



BNP PARIBAS

Bank
zmieniającego się
świata

POLICY ON APPOINTMENT AND DISMISSAL OF MEMBERS OF THE SUPERVISORY BOARD OF BNP PARIBAS BANK POLSKA S.A.



GENERAL PROVISIONS

§ 1

1. Policy for appointment and dismissal of members of the Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter referred to as the "Policy") is one of the elements ensuring transparency, effectiveness and compliance with the law of corporate governance at the Bank.
2. This Policy is in line with:
 - a) the Banking Act,
 - b) guidelines of the European Banking Authority of 2 July 2021 (EBA/ GL/2021/05) on internal management,
 - c) guidelines of the European Banking Authority and the European Securities and Markets Authority of 2 July 2021 (EBA/GL/2021/06) on the suitability assessment of members of the management board, supervisory board and key function holders,
 - d) the provisions of the Recommendation Z of the Polish Financial Supervision Authority regarding the principles of internal governance in banks.
3. The aim of the Policy is to ensure that the composition of the Supervisory Board is appropriate to the scale, complexity and risk profile of the Bank and to contribute to its proper and safe functioning, in particular by exercising effective supervision over the Bank's management system.
4. This Policy is:
 - a) consistent with the Bank's Articles of Association and the Regulations of the Supervisory Board of BNP Paribas Bank Polska S.A.,
 - b) overriding the Regulations of the Supervisory Board of BNP Paribas Bank Polska S.A., and the Policy on the Assessment of Suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter referred to as: "Suitability assessment policy").

APPOINTMENT OF SUPERVISORY BOARD MEMBERS

§ 2

General rules

1. The appointment of a member of the Supervisory Board takes place in the following situations:
 - a) expiry of the mandate of an current member of the Supervisory Board e.g. in connection with the resignation, dismissal, death of a Supervisory Board member or expiry of the joint term of the Supervisory Board,
 - b) increasing the number of the Supervisory Board by a resolution of the General Shareholders Meeting within the limits specified in the Bank's Articles of Association.
2. The number of Supervisory Board members for a given term of office is determined by the General Shareholders Meeting within the limits specified by the Bank's Articles of Association.
3. Members of the Supervisory Board are appointed by the General Shareholders Meeting in a secret ballot, taking into account the provisions of the Bank's Articles of Association and the results of the adequacy assessment carried out at the Bank on the basis of the Suitability assessment policy.



4. Members of the Supervisory Board are appointed for a joint term of office, which begins on the date of appointment and lasts for five years.
5. Member of the Supervisory Board may be reappointed for the Supervisory Board but for no more than three consecutive terms of office.
6. Independent member of the Supervisory Board may be reappointed as an independent member of the Supervisory Board up to a maximum 12 years of service at the Supervisory Board
7. At least half of the members of the Bank's Supervisory Board should have good knowledge of the banking market in Poland, that is they should have a good command of Polish and have gained the required experience on the Polish market. At least two members of the Supervisory Board should be independent members. Independent members of the Supervisory Board should not be related to the Bank, the Bank shareholders or employees in a manner which could significantly affect or give rise to a justified assumption that it significantly affects the ability of the independent member of the Supervisory Board to make unbiased decisions.
8. The detailed criteria of independence for Independent Members arise from the law and the Best Practices of WSE Listed Companies adopted by the Bank and are specified in detail in the Articles of Association of BNP Paribas Bank Polska S.A.
9. The Supervisory Board appoints persons for the functions of the Chairperson and Vice-Chairpersons of the Supervisory Board from among its members.
10. The following Committees operate within the Supervisory Board:
 - a) the Audit Committee,
 - b) the Risk Committee,
 - c) the Remuneration Committee,
 - d) the Nomination Committee.

The Supervisory Board selects members of the Committees among its members, taking into account the results of the suitability assessment, in order to ensure an adequate level of knowledge, skills and experience to the tasks and responsibilities related to work in a given Committee.

11. The criteria of independence referred to in para. 7 should also be met by the majority of members of the Audit Committee constituting an internal committee at the Supervisory Board, including its chairman, and at least one of the Independent Members in the Audit Committee should additionally have qualifications in the field of accounting or financial audit.

§ 3

Process of submitting candidates

1. Each shareholder may propose candidates for a member of the Supervisory Board. A candidate is proposed with a justification and brief CV of the candidate, including especially education, and professional experience.
2. The proposed candidate shall be entered on the list of candidates after submitting to the Chairperson a declaration that he/she agrees to stand as a candidate, as well as other declarations required by generally applicable legislation, including information and declarations necessary for the assessment of suitability. The candidate should provide information and declarations for the purpose of the suitability assessment immediately after his/her candidacy is proposed, in a form and mode



consistent with the Policy on the Assessment of Suitability of members of the Supervisory Board BNP Paribas Bank Polska S.A.

3. A detailed procedure and voting procedure for appointing of the Supervisory Board member is described in the Regulations of the General Shareholders Meeting of BNP Paribas Bank Polska S.A.

§ 4

Candidate verification and suitability assessment

1. Appointment of a member of the Supervisory Board by the General Shareholders Meeting of the Bank is possible after:
 - a) conducting the suitability assessment process,
 - b) presenting its results, and,
 - c) recommendations of the Nomination Committee that's support the suitability assessment process of candidates for Supervisory Board members, to the General Shareholders Meeting in accordance with the Policy on the Assessment of Suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A., in order to verify and assess compliance with the regulatory requirements relating to the Supervisory Board. As part of the adequacy assessment, the Supervisory Board may also appoint the committees referred to in §2 para. 10.
2. The Bank carries out:
 - a) initial suitability assessment – assessment before appointment of the candidate to the Supervisory Board,
 - b) secondary assessment – each subsequent (after the initial assessment) suitability assessment of a Supervisory Board member, regardless of the reason.
3. Suitability assessment has been described in detail in the Policy on the Assessment of Suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A.

DISMISSAL AND RESIGNATION OF MEMBERS OF THE SUPERVISORY BOARD AND REDUCTION OF THE RISK OF INSTABILITY OF THE BOARD

§ 5

1. A member of the Supervisory Board shall be dismissed in particular in the event of a negative secondary assessment of the individual suitability of the Supervisory Board member.
2. If a member of the Supervisory Board is dismissed, shareholders should immediately propose a new candidate to serve on the Board, unless the assessment of the collective suitability of the Board shows that the Board can function in a reduced composition, subject to the minimum number of members of the Supervisory Board.
3. In the event of a sudden occurrence of a vacancy on the Supervisory Board, the Nomination Committee shall perform an assessment of the collective suitability of the Board. After reviewing the results of the assessment, the Chairperson of the Supervisory Board may decide to notify the Management Board of the need to convene an Extraordinary General Shareholders Meeting to supplement the Board or to supplement the Board's composition at the next General Shareholders Meeting.
4. Notwithstanding the provisions of para. 3, in the event that due to the expiry of a term of a member of the Board its composition is reduced below 5 members, the Chairperson of the Board shall notify



the Bank's Management Board about the need to immediately convene an Extraordinary General Shareholders Meeting in order to supplement the composition of the Supervisory Board at least to the statutory minimum.

5. The resignation of a Supervisory Board member, if not resulting from a negative secondary adequacy assessment, should be made with effect on a future date, enabling the Supervisory Board to be supplemented in accordance with this Policy. This is to ensure uninterrupted continuity of the Supervisory Board's operations, including effective supervision over the Bank's management system.
6. The resignation of a Supervisory Board member, resulting from a negative secondary adequacy assessment should be processed in line with §5 point 2 and 3.
7. A member of the Supervisory Board may resign by submitting a resignation letter to the Chairperson of the Supervisory Board.

FINAL PROVISIONS

§ 6

The Policy on appointment and dismissal of members of the Supervisory Board of BNP Paribas Bank Polska S.A. shall enter into force on the date of its approval by the General Meeting.