

Report on remuneration of members of
the Management Board and the
Supervisory Board Santander Bank
Polska S.A. for 2024



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This report on remuneration was produced in accordance with the requirements of Article 90(g) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies Act (Journal of Laws of 2022, item 2554 as amended).

Report on remuneration of Management Board and Supervisory Board members for previous years

On 18 April 2024, by force of its resolution no. 18, the General Meeting approved the Supervisory Board's report on remuneration of Management Board and Supervisory Board members for 2023. The General Meeting approved that report without any comments.

Decision-making process for determining the remuneration policy

Remuneration of employees of the Bank is governed by the Remuneration Policy of Santander Bank Polska Group – adopted by the Management Board and approved by the Supervisory Board. In line with its provisions, the Remuneration Policy applicable in the Bank establishes the rules for developing, reviewing, implementing and supervising staff remuneration practices at Santander Bank Polska Group. Santander Bank Polska Group applies remuneration practices that are consistent with internal regulations and applicable law. The Remuneration Policy is the key element of the remuneration strategy. It establishes the general rules and practices for remunerating the Bank Group's staff. All regulations on awarding variable components of remuneration that apply to employees of the Bank (excluding Management Board) are published in the form of ordinances issued by the Management Board member in charge of the Business Partnership Division, in accordance with and on the basis of the Remuneration Policy of Santander Bank Polska Group, except for Incentive Plan VII introduced by force of the General Meeting's resolution.

The Supervisory Board has the Remuneration Committee and the Nominations Committee. The key tasks of the Remuneration Committee include reviewing and monitoring the Bank's remuneration policy, and supporting the General Meeting of Shareholders, the Supervisory Board and the Management Board in developing and implementing that policy.

The Management Board is responsible for developing and implementing the Remuneration Policy of the Supervisory Board of Santander Bank Polska S.A. and Remuneration Policy for members of the Management Board of Santander Bank Polska S.A. Then, at the request of the Remuneration Committee, these documents are approved by the Supervisory Board and adopted by the General Meeting by force of a resolution.

In 2024, the Remuneration Policy of Santander Bank Polska Group was updated to reflect changes to the following documents:

- standard internal annual process of the Remuneration Policy review;
- update of the Remuneration Policy of Santander Bank Polska Group.

No exceptions or temporary waivers to the Remuneration Policy or its implementing procedure were applied in 2024.

Remuneration of Supervisory Board members and Management Board members

Remuneration of Supervisory Board members

Internal regulations concerning remuneration of Supervisory Board members

As at 31 December 2024, the remuneration for the Supervisory Board was set in accordance with the Remuneration Policy for members of the Supervisory Board of Santander Bank Polska S.A. The amount of remuneration of the Supervisory Board members was specified in the Extraordinary General Meeting Resolution no. 43 of 18 April 2024 which replaced resolution of the Annual General Meeting no. 5 of 22 July 2023 on setting the remuneration for the Supervisory Board members.

Remuneration paid to Supervisory Board members

Members of the Supervisory Board are paid fixed remuneration only (monthly remuneration for performing their role on the Supervisory Board and additional remuneration for participating in meetings of the Supervisory Board committees on which they sit, which they chair or to which they provide expert advice). The remuneration for Supervisory Board members is paid in cash only.

In 2024, the composition of the Supervisory Board was changed. For more details, please see the footnote to the table below.

The table below presents the remuneration paid to members of the Supervisory Board of Santander Bank Polska S.A. in 2024 by virtue of their supervisory role:

| Name and surname Job title | Fixed remuneration (PLN k) | | |
|---|-------------------------------|----------------|----------------|
| | Base salary | Additional pay | Other benefits |
| Antonio Escámez Torres Supervisory Board Chair | 310 | - | - |
| José Luis de Mora ¹ Vice Chair | - | - | - |
| Dominika Bettman Member of the Supervisory Board | 192 | 180 | 6 |
| José García Cantera ¹ Member of the Supervisory Board | - | - | - |
| Danuta Dąbrowska Member of the Supervisory Board | 192 | 153 | 5 |
| Isabel Guerreiro ^{1,3} Member of the Supervisory Board | - | - | - |
| David Hexter ² Member of the Supervisory Board | 56 | 53 | - |
| Marynika Woroszyńska-Sapieha ² Member of the Supervisory Board | 58 | 46 | - |

¹José García Cantera, José Luis de Mora and Isabel Guerreiro did not receive remuneration for their membership on the Supervisory Board.

²Members of the Supervisory Board until 18 April 2024.

| | | | |
|---|-----|-----|---|
| Jerzy Surma³ Member of the Supervisory Board | 154 | 75 | - |
| Celiński Adam Member of the Supervisory Board | 192 | 170 | - |
| Kamila Marchewka-Bartkowiak⁴ Member of the Supervisory Board | 135 | 129 | 2 |
| Tomasz Sójka⁴ Member of the Supervisory Board | 135 | 112 | 2 |

Adam Celiński received PLN 320k in 2024 for performing the roles on the supervisory boards of the Bank's subsidiaries (PLN 52k in 2023).

Remuneration of Management Board members

Internal regulations concerning remuneration of Management Board members

The rules of remunerating Management Board members, including rules of paying fixed and variable remuneration in 2024, are set out in their employment contracts. The Supervisory Board approves the level and terms of remuneration by force of a resolution.

Long-term performance of the company

Under the Remuneration Policy, the remuneration structure fully reflects market practices while the remuneration levels are adequate to those offered in the banking sector, taking account of the scale of the Bank's business. The remuneration levels are reviewed once a year in line with the internal process.

The criteria that affect the type and amount of fixed and variable remuneration paid to Management Board members were defined so as to support the delivery of the Bank's business strategy, long-term interests and stability, in particular by:

- setting annual objectives in accordance with the Bank's financial and strategic plans (including cost of risk and capital for the Bank and liquidity risk in the long-term horizon), and assessing the performance of individual Management Board members;
- applying a flexible variable remuneration policy by maintaining a proper balance between fixed and variable components;
- awarding a portion of remuneration in deferred payment instruments and linking it with the financial instrument being the Bank's shares as well as deferring payment of variable remuneration for five years which ensures that the Bank's financial performance affects remuneration in the long-term perspective;
- applying malus clauses which ensure proper and effective management of risk which might materialise in the deferral period;
- awarding the variable components of remuneration only when it does not represent any threat to the solid capital base of the Bank or the Santander Bank Polska Group in the long-term horizon.

³Supervisory Board members until 18 April 2024 and since 1 July 2024

⁴Supervisory Board members since 18 April 2024

Information on how total remuneration contributes to the delivery of long-term objectives of the company

The purpose of the Remuneration Policy is to ensure long-term sustainable growth of Santander Bank Polska Group, protecting thus its stakeholders, including customers, shareholders and employees by, among others, ensuring adequate remuneration to employees for their performance, motivating them to deliver best results and to achieve the Bank's strategic goals, both in terms of business and quality aspects, based on adopted values.

Under the bonus scheme for the Bank's Management Board members, their remuneration is linked to the assessment of the company's long-term financial position, long-term growth of shareholder value, business stability, and risk appetite.

The 2024 bonus pool for the Management Board members is set based on Balanced Scorecard, including quantitative metrics, the result of the relative performance multiplier and qualitative metrics.

- 1) Quantitative metrics are calculated in three dimensions:
 - a) transformation, including growth in the number of customers, growth in the number of active customers, income per active customer, cost per active customer;
 - b) capital, reflected by the Capital Generation ratio;
 - c) sustainable profitability, reflected by the return on tangible equity.

- 2) Relative performance multiplier takes into account: return on equity, net interest margin, cost to income ratio, customer satisfaction score, cost of risk, net operating income after provisions.

- 3) Qualitative metrics resulting from the analysis of the financial performance and risk run, specifically in the following categories:
 - a) risk, with focus on liquidity risk in the long-time horizon;
 - b) compliance with regulations;
 - c) ESG: environmental, social and governance risks.

In 2024 the performance against the Balanced Scorecard was 145.72%.

Variable remuneration is awarded to the Management Board members based on the evaluation of their performance. The selection of metrics (as well as their granularity) for individual Management Board members takes into account their individual duties and responsibilities in the process of managing the Bank.

Based on the actual metrics and evaluation of performance against objectives under WHAT, HOW and RISK categories as well as relevant weights assigned to them, the rating is established and adjusted by a multiplier, which arises, among other things, from assessment of performance against a three-year horizon, as proposed by the Supervisory Board Remuneration Committee and approved by the Supervisory Board.

In 2024, the rating scale in place was from 1.00 to 4.00.

Objectives, performance against them and variable remuneration paid in 2024 are presented in the table:

| Criteria | 1 Criteria related to a remuneration component – description | 2 Relative weight of performance criteria | 3 Name and surname Job title | 4 Actual awards/ remuneration (in PLNk) |
|-----------------------------|--|--|--|---|
| Management functions | | | | |
| Objectives WHAT | - Financial objectives, including profitability, capital management and costs management - Implementation of 6 strategic directions (employee focus, simplification, customer obsession, innovate to open platform, smart omichannel, safety and trust) - Objectives related to customer satisfaction - Standardising processes within the Group. | 50% | Michał Gajewski President of the Management Board | 4,954 |
| Objectives HOW | - Actions related to the corporate culture – The Santander Way | 40% | Maciej Reluga Member of the Management Board | 1,540 |
| Objectives RISK | - Risk management and building the risk culture | 10% | Juan De Porras Aquirre Vice President of the Management Board | 2,020 |
| | | | Lech Gatkowski Member of the Management Board | 2,025 |
| | | | Patryk Nowakowski Member of the Management Board | 1,500 |
| | | | Magdalena Proga-Stępień Member of the Management Board | 1,635 |
| | | | Wojciech Skalski Member of the Management Board | 1,210 |
| | | | Arkadiusz Przybył⁵ Vice President of the Management Board | 320 |
| Control functions | | | | |
| Objectives WHAT | - Financial objectives, including profitability and costs management - Implementation of 6 strategic directions (employee focus, simplification, customer obsession, innovate to open platform, smart omichannel, safety and trust) - Objectives related to customer satisfaction - Standardising processes within the Group | 50% | Artur Głębcki Member of the Management Board | 1,300 |
| Objectives HOW | - Actions related to the corporate culture – The Santander Way | 40% | Andrzej Burliga: Vice President of the Management Board | 1,580 |
| Objectives RISK | - Risk management and building the risk culture | 10% | Dorota Strojowska Member of the Management Board | 1,450 |

⁵Until 1 April 2024, Arkadiusz Przybył was the Vice President of the Management Board.

Fixed remuneration

Pursuant to the Statutes of Santander Bank Polska S.A. and the aforementioned regulations, the remuneration of President and members of the Management Board is set by the Supervisory Board, taking into account the recommendations of the Remuneration Committee.

In accordance with the Strategy of Santander Bank Polska for investing into equity market instruments, members of the Management Board do not receive remuneration for performing duties of supervisory board members in the companies to which they have been designated by the Bank. Members of Santander Bank Polska Management Board do not perform other roles in other companies of SBP Group and, accordingly, do not receive any remuneration in that respect.

Variable remuneration

The rules for determining variable remuneration for Management Board members of Santander Bank Polska S.A. are laid down in the Remuneration Policy of Santander Bank Polska Group. These rules are subject to regular (at least annual) reviews by the Remuneration Committee of the Supervisory Board.

Management Board members are paid variable remuneration once a year following the end of the reference period and release of the Bank's results. Variable remuneration is awarded in accordance with the applicable bonus regulations for the Management Board members (adopted by virtue of the Supervisory Board's resolution), which set out the bonus principles depending on the performance against personal objectives as well as business and financial objectives of an organisational unit and the Bank. The performance is assessed against the financial and non-financial criteria for the period of minimum three years to take into account the Bank's economic cycle and business risk. The Remuneration Committee recommends the amount of variable remuneration for members of the Management Board to the Supervisory Board. The Supervisory Board decides – by force of a resolution – on the level of annual bonuses awarded to individual members of the Management Board.

The total amount of the variable remuneration granted to Management Board members for a single calendar year cannot be higher than 100% of the fixed remuneration paid for that calendar year to the person concerned. However, in exceptional cases, this limit may be increased up to 200% of fixed remuneration subject to the approval of the Bank's General Meeting. The decision on determining the maximum ratio of the fixed components of total remuneration to the variable components of the remuneration in Santander Bank Polska Group was taken by the AGM on 27 April 2022.

Variable remuneration is awarded in accordance with bonus regulations and paid in cash and in the form of a financial instrument. Remuneration paid in the form of a financial instrument must represent min. 50% of the total amount of variable remuneration. Until 2022, phantom shares represented the financial instrument.

Starting from 2022, shares of Santander Bank Polska S.A. have represented the financial instrument component of variable remuneration and are awarded under Incentive Plan VII.

At least 40% of each component of the variable remuneration is deferred for 5 years.

The table below shows unpaid variable remuneration in cash and financial instruments:

| Name and surname Job title | Variable remuneration for the year | Instrument (no. of pieces) | | | | | | Cash (in PLNk) | | | | | | |
|--|------------------------------------|----------------------------|-------|-------|-------|-------|------|----------------|------|------|------|------|------|------|
| | | Payment date | | | | | | | | | | | | |
| | | 2025 | 2026 | 2027 | 2028 | 2029 | 2030 | 2031 | 2025 | 2026 | 2027 | 2028 | 2029 | 2030 |
| Michał Gajewski President of the Management Board | 2020 | 426 | 426 | 426 | | | | | 80 | 80 | | | | |
| | 2021 | 511 | 511 | 511 | 512 | | | | 180 | 180 | 180 | | | |
| | 2022 | 1,143 | 1,143 | 1,143 | 1,143 | 1,139 | | | 315 | 315 | 315 | 315 | | |
| | 2023 | 1,917 | 575 | 575 | 575 | 575 | 574 | | 280 | 280 | 280 | 280 | 280 | |
| | 2024 | | 991 | 297 | 297 | 297 | 297 | 297 | 991 | 297 | 297 | 297 | 297 | 297 |
| Andrzej Burliga Vice President of the Management Board | 2020 | 153 | | | | | | | | | | | | |
| | 2021 | 121 | 121 | 121 | 117 | | | | 42 | 42 | 42 | | | |
| | 2022 | 203 | 203 | 203 | 203 | 203 | | | 56 | 56 | 56 | 56 | | |
| | 2023 | 698 | 93 | 93 | 93 | 93 | 93 | | 45 | 45 | 45 | 45 | 45 | |
| | 2024 | | 474 | 63 | 63 | 63 | 63 | 63 | 474 | 63 | 63 | 63 | 63 | 63 |
| Juan De Porras Aquirre Vice President of the Management Board | 2020 | 1,969 | | | | | | | | | | | | |
| | 2021 | 207 | 207 | 207 | 204 | | | | 73 | 73 | 73 | | | |
| | 2022 | 290 | 290 | 290 | 290 | 290 | | | 80 | 80 | 80 | 80 | | |
| | 2023 | 1,010 | 135 | 135 | 135 | 135 | 133 | | 66 | 66 | 66 | 66 | 66 | |
| | 2024 | | 606 | 81 | 81 | 81 | 81 | 81 | 606 | 81 | 81 | 81 | 81 | 81 |
| Arkadiusz Przybył⁶ Vice President of the Management Board | 2020 | 205 | | | | | | | | | | | | |
| | 2021 | 165 | 165 | 165 | 165 | | | | 58 | 58 | 58 | | | |
| | 2022 | 237 | 237 | 237 | 237 | 234 | | | 65 | 65 | 65 | 65 | | |
| | 2023 | 727 | 97 | 97 | 97 | 97 | 96 | | 47 | 47 | 47 | 47 | 47 | |
| | 2024 | | 96 | 13 | 13 | 13 | 13 | 13 | 96 | 13 | 13 | 13 | 13 | 13 |
| Lech Gałkowski Member of the Management Board | 2021 | 130 | 130 | 130 | 129 | | | | 46 | 46 | 46 | | | |
| | 2022 | 237 | 237 | 237 | 237 | 234 | | | 65 | 65 | 65 | 65 | | |
| | 2023 | 986 | 132 | 132 | 132 | 132 | 128 | | 64 | 64 | 64 | 64 | 64 | |
| | 2024 | | 608 | 81 | 81 | 81 | 81 | 81 | 608 | 81 | 81 | 81 | 81 | 81 |
| Patryk Nowakowski Member of the Management Board | 2020 | 156 | | | | | | | | | | | | |
| | 2021 | 127 | 127 | 127 | 127 | | | | 45 | 45 | 45 | | | |
| | 2022 | 199 | 199 | 199 | 199 | 197 | | | 55 | 55 | 55 | 55 | | |
| | 2023 | 770 | 103 | 103 | 103 | 103 | 101 | | 50 | 50 | 50 | 50 | 50 | |
| | 2024 | | 450 | 60 | 60 | 60 | 60 | 60 | 450 | 60 | 60 | 60 | 60 | 60 |
| Maciej Reluga Member of the Management Board | 2020 | 165 | | | | | | | | | | | | |
| | 2021 | 108 | 108 | 108 | 106 | | | | 38 | 38 | 38 | | | |
| | 2022 | 199 | 199 | 199 | 199 | 197 | | | 55 | 55 | 55 | 55 | | |
| | 2023 | 705 | 94 | 94 | 94 | 94 | 94 | | 46 | 46 | 46 | 46 | 46 | |
| | 2024 | | 462 | 62 | 62 | 62 | 62 | 62 | 462 | 62 | 62 | 62 | 62 | 62 |
| | 2023 | 776 | 104 | 104 | 104 | 104 | 101 | | 50 | 50 | 50 | 50 | 50 | |

⁶Until 1 April 2024, Arkadiusz Przybył was the Vice President of the Management Board.

| | | | | | | | | | | | | | | |
|--|------|-----|-----|-----|-----|-----|----|----|-----|----|----|----|----|----|
| Magdalena Proga-Ściepiń Member of the Management Board | 2024 | | 491 | 65 | 65 | 65 | 65 | 65 | 491 | 65 | 65 | 65 | 65 | 65 |
| Artur Gtembocki Member of the Management Board | 2023 | 462 | 62 | 62 | 62 | 62 | 60 | | 30 | 30 | 30 | 30 | 30 | |
| | 2024 | | 390 | 52 | 52 | 52 | 52 | 52 | 390 | 52 | 52 | 52 | 52 | 52 |
| Wojciech Skalski Member of the Management Board | 2024 | | 363 | 48 | 48 | 48 | 48 | 48 | 363 | 48 | 48 | 48 | 48 | 48 |
| Dorota Strojowska Member of the Management Board | 2020 | 166 | | | | | | | | | | | | |
| | 2021 | 127 | 127 | 127 | 127 | | | | 45 | 45 | 45 | | | |
| | 2022 | 199 | 199 | 199 | 199 | 197 | | | 55 | 55 | 55 | 55 | | |
| | 2023 | 761 | 102 | 102 | 102 | 102 | 98 | | 49 | 49 | 49 | 49 | 49 | |
| | 2024 | | 435 | 58 | 58 | 58 | 58 | 58 | 435 | 58 | 58 | 58 | 58 | 58 |
| Former members Bank's Management Board | 2020 | 449 | | | | | | | | | | | | |
| | 2021 | 148 | 148 | 148 | 145 | | | | 52 | 52 | 52 | | | |
| | 2022 | 237 | 237 | 237 | 237 | 234 | | | 65 | 65 | 65 | 65 | | |
| | 2023 | 740 | 99 | 99 | 99 | 99 | 96 | | 48 | 48 | 48 | 48 | 48 | |
| | 2024 | | | | | | | | | | | | | |

Incentive Plan VII

On 27 April 2022, Incentive Plan VII was established in Santander Bank Polska Group under resolution no. 30 of the Annual General Meeting. The Plan is addressed to the employees of the Bank and its subsidiaries (excluding Santander Consumer Bank S.A.) who significantly contribute to growth in the value of the organisation. Its purpose is to motivate the participants to achieve business and qualitative goals in line with the Group's long-term strategy. This mechanism is to strengthen the employees' relationship with the Group and encourage them to act in its long-term interest.

All Management Board members must be covered by the plan given their identified employee status in Santander Bank Polska Group. (MRT/Material Risk Takers).

The Plan covers the period of five years (2022–2026). However, as the payment of variable remuneration is deferred, the share buyback and allocation will be completed by 2033.

The participants are entitled to variable remuneration in the form of the Bank's shares provided that they meet the terms and conditions stipulated in the participation agreement and the resolution. To that end, Santander Bank Polska S.A. will buy back up to 2,331,000 of its own shares from 1 January 2023 until 31 December 2033.

Management Board members participating in the Plan receive variable remuneration in line with the Rules for payment of variable remuneration to identified employees of Santander Bank Polska Group applicable in a given year.

Additionally, the Supervisory Board decides to grant the retention award to a participant, if the following criteria are met:

- 1) the participant's average annual individual performance rating is at least 2.0 on the 1–4 rating scale during the period of their participation in Incentive Plan VII;

- 2) the average annual weighted performance against the Bank's targets in the years 2022–2026 is at least 80%, taking into account the following weights:
- a) 40% for the average annual performance against the PAT target;
 - b) 40% for the average annual performance against the RORWA target;
 - c) 20% for the average annual performance against the ESG targets.

Control of the Incentive Plan in 2024

The Supervisory Board defines the list of participants at the Management Board's request.

In each year of the Plan, the Supervisory Board sets the matrix of targets for Management Board members. Their achievement impacts the value of the award granted.

The entitlement to the award or retention award may be denied in part or in full if a conflict of interest is identified because an employee has put their personal interests or the Bank's interests before customer's interests or has acted to the detriment of a customer.

The Supervisory Board may periodically review the list of participants, in particular in order to verify the rationale behind their further participation in the Plan.

Delivery of the Incentive Plan in 2024

In 2024, Santander Bank Polska S.A. implemented the resolutions of the Extraordinary General Meeting of 11 January 2024 authorising the Management Board to buy back the Bank's shares as part of Incentive Plan VII and establish a capital reserve for that purpose.

The table below illustrates the settlement of the Plan for participants being the Management Board members in individual years:

| The year for which entitlement to the award is due | Number of shares | Price at the calculation time | Number of shares transferred to the brokerage account |
|--|------------------|-------------------------------|---|
| 2022 | 29,049 | 275.78 | 18,237 |
| 2023 | 17,510 | 487.39 | 9,552 |
| 2024 | 20,697 | 472.02 | n/a |

Remuneration paid to Management Board members

The table below presents the total remuneration and additional benefits received by members of the Management Board of Santander Bank Polska S.A. for their functions on the Management Board in 2024:

| Name and surname Role | Fixed remuneration (in PLNk) | | | Variable remuneration (in PLNk) | | Extraordinary | Old-age pension | Total remuneration (in PLNk) | Fixed to variable remuneration ratio |
|--|---------------------------------|----------|---|------------------------------------|---------------------------------|---------------|-----------------|---------------------------------|--------------------------------------|
| | Base salary | Expenses | Other fixed remuneration and additional benefits ⁷ | Due in a single year | Due for many years ⁸ | | | | |
| Michał Gajewski President of the Management Board | 3,327 | - | 367 | - | 3,451 | - | - | 7,145 | 107% |
| Andrzej Burliga Vice President of the Management Board | 1,428 | - | 314 | - | 1,146 | - | - | 2,888 | 152% |
| Juan De Porras Aquirre Vice President of the Management Board | 1,714 | - | 743 | - | 1,810 | - | - | 4,267 | 136% |
| Arkadiusz Przybył⁹ Vice President of the Management Board | 592 | - | 90 | - | 1,351 | - | - | 2,033 | 50% |
| Lech Gałkowski Member of the Management Board | 1,536 | - | 249 | - | 1,163 | - | - | 2,948 | 153% |
| Patryk Nowakowski Member of the Management Board | 1,476 | - | 209 | - | 1,147 | - | - | 2,832 | 147% |
| Maciej Reluga Member of the Management Board | 1,356 | - | 244 | - | 1,135 | - | - | 2,735 | 141% |
| Magdalena Proga-Stępień Member of the Management Board | 1,260 | - | 295 | - | 595 | - | - | 2,150 | 261% |
| Artur Gtembocki Member of the Management Board | 1 080 | - | 233 | - | 225 | - | - | 1,538 | 584% |
| Wojciech Skalski Member of the Management Board | 1 080 | - | 229 | - | 0 | - | - | 1,309 | 0% |

⁷ Other fixed remuneration and additional benefits may include life insurance without pension option, car allowance and housing allowance.

⁸ The portion of variable remuneration due for 2020-2021 in the form of phantom shares was calculated based on the Bank's share price determined as the average price over 3 months preceding the calculation date in the amount of PLN 472.02 per share.

⁹Until 1 April 2024, Arkadiusz Przybył was the Vice President of the Management Board.

| | | | | | | | | | |
|---|-------|---|-----|---|-------|---|---|-------|------|
| Dorota Strojowska Member of the Management Board | 1,428 | - | 275 | - | 1,173 | - | - | 2,876 | 145% |
|---|-------|---|-----|---|-------|---|---|-------|------|

None of the Management Board members received cash or non-cash benefits for persons close to them.

Options to prevent vesting the entitlement to variable components of remuneration

Deferred variable remuneration, whether in cash or in financial instruments, pending payment may be subject to the malus clause if, during the period before its vesting, specific circumstances occur. They will be based on performance or respond to real risk situations or to changes in persistent risk for the companies, business lines or employee activities.

According to the criteria set out in Directive 2013/36/EU, it is not enough for there to be misconduct/misbehaviour or serious error by an employee for the associated breach to be considered a potential trigger for the application of a malus clause, but rather this behaviour must translate into a significant negative impact of a financial nature or impact on the risk profile or reputation of the Group, the Bank or a subsidiary, always provided that the latter does not occur alone, but simultaneously with other negative consequences for the Group, the Bank or a subsidiary.

The factors analysed when a decision is taken to apply malus clauses and the decision-taking process are described in detail in the Malus Clauses Application Procedure of Santander Bank Polska Group. Specifically, these factors include:

- Significant irregularities in risk management on the part of the entity, a business unit, a control unit or a support function;
- Material restatement of the Santander Bank Polska Group's financial statements, when so considered by the external auditors, except when appropriate pursuant to a change in accounting standards;
- Violation by the employee of internal regulations or codes of conduct, particularly those relating to risks;
- Significant change in financial capital or risk profile of the Santander Bank Polska Group;
- Significant increase in economic or regulatory capital requirements which has not been foreseen at the time of approval of the exposure;
- Regulatory sanctions or criminal charges made against the entity or employees who are held liable;
- Any misconduct, whether individual or collective, in particular when referring to the marketing of unsuitable products;
- Negative financial performance of Santander Bank Polska Group.

No malus triggers were identified in 2024 in respect of the Management Board members.

Members of the Management Board of Santander Bank Polska S.A are employed under employment contracts; according to the Labour Code, there are no grounds to demand that they return their variable remuneration paid out to them earlier in part or in full.

Evolution of remuneration and key financial highlights of Santander Bank Polska S.A. from 2019 to 2024

The table below presents evolution of total remuneration and key financial highlights of Santander Bank Polska Group from 2019 to 2024:

| Year | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 (PLN k) |
|---|--------------|--------------|--------------|--------------|--------------|-----------------|
| YoY change | 2019 vs 2018 | 2020 vs 2019 | 2020 vs 2021 | 2021 vs 2022 | 2022 vs 2023 | 2023 vs 2024 |
| Antonio Escámez Torres Chair | n/a | n/a | 227 | 338 | 328 | 310 |
| | n/a | n/a | n/a | 49% | -3% | -6% |
| José Luis de Mora Vice Chair | - | - | - | - | - | - |
| | - | - | - | - | - | - |
| José García Cantera Member of the Supervisory Board | /- | - | - | - | - | - |
| | - | - | - | - | - | - |
| Danuta Dąbrowska Member of the Supervisory Board | 261 | 249 | 283 | 258 | 304 | 351 |
| | 12.3% | -4.5% | 13.6% | -8.5% | 17.7% | 15% |
| Isabel Guerreiro¹⁰ Member of the Supervisory Board | - | - | - | - | - | - |
| | - | - | - | - | - | - |
| David Hexter¹¹ Member of the Supervisory Board | 299 | 320 | 346 | 358 | 363 | 109 |
| | 9.2% | 7.1% | 7.9% | 3.7% | 1.2% | -70% |
| Jerzy Surma¹⁰ Member of the Supervisory Board | 304 | 302 | 329 | 298 | 342 | 229 |
| | 12.9% | -0.4% | 8.7% | -9.5% | 14.8% | -33% |
| Marynika Woroszyńska-Sapieha¹¹ Member of the Supervisory Board | 256 | 254 | 282 | 253 | 307 | 103 |
| | 12.1% | -0.8% | 11.0% | -10.3% | 21.4% | -66% |
| Celiński Adam Member of the Supervisory Board | n/a | n/a | n/a | n/a | 102 | 362 |
| | n/a | n/a | n/a | n/a | n/a | 257% |
| Kamila Marchewka-Bartkowiak¹² Member of the Supervisory Board | n/a | n/a | n/a | n/a | n/a | 266 |
| | n/a | n/a | n/a | n/a | n/a | n/a |
| Tomasz Sójka¹² Member of the Supervisory Board | n/a | n/a | n/a | n/a | n/a | 249 |
| | n/a | n/a | n/a | n/a | n/a | n/a |
| Dominika Bettman Member of the Supervisory Board | n/a | 128 | 303 | 296 | 334 | 378 |
| | n/a | n/a | 136.8% | -2.5% | 13.0% | 13.0% |
| Remuneration of Management Board members (in PLN k) | | | | | | |
| Michał Gajewski President of the Management Board | 3,911 | 4,821 | 4,704 | 6,085 | 6,224 | 7,145 |
| | 36.5% | 23.2% | -2.4% | 29.4% | 2.3% | 14.8% |
| Andrzej Burliga Vice President of the Management Board | 2,460 | 2,342 | 2,044 | 2,428 | 2,611 | 2,888 |
| | 1.1% | -4.8% | -12.7% | 18.8% | 7.5% | 10.6% |
| Juan De Porras Aquirre Vice President of the Management Board | 2,860 | 3,108 | 2,738 | 3,897 | 3,972 | 4,267 |
| | 4.5% | 8.7% | -11.9% | 42.3% | 1.9% | 7.4% |
| Arkadiusz Przybył¹³ Vice President of the Management Board | 2,229 | 2,338 | 2,165 | 2,902 | 3,031 | 2,033 |
| | 29.2% | 4.9% | -7.4% | 34.0% | 4.4% | -32.9% |

¹⁰Supervisory Board members until 18 April 2024 and since 1 July 2024

¹¹Members of the Supervisory Board until 18 April 2024.

¹²Supervisory Board members since 18 April 2024

¹³Until 1 April 2024, Arkadiusz Przybył was the Vice President of the Management Board.

| | | | | | | |
|---|--------|--------|--------|--------|-------------------|--------|
| Lech Gałkowski | n/a | n/a | 699 | 1,809 | 2,426 | 2,948 |
| Member of the Management Board | n/a | n/a | n/a | 158.8% | 34.1% | 21.5% |
| Patryk Nowakowski | 601 | 1,247 | 1,448 | 2,216 | 2,488 | 2,832 |
| Member of the Management Board | n/a | 107.3% | 16.1% | 53.0% | 12.3% | 13.8% |
| Wojciech Skalski | n/a | n/a | n/a | n/a | n/a | 1,309 |
| Member of the Management Board | n/a | n/a | n/a | n/a | n/a | n/a |
| Maciej Reluga | 1,640 | 1,750 | 1,738 | 2,221 | 2,398 | 2,735 |
| Member of the Management Board | 33.2% | 6.7% | -0.7% | 27.8% | 8.0% | 14.1% |
| Magdalena Proga-Stępień | n/a | n/a | n/a | n/a | 967 | 2,150 |
| Member of the Management Board | n/a | n/a | n/a | n/a | n/a | 122.3% |
| Artur Gtembocki | n/a | n/a | n/a | n/a | 177 ¹⁴ | 1,538 |
| Member of the Management Board | n/a | n/a | n/a | n/a | n/a | 768.9% |
| Dorota Strojowska | 1,722 | 1,774 | 1,710 | 2,311 | 2,529 | 2,876 |
| Member of the Management Board | 27.4% | 3.0% | -3.6% | 35.1% | 9.4% | 13.7% |
| Company's results (in PLN m)¹⁵ | | | | | | |
| Total Income | 9,462 | 8,647 | 9,142 | 12,382 | 15,992 | 17,132 |
| | 8.6% | -8.6% | 5.7% | 35.4% | 29.2% | 7.1% |
| Total costs | -4,466 | -4,488 | -3,988 | -4,698 | -4,715 | -5,065 |
| | 18.5% | 0.5% | -11.1% | 17.8% | 0.4% | 7.4% |
| Net impairment allowances | -1,219 | -1,763 | -1,124 | -895 | -1,149 | -983 |
| | 12.4% | 44.6% | -36.2% | -20.4% | 28.5% | -14.4% |
| Profit before tax | 3,245 | 1,881 | 2,058 | 4,353 | 6,850 | 7,265 |
| | -5.2% | -42.0% | 9.4% | 111.5% | 57.4% | 6.1% |
| Profit attributable to shareholders of Santander Bank Polska S.A. | 2,138 | 1,037 | 1,112 | 2,799 | 4,831 | 5,213 |
| | -9.5% | -51.5% | 7.2% | 151.8% | 72.6% | 7.9% |
| Average remuneration (in PLN k) | | | | | | |
| Members of the Supervisory Board active in 2024 | 287 | 257 | 297 | 298 | 314 | 262 |
| | 19.6% | -10.5% | 15.4% | 0.6% | 5.1% | -16.5% |
| Members of the Management Board active in 2024 | 2,277 | 2,509 | 2,199 | 3,033 | 3,022 | 2,975 |
| | 6.3% | 10.2% | -12.4% | 37.9% | -0.4% | -1.6% |
| Members of the Supervisory Board inactive in 2024 | 211 | n/a | n/a | n/a | n/a | n/a |
| | -8.5% | n/a | n/a | n/a | n/a | n/a |
| Members of the Management Board inactive in 2024 | 1,195 | 931 | 886 | 840 | 612 | 476 |
| | -25.4% | -22.1% | -4.8% | -5.2% | -27.2% | -22.2% |
| Other employees ¹⁶ | 93 | 94 | 105 | 117 | 131 | 143 |
| | 7.9% | 1.7% | 11.0% | 12.1% | 11.5% | 9.1% |

¹⁴ For the period of performing the role of a Management Board member

¹⁵ Data presented on a consolidated basis

¹⁶ As at the end of the indicated year, exclusive of the Management Board, employees employed as 1/16 and 1/10 FTE and suspended employees. Gross salary per FTE, multiplied by 12.