



BNP PARIBAS

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Policy on the assessment of suitability of members of the Supervisory Board at BNP Paribas Bank Polska S.A.



Table of contents

<i>Table of contents</i>	4
<i>Introduction</i>	1
<i>1. Policy– scope and purpose</i>	2
1.1 Definitions.....	2
1.2 Scope and purpose of the Policy	3
<i>2. Assumptions of the Policy</i>	3
<i>3. Diversity Policy in the Supervisory Board</i>	4
<i>4. Independence of members of the Supervisory Board</i>	5
<i>5. Guidelines on suitability assessment</i>	6
5.1 Events resulting in mandatory assessment	6
5.2 Suitability assessment process methodology	7
5.3 Outcome of suitability assessment.....	8
5.4 Notifications.....	9
<i>6. Suitability assessment and HR processes in the Bank</i>	9
<i>8. Other provisions</i>	10
<i>Appendix 1 Suitability Assessment Instruction</i>	11
Suitability assessment process	11
Suitability assessment tools	17
Detailed criteria for the assessment of suitability.....	18
Specification of the method of assessment of current activity of a Supervisory Board member in individual and collective suitability reassessment.....	22
<i>Appendix 2 Declaration on compliance with suitability requirements</i>	23
<i>Declaration</i>	23
<i>Appendix no. 3</i>	26
<i>Self-Assessment questionnaire</i>	26
<i>Appendix no. 4</i>	26
<i>Assessment questionnaire (Assessment Summary)</i>	26
<i>Appendix no. 5</i>	26
<i>Collective Assessment Questionnaire</i>	26



Appendix no. 6.....26
Requirements in the scope of knowledge, skills and experience.....26

Appendix no 7.....27
Financial disclosure statement of the Supervisory Board Member27

Appendix No. 8.....28
*Statement on the performance of the assigned duties of the Supervisory
Board member.....28*

Appendix no. 9..... 31
*Statement on the performance of the duties of a member of the Audit
Committee..... 31*

Introduction

The "Policy on the assessment of suitability of Members of the Supervisory Board, BNP Paribas Bank Polska S.A." responds to the need of credit institutions to develop a policy on the selection and assessment of members of the Supervisory Board, a policy for the appointment and succession of Key Function Holders, and a policy for the assessment of suitability of Key Function Holders in accordance with the Guidelines of the European Banking Authority of 21 March 2018 on assessment of the suitability of members of the management body and key function holders (EBA/GL/2017/12), hereinafter referred to as EBA guidelines, the Methodology of the Polish Financial Supervision Authority in the scope of the assessment of the suitability of the members of the bodies of supervised entities, published January 27th, 2020, hereinafter referred to as the PFSA Methodology, with the Act – banking law, as well as other legal acts regulating the above-mentioned areas, applicable as of the day of the adoption of the Policy.

1. Policy– scope and purpose

1.1 Definitions

- 1) Bank** – BNP Paribas Bank Polska S.A. seated in Warsaw;
- 2) Suitability assessment instruction** – an operating document describing in detail the process and tools for adequacy assessment at the Bank attached to the Policy as Appendix 1;
- 3) PFSA** – Polish Financial Supervision Authority seated in Warsaw;
- 4) PFSA Methodology** – The methodology for the assessment of the suitability of the members of the bodies of entities supervised by the Polish Financial Supervision Authority, published on 27 January 2020;
- 5) HR Area** – the Human Resources Management area identified in line with the current organisational structure of the Bank in charge of human resource management in the Bank;
- 6) Assessment of suitability** of the members and candidates for the members of the Supervisory Board or the Supervisory Board as a whole in the scope of the criteria indicated in the present Policy;
- 7) Policy**– this Policy on the assessment of suitability of members of the Supervisory Board;
- 8) Supervisory Board** – the Supervisory Board of the Bank;
- 9) Banking law act** – The act dated August 29th, 1997 – Banking law, Journal of Laws 2019.0.2357, as amended;
- 10) Requirements in the scope of knowledge, abilities and experience** – a list of knowledge, abilities and experience expected from Persons subject to the assessment of suitability with the scale of the assessment described in Appendix no. 6, taking into consideration the experience, knowledge and abilities among others in the following scope:
 - the general activity of the Bank and general risks connected to it;
 - significant areas of the Bank’s activity;
 - significant areas of sectoral/financial competence, including financial and capital markets, solvency and models;
 - financial accounting and reporting;
 - risk management, compliance with regulations and internal audit;
 - information technology and security;
 - local and regional markets;
 - legal and regulatory environment;
 - management skills and experience;
 - strategic planning skills;
 - managing national groups and the risks associated with group structures.
- 11) EBA Guidelines** – Guidelines of the European Banking Authority of 21 March 2018 on assessment of the suitability of members of the management body and key function holders (EBA/GL/2017/12);

- 12) Advisory Team** – a team consisting of the Director of the Compliance Monitoring Division, Managing Director of the Legal Division and Executive Director of the Human Resource Management Area

1.2 Scope and purpose of the Policy

1. The Bank is introducing the Policy on the assessment of suitability in relation to EBA Guidelines and the PFSA and in consideration of the influence of spending enough time, warranty and knowledge, skills, experience, of members of Supervisory Board on the proper functioning of the Bank.
2. Policy applies to members of the Supervisory Board and to candidates for the positions of members of the Supervisory Board. In particular, the Policy defines the scope, methods and deadlines for the suitability assessment conducted in the Bank.
3. The process of and criteria for suitability assessment introduced in the Policy shall be applied proportionately and in consideration of the nature, scale and level of complexity of the Bank's operations as well as scope of tasks and responsibilities of member of the Supervisory Board.
4. The introduction by the Bank on the Policy aims at ensuring that members of the Supervisory Board are suitable and that the Supervisory Board as a whole are in charge for the entire time for the adequate total level of knowledge, skills, and experience and together meet other criteria in the Policy which allows to understand actions undertaken by the Bank, and thus efficient management of the Bank or monitoring and questioning the activity of the Board.
5. The principles and assumptions referred to in the Policy ensure the existence of a policy consistent with the standards and values of the Bank and BNP Paribas group and with relevant provisions of law as well as recommendations and good practices, including EBA Guidelines and the PFSA Methodology.
6. The "Policy" and the "Suitability Assessment Instruction" regulate in a comprehensive manner the issues pertaining to the assessment of suitability of members of the Supervisory Board.

2. Assumptions of the Policy

1. Policy:
 - 1) contributes to an effective bank management through the confirmation meeting requirements described in Appendix no. 1 by members of the Supervisory Board;
 - 2) meets the requirements defined in EBA Guidelines, the PFSA Methodology and other regulations. The suitability assessment is held in accordance with the applicable laws.
2. Suitability assessment covers members and candidates for the members of the Supervisory Board for whom an individual suitability assessment and collective assessment of the Supervisory Board as a whole are carried out.
3. The suitability assessment shall be approved by the General Shareholders Meeting with the support of the Nomination Committee and be Advisory Team.
4. A suitability assessment includes the following criteria:
 - 1) Appropriate level of knowledge, skills, and experience;
 - 2) Guarantee, including reputation, financial situation, criminal records, impartiality of judgement, covering particular behavioural traits and conflict of interest;
 - 3) Spending the time necessary to perform position-related tasks.
5. As part of an evaluation of the professional qualifications, the knowledge, abilities and experience of particular persons subject to the assessment of suitability are considered jointly. The joint requirements in the scope of knowledge, abilities and experience are specified in Appendix no. 6.

6. An evaluation of individual Requirements in the scope of knowledge, abilities and experience will be conducted on a five-point scale. While the Bank requires an assessment of each of the Requirements at least at an average level, wherein at least one of the members of the Supervisory Board should represent a very high level and at least one of them – a high level.
7. In accordance with the Bank's Statute at least a half of the members of the Supervisory Board use Polish. In order to ensure that all the members of the Supervisory Board execute all their obligations in an effective and independent manner, in particular independently familiarize themselves with information which may significantly affect the cautious and stable management of the Bank, the Bank has implemented the following solutions:
 - a. The Bank ensures that all the documents submitted to the Supervisory Board as well as documents including key information from the perspective of managing the Bank and supervising the management of the Bank are available in Polish and in English;
 - b. For the members of the Supervisory Board, a translator is available, who can participate in the Supervisory Board meetings as well as in the meeting of the any Committee of the Supervisory Board.
8. The warranty includes all the traits, predispositions, events and circumstances concerning the person subject to the assessment, comprising the credibility of the person who is to manage the public trust entity.
9. The conduct and behaviour of a given person, both in the professional and private sphere, in the long term are assessed. The Bank takes into account the detailed assessment criteria for the warranty set out in Appendix 1.
10. As part of the warranty assessment, the Bank takes into account reputation, honesty and ethics. The analysis covers the type of conviction or charges, the role of the person in the infringement, the penalty imposed, the stage of the court trial reached and the corrective action taken. The Bank should analyse attendant circumstances, including mitigating circumstances, the gravity of the offence, action undertaken by an administrative or supervisory body, the period of time which went by from the offence, the attitude of the person since the offence or action, along with the relationship between the offence or action and the role fulfilled by the person in question. At the same time, the Bank takes into account the appropriate penal registers, taking into consideration the limitation periods.
11. The purpose of collective assessment of suitability of the Supervisory Board is to ensure that the Supervisory Board members are able as a whole to efficiently challenge and monitor the decisions made by the Management Board. Moreover, the Supervisory Board should have the sufficient managerial skills in order to be able to organise its tasks and understand as well as question, where necessary, the practices and decisions implemented by the Management Board.
12. The Supervisory Board shall as a whole possess relevant skills allowing them to present their views and impact the decision-making process as part of the Supervisory Board.
13. As part of the collective Assessment of suitability, the committees of the Supervisory Board are also subject to an assessment, including the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Committee.

3. Diversity Policy in the Supervisory Board

1. The Bank promotes diversity in the Supervisory Board in order to reach a vast range of jurisdiction and competence of the members of the Supervisory Board so that they gain various viewpoints and gather experience and allow for issuing independent opinions and reasonable decisions by the Supervisory Board.
2. When proposing candidates for members of the Supervisory Board, the Bank takes into account the issue of diversity.

3. The Bank strives after ensuring an adequate diversity in particular in the following aspects:
 - gender,
 - education and professional experience,
 - specialist knowledge,
 - age,
 - geographic origin.
4. The Bank sets the following quantitative target and the time frame within which the target for gender diversity should be achieved:
 - a. the Bank's aim is to achieve till 2025 a least represented gender participation in the Supervisory Board at the level at least 30%.
5. Diversity in education and professional experience and specialist knowledge will be assessed taking into account the current and strategic goals of the Bank as well as currently implemented and planned priority projects.
6. The Bank will make every effort to ensure that the composition of the Supervisory Board is characterized by a balanced age structure, which guarantees a broad spectrum of seniority and relevant experience and competence.
7. In the scope of ensuring diversity in the composition of the Supervisory Board from the perspective of geographical origin, the Nomination Committee will take into account the cooperation conducted by the Bank within the BNP Paribas Group
8. The Bank should not recruit members of the Supervisory Board only for the purpose of increasing diversification that could be detrimental to the functioning or suitability of the Supervisory Board as a whole or detrimental to the suitability of particular members of the Supervisory Board.
9. As part of an annual review of composition of the Supervisory Board, the Bank shall certify the above objectives for compliance and, if necessary, identify the reasons for which they have not been met while specifying measures to be undertaken and their respective dates.

4. Independence of members of the Supervisory Board

1. With regard to the Supervisory Board, the Bank:
 - a. assesses which of the Members may be considered independent in the sense that they currently do not have, nor ever had, any connections with or relations to the Bank or its Management Board that could have an impact on an objective, measured assessment of the situation by the Member and could reduce the Member's capacity to make independent decisions;
 - b. determines the sufficient number of independent members.
2. The Bank ensures that the sufficient number of independent members of the Supervisory Board is no lower than two of members of the Supervisory Board. At the same time, the Bank ensures that the sufficient number of independent members of the Audit Committee constitutes the majority of the composition, including the chairperson.
3. As part of general obligations of the Supervisory Board, independent members will play a key role in improving the controls of the Bank by increasing supervision over management-related decisions, ensuring a proper consideration of interests of all stakeholders, including minority shareholders, in discussions and decisions made by the Supervisory Board while making sure that none of the person or a small group of members have been granted an advantage in the decision-making process and ensuring that conflicts of interests are managed in an appropriate manner.
4. The list of circumstances precluding a given person from being "independent" is contained in the self-assessment questionnaire, constituting Appendix no. 43 in the "Being independent" tab.

5. Guidelines on suitability assessment

5.1 Events resulting in mandatory assessment

1. The Supervisory Board of the Bank should consist of the relevant number of members the relevant composition for a given period.
2. Suitability assessment process should be performed in the following situations (initial suitability assessment):
 - a. in the event of an intention to appoint a candidate for a position in the Supervisory Board, including by way of direct or indirect takeover of, or a substantial increase in, a stake of shares of the Bank which gives rise to an increase in the number of members of the Supervisory Board,
 - b. before appointing a person for a new position in the Supervisory Board.
3. Before appointing a member of the Supervisory Board to the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Committee – in the scope of meeting the criteria specific for those committees.
4. Moreover, the Bank shall perform the suitability assessment process (secondary suitability assessment) if:
 - a. there is a justified doubt as to holding an individual or collective adequacy of the Supervisory Board, including:
 - i. it receives information on presenting charges to a member of the Supervisory Board in criminal proceedings or in proceedings for a tax offense or causing significant property losses;
 - ii. there are reservations as to the results of suitability assessment submitted by the Polish Financial Supervision Authority;
 - iii. there is media information on the persons subject to suitability assessment process that is considered material from the viewpoint of the suitability assessment process;
 - iv. there is other information which could challenge the result of the previous suitability assessment of the members of the Supervisory Board (e.g. complaints, information of additional time-related engagement connected with the position held externally);
 - b. there are events which have a significant impact on the reputation of a member of the Supervisory Board, including where members are not compliant with the policy on conflicts of interests adopted by the Bank,
 - c. as part of an audit of the internal management rules performed by the Supervisory Board,
 - d. in the event of entrusting a given person with additional competences / taking up additional positions, or in the event of a change in the scope of competences or obligations regarding the position of a given member in the Supervisory Board, or in the case of appointing a member to a different position,
 - e. before the end of the term of office, regardless of whether the person is to be appointed for another term or before the planned dismissal of a member of the Supervisory Board, before reappointment of a member of the Supervisory Board,
 - f. in the event of identifying significant violations of the obligations of the members of the Supervisory Board,
 - g. in any other case which has a major impact on the suitability of a member of the Supervisory Board.
5. The Bank shall carry out a collective suitability assessment process for the Supervisory Board in particular if:
 - a. there are significant changes in the composition of the Supervisory Board, including:

- i. in the course of designation of new members of the Supervisory Board, including by way of direct or indirect takeover of, or a substantial increase in, a stake of shares of the Bank;
 - ii. in the event of repeated designation of members of the Supervisory Board
 - iii. if the requirements regarding a given position has been changed or if the members are appointed for a different position in the Supervisory Board;
 - iv. in case the changes of competences within the Supervisory Board (including in the scope of participation in Supervisory Board committees),
 - b. if there is a material change in the business model of the Bank, readiness to take the risk or risk-related strategies or the structure at the individual level or at the level of the entire group;
 - c. as part of an audit of the internal management rules performed by the Management Board or the Supervisory Board;
 - d. in the event of emergence of new circumstances that may affect the assessment of collective suitability of the members of the Supervisory Board;
 - e. in the event of a significant change in the assessment of individual suitability of any of the members of the Supervisory Board;
 - f. during the appointment and each change of the composition of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Committee - with regard to meeting the criteria specific to these committees;
 - g. in any other case which has a major impact on the collective suitability of a Member of the Supervisory Board.
- 6. In relation to candidates for members of the Supervisory Board, the suitability assessment shall be performed before the person takes the position/starts performing the function.
- 7. In special cases, the assessment suitability may be carried out at a later date, but no later than one month after the assumption of the position of member of the Supervisory Board if:
 - a. The member of the Supervisory Board has been designated and nominated at a General Assembly of Shareholders, but his or her candidature was not put forward by the Bank,
 - b. a complete suitability assessment carried out before the designation of the member would disrupt the proper functioning of the Supervisory Board, including as a result of the following situations:
 - i. where the need for replacement of Members is urgent or sudden,
 - ii. where a member is dismissed because he or she is no longer suitable.
- 8. An individual and collective suitability assessment of the Supervisory Board is carried out once a year also without any particular reason (periodical suitability assessment).
- 9. The suitability assessment process is carried out at a pace allowing for making business decisions in an efficient manner. In particular, any assessment process must be performed within a period of maximum 90 days.
- 10. If more than one of the abovementioned criteria of assessment occurs simultaneously, the assessment may be carried out once.

5.2 Suitability assessment process methodology

1. The basic assessment criteria should be the same, regardless of the position. Assessment may comprise additional criteria which correspond with the position subject to assessment. Suitability assessment consists of:

- 1) Verification of the documents of the assessed person (CV, statements, forms, certificates, and other documents as indicated in the Suitability Assessment Instruction and Check references);
 - 2) An optional assessment interview (an assessment panel) in order to confront the declarations of the assessed person with the facts;
 - 3) Result of the suitability assessment;
2. The suitability assessment shall be conducted on the basis of relevant documents: The persons assessed shall submit any information/documents required for the assessment upon a request of the Nomination Committee/Advisory Team, including statements, the specimens of which are contained in Appendix 2 to the Policy, and they are obliged to fill in the Self-Assessment Questionnaire , attached as Appendix 3 and the statement attached as Appendix 7 to Policy in the case of members of the Supervisory Board.
 3. The persons subject to the suitability assessment are obliged to immediately notify the Nomination Committee / Advisory Team about any changes that affect their fulfilment of the relevant requirements in terms of suitability (in accordance with the questionnaire provided for in the Suitability Assessment Instruction).
 4. By carrying out reassessment and periodical assessment of individual or collective activity of members of the Supervisory Board, the Bank takes into account the assessment of current activities of the member of the Supervisory Board.
 5. A collective reassessment takes into consideration major changes as regards the business operations of the Bank, strategies, risk profile, and division of responsibilities in the Supervisory Board and their results on the required level of knowledge, skills, and experience of the Supervisory Board as a whole.

5.3 Outcome of suitability assessment

1. A positive result of the suitability assessment of the assessed person enables that person to perform the function of a member of the Supervisory Board.
2. A negative result of the suitability assessment of the assessed person in principle does not enable that person to perform the function of a member of the Supervisory Board. In particular:
 - 1) In the case of warranty criterion – a negative suitability assessment prevents the person from holding a function in the Supervisory Board. However, in the case of the criterion of independence of judgment and conflict of interest - it prevents holding positions in the Supervisory Board until these criteria are eliminated, confirmed in the re-evaluation of the suitability process;
 - 2) In the case of the knowledge, abilities and experience criteria:

While assessing candidates for a member of the Supervisory Board, the Bank may suspend the possibility of the employment/ appointment until the candidate acquires the relevant qualifications confirmed by a suitability reassessment;
 - 3) As for spending time necessary to perform a function or a number of positions held at the same time, a negative result prevents the assessed person to be appointed to the position until he or she resigns from additional functions if those are not in compliance with the requirements defined in Art. 22 (a)(a) of the Banking Law. The Bank may analyse the possibility of introducing solutions to increase the involvement or reduce the number of positions taken.
3. In the event of a negative assessment or reassessment of the members of the Supervisory Board on a case by case basis or the Supervisory Board as a whole, the Bank shall take relevant corrective measures within an appropriate time frame. Corrective measures may in particular comprise: adjustment of the division of responsibilities between the members of the Supervisory Board, replacement of some of the members of the Supervisory Board, recruitment of additional

members of the Supervisory Board, taking action to minimise conflicts of interest, organisation of a training for individual members or organisation of a training for the Supervisory Board as a whole.

4. In case of a negative initial assessment of the candidate for a member of the Supervisory Board, the Bank conducts an assessment of the collective suitability, taking into consideration the lack of a possibility to immediately appoint a person to the Supervisory Board composition.
5. In the event of a negative collective assessment of the suitability of the Supervisory Board, the Bank shall immediately take remedial measures, in particular:
 - a. adjust the division of duties among members of the Supervisory Board;
 - b. exchange of certain members; recruiting additional members of the Supervisory Board;
 - c. take possible measures to minimize the conflict of interest;
 - d. organize training for individual members or organize a training for the Supervisory Board as a whole.

5.4 Notifications

1. Each time after individual or collective assessment or appointment to the Supervisory Board, the Bank provides to the Polish Financial Supervision Authority - information on the results of the assessment, and on its request also documentation of the assessment.
2. The Bank immediately notifies the PFSA in the event of a negative initial assessment of the candidate for a member of the Supervisory Board, informing at the same time about actions taken in relation to it.
3. The Bank shall immediately notify the Polish Financial Supervisory Authority (PFSA) about the dismissal of a person performing the function of a member of the Supervisory Board while providing the reasons for dismissal. In the event of dismissal as a result of suitability assessment, the Bank shall draw up a summary of the results of individual and collective verifications (a collective assessment of the Supervisory Board) as to the requirements for the experience and competence of members of the Supervisory Board and the specialisation areas of Members of the Supervisory Board, shall be created in the form of a table according to the template contained in Appendixes no. 3 and 4 to the Policy.
4. The Bank shall immediately notify the PFSA if a negative suitability assessment shows major deficiencies regarding members of the Supervisory Board.
5. The notification referred to above shall also provide a description of undertaken or scheduled measures aimed at dealing with these deficiencies as well as implementation date.

6. Suitability assessment and HR processes in the Bank

1. Suitability assessment is one of the elements of recruitment and appointment, and succession of candidates to perform the function of members of the Supervisory Board. A positive result of suitability assessment does not automatically entail a positive decision to employ/appoint the candidates for the function of members of the Supervisory Board. It is only one of the mandatory elements taken into account in the decision-making process that must be verified positively in order to proceed with any further consideration of the candidate assessed in line with the needs.

7. Introduction into obligations and trainings for members of the Supervisory Board

1. The Management Board, with the support of Human Resource Management Area, shall establish a process of introduction of newly appointed members of the Supervisory Board to their respective obligations.

2. The purpose of introduction to obligations is to:
 - a. make it easier for members of the Supervisory Board to clearly understand the structure of the Bank, its business model, risk profile, and arrangements concerning management as well as its roles as members of the Supervisory Board;
 - b. provide members of the Supervisory Board with knowledge on the culture, values, behaviours, and strategies associated with the Bank.
3. The training policy for newly appointed members of the Supervisory Board shall be amended and adjusted in order to best reflect any major changes in terms of management, strategic changes in the Bank, new products, and other important changes in the applicable provisions and conditions on the market.

8. Other provisions

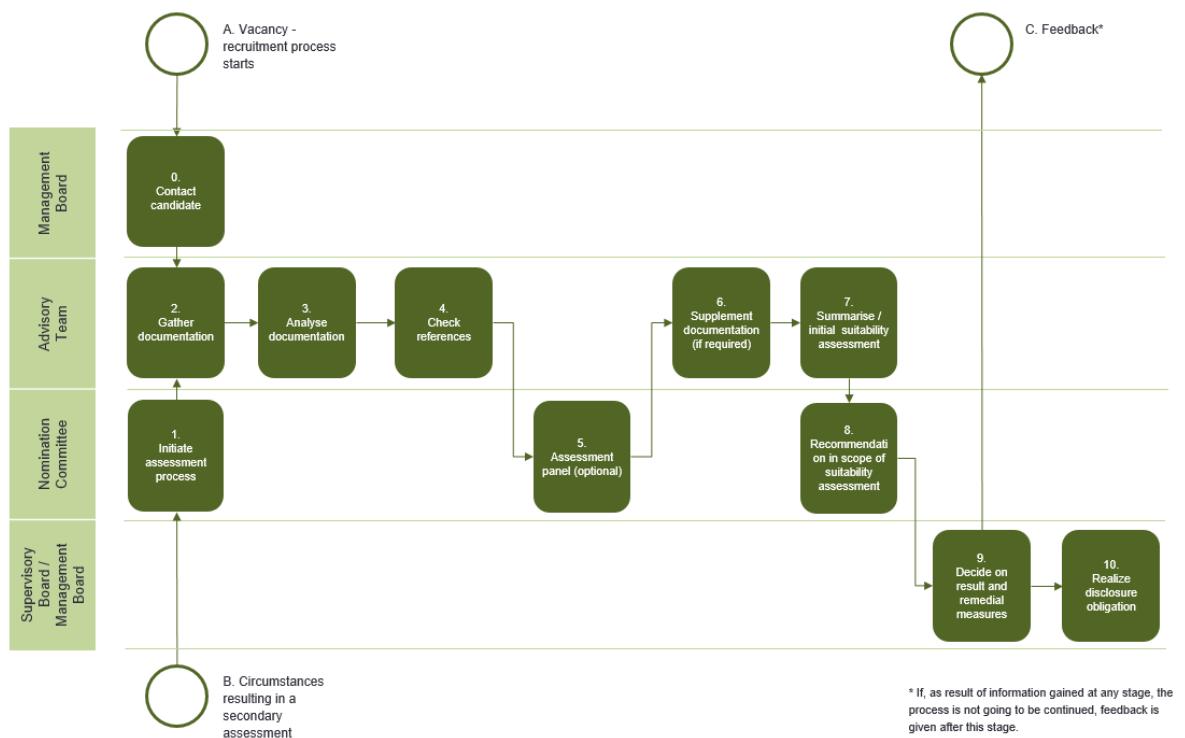
1. Members of the Supervisory Board shall be subject to suitability assessment in accordance with the Policy from the moment of its entry into force.
2. The retention period for personal data related to the assessment of suitability of a member of the Supervisory Board is not shorter than 10 years and not longer than 25 years from the moment of obtaining the data necessary to conduct the assessment of suitability.
3. The retention period for the personal data of the candidates or the functions mentioned above, who have failed to take up the position in the Bank is 1 year maximum.
4. The Policy and its application shall be periodically reviewed.
5. This Policy shall come into force on the day of its adoption by the General Meeting of Shareholders.

Appendix 1 Suitability Assessment Instruction

Suitability assessment process

Below is an illustration and description of the process of the suitability assessment of members of the Supervisory Board and candidates for members of the Supervisory Board.

Suitability Assessment Procedure for the Supervisory Board



The table below presents in detail the actions and division of responsibility in the Assessment process of:

Process	Stage in the process	Description of actions
A Vacancy – start recruitment or circumstances for initial collective assessment	1	An event that initiates the suitability assessment process (in the case of candidates for the position of a member of a Supervisory Board is the beginning of recruitment of a candidate. In the case of the assessment of candidates for the Supervisory Board, as well as the collective suitability assessment, the process is initiated by the Nomination Committee.
B. Circumstances for suitability reassessment	1	An event that initiates the suitability assessment process is the occurrence of the premise or premises indicated in the Policy. The evaluation process is initiated by the Advisory Team.
A	1. Initial recruitment actions	In the case of candidates for the position of a member of the Supervisory Board, the Management Office shall contact the candidate.

Process	Stage in the process	Description of actions
A and B	2. Collect documentation	<ol style="list-style-type: none"> 1. The Advisory Team determines the scope of the assessment and then obtains documentation required for the suitability assessment, taking into account the nature, scale, and level of complexity of the Bank's operations as well as the scope of tasks and responsibilities of a member of the Supervisory Board, i.e. in particular: <ol style="list-style-type: none"> 1) CV of the assessed person, 2) Completed self-assessment questionnaire, 3) Statements, 4) List of credentials (if available and provided voluntarily), 5) Other formal documents – including those confirming information on education and experience (depending on the type of position) (these can also be e.g. professional qualification course certificates, such as ACCA, CIM, CFA, awarded distinctions), 6) The documents necessary to assess a sufficient amount of time spent by the member of the Supervisory Board subject to assessment. 2. All documents are collected in accordance with the applicable provisions of law, in particular in terms of personal data processing and protection. 3. Where the assessed person refuses to provide any of the required documents which may contain the data of key importance for the adequacy assessment process, the Advisory Team, in consultation with the Nomination Committee, may decide to reject that candidate. 4. If the submitted documents are incomplete or incorrectly completed, the Advisory Team asks the assessed person to supplement them and, after receiving the documents, verifies them again. 5. The Bank also keeps a record of all external professional and political functions of the assessed person. The record is updated by the Bank based on statements from the assessed or after receiving information of such changes in a different manner.
A and B	3. Review documentation	<ol style="list-style-type: none"> 1. The Advisory Team reviews the documents provided by the assessed person in terms of competence profile and requirements for the specific position (guidelines included in the job descriptions and in the regulations regarding the values, the principles of ethical behaviour, and the principles of governance applicable in the Bank). 2. The Advisory Team reviews the reliability of candidates using the available sanction lists (in particular the list published by the European. A negative result means that the specific person subject to assessment is excluded from the recruitment process (in the case of candidates for the position assessed) or it means that relevant steps shall be undertaken with regard to the assessed person in accordance with the currently applicable provisions of law. 3. If the results of the documentation review clearly show that the assessed person does not have the expected qualifications (i.e. the result is incompatible with the minimum requirements included in the competence and position profile, the requirements determined in Appendix no. 6) or does not meet the remaining assessment criteria (including reputation, conflict of interests).

Process	Stage in the process	Description of actions
A and B	4. Check references	<ol style="list-style-type: none"> 1. With regard to the assessed persons who were positively reviewed in terms of documentation, the Advisory Team may perform a references check on the basis of a list of contacts provided voluntarily by the assessed person. 2. References are checked during phone calls or meetings in terms of: <ol style="list-style-type: none"> 1) knowledge, skills, and professional experience, 2) occupational success and failures, including awarded distinctions, 3) competence specific for the position, 4) warranty (while as part of the Warranty, the reputation, honesty and ethics as well as independence of judgement is subject to assessment) – in line with the Code of Conduct at BNP Paribas Group applicable at the Bank. <p>The final product of the work at stages 3 and 4 is a collective compilation submitted to the Nomination Committee with a summary of the documentation and reference review.</p>
A and B	5. Assessment panel (optional)	<ol style="list-style-type: none"> 1. The Nomination Committee reads the documentation submitted by the Advisory Team. 2. The Nomination Committee/ Advisory Team may decide to conduct an assessment interview. In terms of suitability assessment, an assessment interview refers to the following aspects: knowledge, experience and competence, reputation, reputation, honesty, impartiality of judgement, and potential conflicts of interests. 3. The Nomination Committee / Advisory Team delegates at least two persons from its personal composition to conduct assessment interviews. It is recommended that at least one of the two delegates is a representative of the HR Area. It must be ensured that the composition of the assessing team would exclude any potential conflicts of interests (e.g. assessing one's superior). The persons delegated to conduct interviews should evaluate the candidate objectively and should be free from pressure from anyone. 4. Assessment interviews are held at a time agreed upon by the assessed person and the Nomination Committee / Advisory Team. If the assessed person fails to attend the meeting twice (and their absence is not justified with important reasons), this may serve as a basis to exclude the assessed person from the recruitment process (in the case of candidates) / to undertake relevant steps towards the assessed person (in the case of persons holding the position of a member of the Supervisory Board in accordance with applicable provisions of law. 5. During the assessment panel, the Nomination Committee / Advisory Board relies on the documentation submitted by the candidate references, competence- and position-related requirements. 6. Interviews may also verify behavioural requirements determined in Appendix no. 6. 7. If the Nomination Committee / Advisory Team have significant doubts or not enough information on the assessed person, they may decide to deepen the assessment process. Then, they request the Advisory Team to complement documentation (perform additional tasks) within the limits of the applicable law.

Process	Stage in the process	Description of actions
A and B	6. Complement documentation	<ol style="list-style-type: none"> 1. Upon the request of and within the scope specified by the Nomination Committee, the Advisory Team takes actions to obtain additional information to support the process of suitability assessment of members of the Supervisory Board. 2. If the action recommended by the Nomination Committee requires the assistance of external parties (e.g. independent consultants), the Advisory Team shall be responsible for recommending the conclusion of relevant agreements, including non-disclosure agreements and personal data protection agreements. In particular, attention should be paid to the need (legal obligation) to inform the assessed persons on the activities commissioned to external parties.
A,B and D	7. Summary of the assessment process/ initial assessment	<ol style="list-style-type: none"> 1. Advisory Team prepares a compilation of the suitability assessment results and makes an initial suitability assessment in the assessment questionnaire. 2. In the case of a collective assessment, the Advisory Team, based on the individual assessment questionnaires makes an initial assessment in the collective assessment questionnaire.
A, B and D	8. Recommendation in the scope of suitability assessment	<ol style="list-style-type: none"> 1. The Nomination Committee prepares a recommendation for individual or collective suitability assessment based on the recommendation of the Advisory Team. 2. In the case of the evaluation of the Key Function Holders, the recommendation is prepared by the Advisory Team. 3. The final product of stages 7 and 8 in the process is a summary containing: <ol style="list-style-type: none"> 1) a list of activities undertaken to assess the adequacy, 2) a list of documents provided by the candidate and subcontractors, 3) conclusions from the conducted examination (information about any possible deficiencies, doubts), 4) preliminary assessment and recommendation regarding the adequacy assessment in the assessment questionnaire.
A, B and D	9. Suitability assessment decision	<p>The final decision on suitability assessment is made by the following respectively:</p> <ol style="list-style-type: none"> 1. the General Assembly of Shareholders – in the case of the assessment of the Supervisory Board; 2. The decision on the assessment of suitability is made based on the recommendations from the Nomination Committee by adopting or rejecting it (in line with the applicable majority of votes and in line with the applicable minimum number of the attendees). Decisions are made independently. 3. In the case of a negative assessment of a person performing the function of a member of the Supervisory Board, or the Supervisory Board as a whole, measures are taken to restore the state in which all the members of the Supervisory Board as well as each of the Supervisory Board as a whole meet the criteria of suitability. 4. The final product of works at this stage is a report from the meeting of the competent authority or which includes a decision on the assessment of suitability of the candidate or member of the Supervisory Board. A compilation of suitability assessment results including the assessment questionnaire is attached to the report.

Process	Stage in the process	Description of actions
A and B	C. Feedback for the assessed person	<ol style="list-style-type: none"> 1. The assessed person has the right to receive information on the course of suitability assessment process, and in particular to receive: <ol style="list-style-type: none"> 1) a list of actions taken in order to assess suitability, 2) a list of documents reviewed during the process, 3) suitability assessment results. 2. The above information is provided to the assessed person no later than 30 days from the date of completion of the assessment process. 3. The Bank is obliged to ensure anonymity of the persons interviewed and confidentiality of specific information / component opinions that affected the final suitability assessment.

Suitability assessment tools

As part of the suitability assessment process, the Bank developed a range of methods, tools for testing it, the Nomination Committee or the Advisory Team may, in justified cases, decide to select additional methods, not included in the list below.

Table 1. Selected tools for the assessment of suitability at the Bank

Item	Criterion	Adopted suitability criteria assessment methods	
		Standard – used obligatorily	Additional – used optionally
1	Warranty, reputation, honesty, and ethics	<ul style="list-style-type: none"> • Statement – a written confirmation on the lack of premises (as specified in the Self-Assessment Questionnaire) that might negatively influence the reputation of the assessed person. • Self-Assessment Questionnaire – a list of issues verifying specific elements of the reputational risk. • Review of databases and publicly available registers (National Penal Register, Register of Insolvent Debtors, etc.). • Fulfilment of duties – statements constituting Appendices 8-9. 	<ul style="list-style-type: none"> • Press screening (media screening) – number and nature of events related to the name of the assessed person, including: <ul style="list-style-type: none"> ○ Archive and current media monitoring, ○ Evaluation of the tone of information (positive / negative context). • Expert report developed by subcontractors that has been commissioned by the Bank – professional and private reputation areas. • Checking references (if the assessed willingly makes available a list of contacts) – contact with the representatives of previous employers/the media/institutions/ persons confirming the assessed person's impeccable opinion.
2	Knowledge, experience and abilities	<ul style="list-style-type: none"> • Statement – a written confirmation of holding adequate competence and experience (e.g. in line with the list of competence). • Self-Assessment Questionnaire – scope of knowledge, skills and experience of the assessed person (in line with Appendix no. 6) and a list of managerial functions performed and areas of expertise. • CV review – a review of professional experience, including education, trainings, distinctions, certificates, diplomas. • Recruitment interview – an experience-based and competence-based interview. • References check (if the assessed person voluntarily provides a list of contacts) – contacting the representatives of former employers / colleagues / business partners. 	<ul style="list-style-type: none"> • Assessment Centre – a practical assessment of the competence of the assessed person performed by HR Area staff or independent subcontractors. • Expert report developed by subcontractors, commissioned by the Bank – professional experience – confirmation of successful milestones and the employment history.
3	Warranty of conflict interests	<ol style="list-style-type: none"> 1. Statement on the lack of conflict of interests and on the functions fulfilled in entities other than the Bank. 2. Self-assessment Questionnaire – a list of situations that might cause a conflict of interests. 3. CV review – a review of current and former professional and social functions in terms of potential conflicts of interests, including an analysis of entries to the National Court Register (KRS). 	<ol style="list-style-type: none"> 4. Expert report developed by subcontractors, commissioned by the Bank – professional experience and interpersonal relations – exclusion of potential conflicts of interests.

Detailed criteria for the assessment of suitability

The table below presents aspects taken into account during the process of suitability assessment with regard to the criteria defined in EBA Guidelines. The suitability assessment should be performed with consideration of the nature, scale, and level of complexity of the Bank's operations, as well as the specific member of the Supervisory Board.

Table 2. Scope of suitability assessment with regard to specific criteria

Criterion	Verified scope
Guarantee, reputation, honesty, and ethics and criminal record	<ol style="list-style-type: none"> 1. Leading to bankruptcy proceedings, composition proceedings or similar proceedings in any of the managed organisations or to the status of an insolvent debtor; 2. Entries in criminal registers, convictions in civil and administrative cases and in disciplinary proceedings (including a ban on holding positions in commercial law companies); including a conviction for an intentional or fiscal offence, excluding offences under private prosecution; 3. Conviction or prosecution of a criminal offence, ongoing procedures in particular: <ol style="list-style-type: none"> 1) offences under the laws governing banking, financial, securities, insurance activity, or concerning securities markets or securities or payment instruments, including laws on money laundering and terrorist financing, market manipulation, or insider dealing and usury; 2) offences of dishonesty, fraud, or financial crime; 3) tax offences; 4) other offences under legislation relating to companies, bankruptcy, insolvency, or consumer protection; 4. Subject to relevant current or past investigations and/or enforcement actions, in particular by any other regulatory or professional bodies for non-compliance with any relevant provisions, regulations or accepted practices and norms; 5. Subject to administrative sanctions for non-compliance with provisions governing banking, financial, securities, or insurance activities or those concerning securities markets, securities or payment instruments, or any legislation on financial services; 6. Subject to proceedings in business dealings in the past: <ol style="list-style-type: none"> 1) any evidence that the person has not been transparent, open, and cooperative in its dealings with supervisory or regulatory authorities; 2) refusal of any registration, authorisation, membership, or license to carry out a trade, business, or profession; or revocation, withdrawal, or termination of such registration, authorisation, membership, or license; or expulsion by a regulatory or government body; 3) the reasons for termination of employment relationship or dismissal from any position of trust, fiduciary relationship, or a similar situation, or having been asked to resign from employment in such a position, 4) disqualification by competent authority from managerial functions in a business. 5) other evidence that the person is acting in a manner inconsistent with high standards of behaviour. 7. Evaluation of past and present business performance and financial stability of the person with regard to their potential impact on the assessed person's reputation – within the applicable provisions of law: <ol style="list-style-type: none"> 1) inclusion on the list of unreliable debtors or any negative records on this kind of list conducted by a credit bureau (<i>if available</i>), 2) doubtful financial and business performance of the entities owned or directed by the person or in which the person had or has significant shares, with particular focus on any rehabilitation, bankruptcy and winding-up proceedings and whether and how the person has contributed to the situation that led to the proceedings, 3) declaration of personal bankruptcy, 4) civil lawsuits, administrative or criminal proceedings, penal proceedings, large investments or exposures and loans taken out, in so far they can have a significant impact on the financial situation.

Criterion	Verified scope
	<p>8. Information on:</p> <ol style="list-style-type: none"> 1) investigations, administration proceedings, enforcement proceedings, or sanctions by a supervisory authority which the person has been the subject of, 2) whether an assessment of reputation as a person running a credit institution has already been conducted by another competent authority (including the identity of that authority and the evidence of the outcome of this assessment), 3) whether any previous assessment by an authority from another (non-financial) sector has already been conducted (including the identity of that authority and evidence of the outcome of this assessment) 4) large investments or loans taken out that may significantly affect the financial standing of the assessed person, economic entities owned or directed by that person or in which he or she holds a significant share. <p>9. Information regarding fulfilment of the duties of the Supervisory Board and the Audit Committee.</p>
<p>Experience and competence</p>	<ol style="list-style-type: none"> 1. Knowledge gained through education and training: level and profile of education (relation with banking and finance or other relevant areas, i.e. education in banking and finance, economics, law, administration, financial, accounting regulation and quantitative methods). 2. Practical experience gained from previous occupations (for the last 10 years): <ol style="list-style-type: none"> 1) nature of the managerial position and its place in hierarchy, 2) length of service, 3) scope of competence, decision-making powers, and responsibilities, 4) technical know-how gained through the position about the business of a credit institution and the understanding of risks in credit institutions, 5) number of subordinates, 6) references from employers (at least for the last 3 years). 3. Competences in the scope of Bank management, business area management, risk management and personal (soft) management described in Appendix No. 6.
<p>Guarantee conflict interests - of</p>	<ol style="list-style-type: none"> 1. Potential conflicts of interests, i.e.: any financial (e.g. loans, shareholdings) and non-financial interests or relationships (e.g. close relations such as a spouse, cohabitant, child, parent or other relation with whom the person shares a household) of the person and his/her close relatives to members of the Supervisory Board and Key Function Holders in the Bank, the parent institution and subsidiaries and controlling shareholders. 2. Declaration of the person's ability to perform their duties independently without undue influence from other persons, including: <ol style="list-style-type: none"> 1) barriers related to past and/or present positions held in a credit institution or other firms, 2) personal, professional or other economic relationships with the members of the management bodies in the Bank, in its parent company or subsidiaries, 3) personal, professional or other economic relationships with the controlling shareholders of the Bank, with its parent institution or subsidiaries, 4) personal (e.g. close family links) or professional relationships with employees of an institution or entity falling within the scope of prudential consolidation; 5) other employment or recent employment; 6) personal or professional ties with certain stakeholders (e.g. related to significant suppliers, consulting companies or providers of other services); 7) membership in a Supervisory Board, exercising control over a legal person or other entity having conflicting interests with the supervised entity in which the person performs or is to perform the function 8) social activity constituting a conflict of interest against the activity of the Bank in accordance with the person's declaration;
<p>Spending the time necessary</p>	

Criterion	Verified scope
<p>to perform position-related tasks</p>	<p>1. As part of assessment of spending sufficient amount of time by a member, the Bank shall primarily consider:</p> <ul style="list-style-type: none"> a. the number of managerial functions at financial or non-financial companies fulfilled by a given member at the time, taking into account possible synergies if such functions overlap, including action on behalf of a legal person or in the capacity of a substitute member of the management body; b. the size, nature, scale, and level of complexity of operations of the entity in which the member performs a managerial function, and in particular whether the entity in question is not from the EU; c. a geographic presence of the member and travelling time required for that type of position; d. the number of scheduled meetings for the Supervisory Board; e. managerial functions in organisations which do not attempt to achieve mainly commercial ends that are conducted by the member at the same time; f. all the necessary meetings convened in particular with the competent authorities or other internal or external shareholders beyond the official sittings of the Supervisory Board; g. the nature of a specific position and member's duties, including particular functions, such as CEO, President, Chairman or Member of the Committee, and whether the member performs any executive or non-executive function, along with the need of that member to take part in meetings of the company mentioned in (a) and in the institution. h. other external professional, social or political activity and other functions as well as significant action conducted in the financial sector and beyond, both in the EU and beyond; i. a necessary introduction into obligations and trainings; j. other major obligations of the member which the institution considers necessary to be considered while assessing whether the member spends a sufficient amount of time; k. Relevant comparative analysis of time commitment available; l. functional and purposeful reasons for combining functions in several entities (e.g. due to ensuring a specific management standard or supervision over entities from the same capital group); m. attendance of the assessed person at the meetings of the Supervisory Board and the frequency of these meetings as well as the result of a long absence of any of the members of the Supervisory Board. <p>Calculation of the number of managerial functions</p> <ul style="list-style-type: none"> 1. Each member of the Supervisory Board limits their additional managerial obligations. It is necessary to ensure that a Supervisory Board member only performs one of the following combinations of managerial functions: <ul style="list-style-type: none"> a. one position in the management board and two positions in the supervisory board (non-executive function) b. four positions in the supervisory board (non-executive function) 2. The following executive and non-executive functions shall be considered as one managerial function if: <ul style="list-style-type: none"> a. they are fulfilled as part of the same capital group, b. they are fulfilled in institutions belonging to the same institutional protection scheme, as long as the conditions defined in Art. 113 (7) of Regulation (EU) no. 575/2013 have been met, c. they are fulfilled (including non-financial entities) in which the Bank holds a significant stake of shares. 3. Moreover, if functions are regarded as one, the following principles shall apply: <ul style="list-style-type: none"> a. several managerial functions shall be regarded as one executive function if it concerns at least one executive function; in other cases, the function shall be regarded as one non-executive function, b. all managerial functions performed within the enterprises in which the Bank holds a significant stake of shares but which are not subsidiaries as part of the same group shall be regarded as one managerial function. A managerial function in such an enterprise shall be regarded as one managerial function, c. if the Supervisory Board member fulfils managerial functions in various groups or enterprises, all managerial functions performed within the same institutional protection scheme shall be regarded as one managerial function. d. if there are many institutions within the same group holding major stakes of shares, the manager function in such an enterprise shall be regarded with consideration of a consolidated situation (based on an accounting scope of consolidation) institution as one separate managerial function.

Criterion	Verified scope
	<ul style="list-style-type: none"> e. if the Supervisory Board member fulfils managerial functions in various groups or enterprises, all managerial functions performed within the same institutional protection scheme referred to in Art. 91 (4)(b)(i) of Directive 2013/36/EU shall be regarded as one managerial function. If the event of application of the principle defined in Art. 91 (4)(b)(i) of Directive 2013/36/EU regarding the calculation of executive functions as part of the same institutional protection scheme leads to a higher number of managerial functions than those permitted under the principle defined in Art. 91 (4)(a) concerning the calculation of the number of managerial functions as part of a group, then the lower number of managerial functions shall apply. f. managerial functions performed in entities which do not aim at achieving mainly commercial ends shall not be regarded while calculating the number of managerial functions in line with Art. 91 (3) of the Directive. This activity should be taken into account while assessing the amount of time spent by a specific member.
Warranty – independence of judgement	<p>Questions included in the self-assessment questionnaire, with reply to which the person must provide examples of particular behaviours in the scope of:</p> <ul style="list-style-type: none"> a. courage, conviction and strength to effectively evaluate and challenge decisions proposed by other members of the Supervisory Board; b. the ability to ask the right questions; c. ability to resist 'group thinking';

Table 3. Scope of assessment of the adequacy of the Supervisory Board Committees

Criterion	Verified scope
Audit Committee assessment criteria	<p>The Committee as a whole should meet the following criteria:</p> <ul style="list-style-type: none"> a. Independence - majority of members, including the Chairperson b. Knowledge and skills in accounting and financial statements - at least one member c. Knowledge and skills in banking - at least one member
Nomination Committee assessment criteria	<p>The Committee as a whole should meet the following criteria:</p> <ul style="list-style-type: none"> a. Independence - majority of members, including the Chairperson b. Knowledge and experience in the Bank's operations - at least one member c. Knowledge and skills in relation to the selection process and qualification requirements
Compensations Committee assessment criteria	<p>The Committee as a whole should meet the following criteria:</p> <ul style="list-style-type: none"> a. Independence - majority of members, including the Chairperson b. Knowledge and experience in the field of compensations policy and practice - at least one member c. Knowledge and experience with respect to compensations with respect to risk management and risk control (i.e. with respect to the use of the mechanism for adjusting the compensations structure to the Bank's risk profile and capital) - at least one member
Risk Committee assessment criteria	<p>The Committee as a whole should meet the following criteria:</p> <ul style="list-style-type: none"> a. Knowledge and skills with respect to the practices concerning risk management and control mechanisms

Specification of the method of assessment of current activity of a Supervisory Board member in individual and collective suitability reassessment

A regular monitoring of suitability at an individual and collective level shall be aimed at determining whether a given member or members as a whole continue to be suitable members, taking into account their individual and collective activity and particular situations or events which gave rise to reassessment, considering at the same time the impact on the actual situation and required suitability.

Table 4. Additional criteria as part of suitability reassessment

Item	Criterion	Additional suitability criteria assessment methods
1	Additional suitability assessment of previous activity	<ol style="list-style-type: none"> 1) efficiency of procedures regarding the Supervisory Board, including the efficiency of information flow and structures of reporting to the Supervisory Board, taking into consideration the input of internal audit units as well as follow-up action or recommendations of these units; 2) efficient and prudential management of the Bank, including whether the Supervisory Board acts in best interest of the Bank; 3) capacity of the Supervisory Board to focus on important issues; 4) the relevance of the number of meetings held, frequency and time spent, and the commitment of directors at the meetings; 5) any changes in the composition of the Supervisory Board and weaknesses regarding individual and collective suitability, taking into account the business model of the Bank and its strategy in terms of risk and their change; 6) goals related to the results of action defined for the Bank and the Supervisory Board; 7) the impartiality of judgement of the Supervisory Board members, including a requirement for decisions not to be dominated by any person or a small group of persons and observance by the Supervisory Board members of the Policy on Conflicts of Interest; 8) the level at which the composition of the Supervisory Board meets the objectives defined in the Policy on Diversification applied by the Bank; 9) any events which may have a significant influence on the individual and collective suitability of the Supervisory Board members, including changes in the business model of the Bank, its strategy, and organisation.

Appendix 2

Declaration on compliance with suitability requirements

Declaration¹

As it is required from me to submit information regarding the employment, the fulfilment of any positions in corporate bodies, the ownership of shares or the holding of any other rights to the activity of any entity other than the Bank, I hereby declare as follows:

1. I am not a shareholder of an enterprise¹ / I am a shareholder of an enterprise*"

a.....

Name and address/ KRS/NIP or other registration data of the company

where I have been a shareholder since

At the company I possess a block of shares.

Is it an entity of the BNPP Group: YES/NO

b.....

Name and address/ KRS/NIP or other registration data of the company

where I have been a shareholder since

At the company I possess a block of shares.

Is it an entity of the BNPP Group: YES/NO

Fill in in block letters

2. I do not conduct any economic or agricultural activity / I do conduct economic or agricultural activity*"

a.....

Name and address/ KRS/NIP or other registration data of the company

since

b. Name and address/ KRS/NIP or other registration data of the company

since

3. I do not fulfil functions in any institution other than BNP Paribas Bank Polska S.A. /

I fulfil functions in an institution other than BNP Paribas Bank Polska S.A.*"

a.

Name and address/ KRS/NIP or other registration data of the company

.....

name of function /scope of responsibilities

from.....

estimated obligation performance time

Is it an entity of the BNPP Group

YES/NO

b.

Name and address/ KRS/NIP or other registration data of the company

.....

name of function /scope of responsibilities

from

Is it an entity of the BNPP Group YES/NO

1. Concerns shares exceeding 5% of the share capital of an enterprise

*Delete as appropriate

At the same time, I declare that I have read the content of the "Regulations for managing conflict of interest at BNP Paribas Bank Polska S.A." and I undertake to act in accordance with the principles contained therein. "

.....

(date and legible signature of the person
submitting the declaration)

Appendix no. 3

Self-Assessment questionnaire

The questionnaire constitutes a separate file attached to the Policy.

Appendix no. 4

Assessment questionnaire (Assessment Summary)

The questionnaire constitutes a separate file attached to the Policy.

Appendix no. 5

Collective Assessment Questionnaire

The questionnaire constitutes a separate file, attached to the Policy.

Appendix no. 6

Requirements in the scope of knowledge, skills and experience

Appendix 6 constitutes a separate file, attached to the Policy

Appendix no 7

Financial disclosure statement of the Supervisory Board Member

Statement

In connection with the requirement under Article 22aa, item 11 of the Banking Law Act to provide information regarding my material situation and assets, I declare that my material situation and assets do not adversely affect:

- 1) my ability to conduct the affairs of the bank in a prudent and stable manner; and
- 2) a guarantee of proper performance of the duties of a member of the Supervisory Board, in relation to my reputation, honesty and reliability,

and in particular, I represent that:

- 1) I have/do not have a negative credit history in BIK and other reliable credit information bureaus,
- 2) personal bankruptcy has been/has not been declared against me,
- 3) I am/I am not a party to, or a participant in, any civil, administrative or criminal proceedings that would have a material impact on my financial position or that of entities I own, co-own or manage,
- 4) I currently manage/do not manage or managed/did not manage in the past as well as I am/am not owner or co-owner of entities remaining under restructuring, bankruptcy or liquidation proceedings,
- 5) I have/do not have personal or professional relations with owners of significant blocks of the Bank's shares, or employees of the Bank and other entities of the BNP Group, significant counterparties of the Bank, competitive entities or political organizations.

.....
(date and legible signature of the person
submitting the statement)

Appendix No. 8

Statement on the performance of the assigned duties of the Supervisory Board member

I, the undersigned, declare that I have performed my duties as a member of the Supervisory Board of BNP Paribas Bank Polska S.A. with due diligence, including in this respect:

1. shaping and monitoring the composition of the Board of Directors in a way that takes into account the requirements of individual and collective adequacy, as well as the need to ensure smooth succession and continuity of the Board of Directors' operations
2. fulfilling obligations arising from the provisions of the CCC, including in particular:
 - a. electing of members of the Management Board;
 - b. evaluating the financial statements (including the balance sheet and the profit and loss account), both in terms of their compliance with the books and documents, as well as with the actual state of affairs;
 - c. evaluating the Management Board's report on the Bank's activity and the Management Board's motions concerning the distribution of profit or coverage of losses;
 - d. submitting an annual written report on the results of the above mentioned assessments to the general meeting;
 - e. convening a General Shareholders Meeting (in specific cases indicated in the legal regulations, including Art. 399.2 of the Polish Companies Act)
3. supervising the introduction of the risk management system and assess its adequacy and effectiveness:
 - a. approving an acceptable overall risk level defined by the Bank's Management Board and monitoring its observance;
 - b. approving the risk management strategy adopted by the Bank's Management Board and monitoring its observance
 - c. supervising the development, adoption and implementation of policies and procedures under which the risk management system is to operate in the bank;
 - d. supervising the performance of risk management duties by members of the Management Board;
 - e. defining the rules of reporting to the Supervisory Board on the types and size of risk in the Bank's operations, after a proposal has been presented by the Management Board, in a manner enabling the supervision of the risk management system in the Bank;
 - f. assessing the adequacy and effectiveness of the risk management system annually;
4. monitoring the effectiveness of the internal control system based on information obtained from the compliance function, internal audit function,

the Bank's Management Board and the Audit Committee, if any:

- a. assessing the adequacy and effectiveness of the internal control system annually;
 - b. assessing at least once a year the degree of effectiveness of compliance risk management by the Bank;
 - c. supervising the performance of the Management Board's compliance risk management duties;
 - d. approving the Bank's compliance policy;
 - e. approving the rules of procedure of the compliance function and the internal audit function;
 - f. approving the proposed audit plan for the following year, avoiding gaps;
 - g. obtaining detailed information from the management, external auditor, certified auditor examining the financial statement, internal audit and financial department management on: control environment, risk assessment, control activities, communication and monitoring;
 - h. reviewing the results of the internal control system, internal audit, taking into account the comments and recommendations of the auditor auditing the entity's financial statements;
5. monitoring remuneration policy:
- a. approving and monitoring the remuneration policy adopted by the Bank and supporting the Bank's bodies in the development and implementation of this policy;
 - b. giving opinions and monitoring variable remuneration components;
6. accepting anonymous reports of violations of law and ethical procedures and standards in force at the Bank, if the report concerns a member of the Management Board;
7. approving the policy on internal capital estimation and capital management and reviewing the strategy and procedures for internal capital estimation and capital management;
8. supervising the functioning of the areas of information technology and security of the information and communication environment:
- a. monitoring security management, business continuity, including access channels, strategy development and updating processes;
 - b. supervising the correctness of cooperation with external service providers;
 - c. monitoring the quality management of data of key importance to the Bank;
9. supervising the functioning of the model risk management process:
- a. exercising supervision over the compliance of the Bank's model risk management policy with the Bank's risk management strategy;
 - b. assessing the effectiveness of model risk management by the Bank annually;

10. supervising operational risk management:

- a. accepting the operational risk management strategy and periodically evaluating its implementation;
- b. ensuring and verifying that the management has the knowledge and skills to implement the operational risk management strategy;

11. monitoring the liquidity risk management process:

- a. supervising the implementation of the financial risk management policy by the Management Board;
- b. analysing the Bank's liquidity report at least once every six months.

.....
(date and legible signature
of the declarant)

Appendix no. 9

Statement on the performance of the duties of a member of the Audit Committee

I, the undersigned, declare that I have performed my duties as a member of the Audit Committee of the Supervisory Board of BNP Paribas Bank Polska S.A. with due diligence, including in this respect:

1. monitoring:
 - a. the financial reporting process;
 - b. the effectiveness of internal control and risk management and internal audit systems, including financial reporting;
 - c. the performance of financial audit activities, in particular the carrying out of an audit by an audit firm, taking into account any conclusions and findings of the Audit Supervision Commission resulting from the audit conducted in the audit firm;
2. controlling and monitoring the independence of the statutory auditor and the audit firm, in particular when services other than audit are provided to the Bank by an audit firm;
3. informing the supervisory board or other supervisory or controlling body of the public-interest entity of the results of the audit and explaining how the audit contributed to the reliability of financial reporting in the public-interest entity and the role of the Audit Committee in the audit process;
4. assessing the auditor's independence and providing consent to the provision of permitted services that are not audited by the Bank;
5. developing a policy for the selection of an audit firm to conduct the audit;
6. developing a policy for the provision by the audit firm carrying out the audit, by entities related to that audit firm and by a member of the audit firm's network of authorised non-audit services;
7. determining the procedure for the selection of an audit firm by the Bank;
8. making recommendations to the Supervisory Board or other supervisory or controlling body on the possibility of delegating the audit to two audit firms, including the indication, with due justification, of one of them as the preferred one to which the statutory audit is proposed to be entrusted;
9. submitting recommendations aimed at ensuring the reliability of the financial reporting process at the Bank.

.....
(date and legible signature
of the declarant)