge of the selection process and suitability requirements, and the majority of the Committee Members (3 out of 5), including the Chairman, will meet the independence criteria.

The proposed compositions of the Committees will ensure effective performance of tasks, including supporting the Supervisory Board in fulfilling its supervisory duties.

### III. Basis for assessments

The Committee conducted the assessments based on collected documents and information, including statements from the assessed persons, in particular in accordance with the following regulations:

- The Act of August 29, 1997 – Banking Law (“**Banking Law**”)
- Guidelines of the European Securities and Markets Authority and the European Banking Authority on the assessment of the suitability of members of the management body and key function holders No. EBA/GL/2021/06 (“**Guidelines**”)
- EBA Guidelines on internal governance EBA/GL/2021/05
- The Act of May 11, 2017 on statutory auditors, audit firms, and public oversight (“**Act on Statutory Auditors**”)

The Committee also relied on requirements resulting from the “**Methodology for the assessment of the suitability of members of the bodies of supervised entities**” published by the Polish Financial Supervision Authority (KNF).

With regard to the requirements for Members of the Audit Committee, the Committee took into account in particular the requirements resulting from the Act on Statutory Auditors, the “**Good practices regarding the appointment, composition, and functioning of the audit committee**” published by the KNF, and the “**Best Practices of WSE Listed Companies 2021**”.

The Committee confirmed that the assessment process was conducted in a complete, reliable, and impartial manner, taking into account all circumstances relevant to the assessment results.