



REPORT OF THE SUPERVISORY BOARD

of BNP Paribas Bank Polska S.A.
on its activities in 2022

(together with the assessments indicated in Rule 2.11 of the
Best Practices of WSE Listed Companies 2021 and
assessment of the Bank's compliance with the Principles of
Corporate Governance for the Supervised Institutions of 22
July 2014 issued by the Polish Financial Supervision
Authority



BNP PARIBAS

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1. COMPOSITION OF THE SUPERVISORY BOARD OF BNP PARIBAS BANK POLSKA S.A. IN 2022

The Supervisory Board is appointed by the General Meeting for a joint five-year term of office. The current term of office of the Supervisory Board commenced on 24 March 2021. The Supervisory Board is composed of twelve members. At least a half of the Supervisory Board members have good knowledge of the banking market in Poland, i.e. they have a good command of Polish and the relevant experience on the Polish market.

Table 1. Composition of the Supervisory Board as at 31 December 2022 and 31 December 2021 along with the information on the independence of its members

Function held in the Supervisory Board of the Bank	Composition of the Supervisory Board as at 31/12/2022	Composition of the Supervisory Board as at 31/12/2021
1. Chairwoman of the Supervisory Board	Lucyna Stańczak-Wuczyńska <i>Independent Member</i>	Lucyna Stańczak-Wuczyńska <i>Independent Member</i>
2. Vice-Chairperson of the Supervisory Board	Jean-Paul Sabet	Jean-Paul Sabet
3. Vice-Chairperson of the Supervisory Board	Francois Benaroya	Francois Benaroya
4. Member of the Supervisory Board	Jarosław Bauc <i>Independent Member</i>	Jarosław Bauc <i>Independent Member</i>
5. Member of the Supervisory Board	Małgorzata Chruściak <i>Independent Member</i>	Małgorzata Chruściak <i>Independent Member</i>
6. Member of the Supervisory Board	Géraldine Conti	Géraldine Conti
7. Member of the Supervisory Board	Stefaan Decraene	Stefaan Decraene
8. Member of the Supervisory Board	Magdalena Dzięwguć <i>Independent Member</i>	Magdalena Dzięwguć <i>Independent Member</i>
9. Member of the Supervisory Board	Vincent Metz	Vincent Metz
10. Member of the Supervisory Board	Piotr Mietkowski	Piotr Mietkowski
11. Member of the Supervisory Board	Khatleen Pauwels	Khatleen Pauwels
12. Member of the Supervisory Board	Mariusz Warych <i>Independent Member</i>	Mariusz Warych <i>Independent Member</i>

Changes in the composition of the Supervisory Board in 2022:

- On 14 November 2022 Stefaan Decraene stepped down as Member of the Supervisory Board, effective 31 December 2022.

The composition of the Supervisory Board of BNP Paribas Bank Polska S.A. guaranteed a high level of qualifications, competence and extensive professional experience, ensuring an appropriate level of collective supervision over all areas of the Bank's operations; it also allowed the Supervisory Board Members to carry out a thorough examination of and provide opinions on the issues presented, and also to express a wide range of views while assessing the work of the Management Board and the functioning of the Bank.

2. INDEPENDENCE OF THE SUPERVISORY BOARD MEMBERS

There are five independent members of the Supervisory Board:

Name and surname	Function held in the Supervisory Board of the Bank
Lucyna Stańczak-Wuczyńska	Chairwoman of the Supervisory Board
Jarosław Bauc	Member of the Supervisory Board
Małgorzata Chruściak	Member of the Supervisory Board
Magdalena Dziewguć	Member of the Supervisory Board
Mariusz Warych	Member of the Supervisory Board

According to the Articles of Association of the Bank, at least two members should be independent. As at 31 December 2022, Ms Lucyna Stańczak-Wuczyńska, Mr Jarosław Bauc, Ms Małgorzata Chruściak, Ms Magdalena Dziewguć, Mr Mariusz Warych met independence requirements (criteria concerning independent members of the Supervisory Board are set forth in Art. 16 para. 4 of the Articles of Association of the Bank), including:

- they do not hold and have not held, within the last five years, the function of a member of the Management Board or another managerial function, regardless of the legal form of employment, whether in the Bank, its subsidiaries or parent entity;
- they are not and have not been employed in the Bank, its subsidiaries or parent entity, or in affiliated entities of the Bank, within the last three years;
- they have not received any additional remuneration, apart from the compensation due for the membership in the Supervisory Board, or any other financial benefits from the Bank, its subsidiaries or parent entity, with the exception of benefits due to the Supervisory Board member as a consumer who has entered into an agreement on standard terms with the Bank, its subsidiary or parent entity;
- they are not shareholders or members of the management, managerial personnel or employees of the shareholder holding shares representing more than 5% of the total number of votes at the General Meeting of the Bank, nor are members of the management, managerial personnel or employees of the shareholder of the Bank holding such number of shares which gives effective control over the Bank;
- they have not had, during the year preceding the election for the Supervisory Board, and does not currently have, any material commercial or business connections with the Bank, its subsidiaries and parent entity which could materially affect their independence;
- they are not and have not been within the last three years chartered auditors or employees, members of the management, managerial personnel or shareholders of an entity providing chartered auditor's services to the Bank, its subsidiaries or parent entity;
- they are not members of a management board in another company in which a member of the Bank Management Board is a member of the supervisory board;
- they do not have any material connections with members of the Bank's Management Board manifested in the joint shareholding in other companies or governing bodies of those companies;
- they are not and have not been, within the last three years, a spouse, partner or a relative of a member of the Bank Management Board, or an employee holding a position in the Bank which is directly subordinated to the Bank Management Board or a member of the Bank Management Board.

In addition, the aforementioned members of the Supervisory Board have no actual or material connections with a shareholder holding at least 5% of the total number of votes in a company and they fulfil the independence criteria set forth in Art. 129 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (Journal of Laws of 2017, 1421, consolidated text, as amended).

3. ACTIVITIES OF THE SUPERVISORY BOARD IN 2022

The Bank's Supervisory Board operates pursuant to the provisions of the Banking Law, the Code of Partnerships and Commercial Companies, the Bank's Articles of Association and the By-laws of the Supervisory Board.

The Supervisory Board exercises continuous oversight over the Bank's operations in all aspects of its business. In particular, the Supervisory Board evaluates the Management Board's report on the activity of the Bank and the

Bank's Group, and the financial statements of the Bank and of the Bank Group for the previous financial year. The Supervisory Board checks whether or not they match the books of accounts, the records and the facts. It evaluates the Management Board's proposals regarding distribution of profit or coverage of losses. Concurrently, the Supervisory Board oversees the implementation of the internal control system and evaluates its adequacy and effectiveness.

The Supervisory Board draws up and presents to the Annual General Meeting an annual report on its activities that also includes the summary report on activities of the Committees of the Supervisory Board. Furthermore, the Supervisory Board provides the General Meeting with an appraisal report on the (separate and consolidated) financial statements (including the motion of the Management Board on profit distribution), the Management Board's report on the activities of BNP Paribas Bank Polska S.A. Group, as well as an assessment regarding the ESG Report presenting non-financial information. In addition to an assessment of the adequacy and effectiveness of the internal control system, the Supervisory Board also evaluates the risk management system, compliance and the internal audit function. The Supervisory Board also makes an assessment of the application of corporate governance principles, the functioning of the remuneration policy and policy on suitability as regards the election of members of the Bank's Management Board or Supervisory Board, as well as the rationality of the sponsorship policy and charitable policy pursued by the Bank.

The Supervisory Board's resolutions are effectively passed when all members of the Supervisory Board have been notified of the meetings, and the meeting is attended by at least a half of the Supervisory Board members, including its Chairperson or Deputy Chairperson. The Supervisory Board's resolutions are passed by a simple majority of votes in an open voting. The Chairperson of the Supervisory Board orders a secret ballot at the request of a member of the Supervisory Board. The Supervisory Board may also pass written resolutions, without holding a meeting or by direct long-distance communication means, including but not limited to the telephone, audiovisual or electronic communication means.

In 2022, the Supervisory Board performed its duties as envisaged in legal regulations and the Bank's Articles of Association and as expressed in the "General Plan of Work for the Supervisory Board in 2022". Furthermore, the Supervisory Board was updated on a regular basis on the most important events and decisions of the Management Board; consequently, the Supervisory Board had adequate knowledge regarding the Bank's position, the macroeconomic situation and the market environment, as well as their impact on the achievement of the assumed results and the plans of the Bank's growth.

In 2022, the Supervisory Board held 19 meetings, including 14 according to the written procedure. It adopted a total of 75 resolutions. The overall attendance rate of the Supervisory Board Members was 89%.

Table 2. The activity of the individual Supervisory Board members is presented in the table below:

Member of the Supervisory Board	attendance during meetings and participation in voting on written resolutions /number of meetings and voting by circulation while holding the mandate
Lucyna Stańczak-Wuczyńska	18/19
Francois Benaroya	19/19
Jean-Paul Sabet	18/19
Jarosław Bauc	14/19
Małgorzata Chruściak	16/19
Geraldine Conti	18/19
Stefaan Decraene	15/19
Magdalena Dziewguć	10/19
Vincent Metz	19/19
Piotr Mietkowski	17/19
Khatleen Pauwels	18/19
Mariusz Warych	19/19

While discharging its duties, the Supervisory Board:

- assessed and provided the General Meeting with the Appraisal Report of the Supervisory Board on the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2021, the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2021, and of the Management Board's Report on Activities of BNP Paribas Bank Polska S.A. Group in 2021 (including the Management Board's Report on Activities of BNP Paribas Bank Polska S.A.), ESG Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Group in 2021, and on the motion of the Management Board on the distribution of profit for the financial year 2021 together with the assessment of adequacy and effectiveness of the internal control system at BNP Paribas Bank Polska S.A. in 2021,
- discussed the Bank's interim financial statements and results of each business line,
- passed resolution on the position concerning allocation of BNP Paribas Bank Polska S.A. net profit for the financial year 2021,
- passed resolution on the approval of the categorization of irregularities identified in the internal control system and criteria of assessment of the adequacy and effectiveness of the internal control system in BNP Paribas Bank Polska S.A.
- passed resolution on the approval of the "Risk Appetite at BNP Paribas Bank Polska S.A.",
- passed resolutions on the approval of the Capital Adequacy Information of the BNP Paribas Bank Polska S.A. Group (Disclosures),
- passed resolution on the approval of the Methodology of analysing stress tests on the sensitivity of IR position, currency position and liquidity,
- passed resolution on the approval of "Capital Contingency Plan of BNP Paribas Bank Polska S.A.",
- passed resolution on the adoption of the Strategy of the Bank and Capital Group of BNP Paribas Bank Polska S.A. for 2022-2025 and financial assumptions for the years 2023-2025,
- passed resolution on the approval of the "BNP Paribas Bank Polska SA Capital Plan for 2022-2025",
- reviewed the Operational Risk Strategy for 2022,
- passed resolution on the approval of the amended "BNP Paribas Bank Polska S.A. Capital Management Policy",
- passed resolution on approval of the "Policy on internal capital adequacy assessment process at BNP Paribas Bank Polska S.A.",
- passed resolution on approval of the updated "BNP Paribas Bank Polska S.A. Recovery Plan",
- passed resolution on the approval of "Risk Strategy at BNP Paribas Bank Polska S.A.", passed resolution on the approval of "Investment Strategy of BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of "Strategy for operational risk and internal control management in the BNP Paribas Bank Polska S.A. for 2023",
- passed resolution on the approval of the Strategy of Internal Audit Line for the years 2021-2023 in BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of the changes in the Audit Plan for 2022 and on the approval of the Internal Audit Plan for 2023 and Multiyear Audit Plan,
- passed resolution on the approval of "Internal Audit Charter of BNP Paribas Bank Polska S.A.",
- passed resolution regarding "Conflict of Interest Management Policy at the BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of the "Policy on the assessment of suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A.",
- passed resolution on the amended position regarding the application of the "Principles of Corporate Governance for supervised institutions" issued by the Polish Financial Supervision Authority,
- passed resolution on the assessment of the adequacy of internal regulations regarding the functioning of the Management Board and the effectiveness of the Bank's Management Board and on the Supervisory Board self-assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board and the effectiveness of the Bank's Supervisory Board,
- passed resolution on the adoption of the 2023 financial plan and financial assumptions for the years 2024-2025,
- passed resolution on the approval of the accession of BNP Paribas Bank Polska to the protection scheme (IPS),

- passed resolutions on issuing the opinion on the amendments to the Articles of Association of BNP Paribas Bank Polska S.A and adoption of the consolidated text of the Articles of Association,
- passed resolutions on amendments to the By-laws of the Management Board of BNP Paribas Bank Polska S.A.,
- approved periodic reports on the implementation of the Bancassurance Policy in BNP Paribas Bank Polska S.A. and the the results of control on implementation of the Accounting Policy in that area,
- received updates on the topics discussed during the meetings of the Audit Committee, Risk Committee as well as Remuneration Committee and Nomination Committee,
- reviewed the annual reports on activity of the Compliance Line and Internal Audit Line,
- passed resolution on the adoption of an assessment of the application of the Remuneration Policy at BNP Paribas Bank Polska S.A.,
- passed resolution on the rules of procedure for organisational changes, requests for additional FTEs and cost overruns at BNP Paribas Bank Polska S.A.,
- passed resolution on the approval of the Report on remuneration of the Members of the Management Board and Supervisory Boards Members of BNP Paribas Bank Polska S.A for 2021,
- passed resolution on approval of successors for critical positions of Management Board Members and executive directors,
- adopted resolution on passing an opinion on the draft resolutions of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. on: amendment to Resolution no 3 of the Extraordinary Shareholders Meeting of 31 January 2020 on implementation of the incentive programme for persons having material impact on the Bank's risk profile (risk takers), amended by Resolution no 37 of the Ordinary Shareholders Meeting of BNP Paribas Bank Polska S.A. Of 29 June 2020 and on issuance of Series B Subscription Warrants, conditional increase of share capital by way of issuance of Series N Shares, depriving the existing shareholders of pre-emptive right to subscription warrants and pre-emptive right to Series N Shares, amendment to the Articles of Association and applying for admission of Series N Shares to trade on the regulated market,
- Furthermore, the Supervisory Board passed resolutions on rules of remuneration of the Members of the Management Board, variable and fixed remuneration of the Management Board Members, collective periodical suitability assessment of the Supervisory Board Members and of the Management Board Members, verification of the level of target realisation by the Members of the Management Board in 2021, and approval of the individual Key Performance Indicators (KPI) for the Management Board Members to achieve in 2022.

4. COMMITTEES OF THE SUPERVISORY BOARD IN 2022

The Supervisory Board has established internal committees, composed of the members of the Supervisory Board. The Committees exercise consultative and advisory function. Their purpose is also to streamline the work of the Supervisory Board. To this end, the committees formulate opinions, recommendations and decisions proposals regarding motions submitted to the Supervisory Board. The scope of duties and manner of operation of the committees are defined by the by-laws implemented by the Supervisory Board by a resolution.

Committees of the Bank's Supervisory Board:

- Audit Committee
- Risk Committee
- Remuneration Committee,
- Nomination Committee

Table 3. Composition of the Supervisory Board and its committees as at 31 December 2022

Name and surname	Function held in the Supervisory Board	Committees of the Supervisory Board			
		Audit Committee	Risk Committee	Remuneration Committee	Nomination Committee
Lucyna Stańczak-Wuczyńska	Chairwoman Independent Member	Member	Member	Member	Member
Jean-Paul Sabet	Vice-Chairperson			Chairperson	Chairperson
Francois Benaroya	Vice-Chairperson	Member	Chairperson	Member	Member
Jarosław Bauc	Independent Member	Member			
Małgorzata Chruściak	Independent Member		Member		
Géraldine Conti	Member			Member	Member
Stefaan Decraene	Member				
Magdalena Dziewguć	Independent Member				
Vincent Metz	Member				
Piotr Mietkowski	Member				
Khatleen Pauwels	Member				
Mariusz Warych	Independent Member	Chairperson	Member		

4.1. AUDIT COMMITTEE

The Audit Committee is a consultative and advisory body of the Bank's Supervisory Board with respect to the monitoring of financial information reliability, effectiveness of the internal control system and monitoring of financial audit activities. Furthermore, the Audit Committee oversees the activity of the statutory auditor and assesses the statutory auditor's work on a periodic basis. The Audit Committee was established by the Supervisory Board in accordance with the laws governing the appointment, composition and the functioning of the Audit Committee, the independence of its members, and the requirements regarding the need to possess the relevant knowledge and skills, as well as knowledge of accounting and financial auditing principles.

Composition of the Audit Committee

The Committee consists of four members, three of whom are independent members of the Supervisory Board. They fulfil the independence criteria, as referred to in the Finance Minister Regulation on Audit Committee and §16(4) of the Bank's Articles of Association and in the Act on Statutory Auditors, Auditing Firms and Public Oversight.

Composition of the Audit Committee as at 31 December 2022:

- Mariusz Warych - Chairman of the Committee (independent member)
- Lucyna Stańczak-Wuczyńska - Member of the Committee (independent member)
- Jarosław Bauc – Member of the Committee (independent member)
- Francois Benaroya – Member of the Committee

All Audit Committee members have adequate knowledge, competences and years of experience in finance and accounting:

- Mariusz Warych – competences in the area of accounting, financial audit and internal audit, attested by the CIA (Certified Internal Auditor) certification. A participant of the ACCA Coursework Programme. Years of experience as an independent member on supervisory boards and audit committees (JSW, Selena FM, Ukrsibbank Ukraine, Signal Iduna). External Auditor at Ernst & Young auditing banks in Poland, the UK, Canada and the US. He evaluated the functioning of the audit committees. The Chairman of Chief Audit Executive Club in Poland. He built his knowledge and experience as the Chief Financial Officer at Citi Group (leasing companies), and regional coordinator at KBC Group overseeing the operations of KBC Group in Poland.
- Lucyna Stańczak-Wuczyńska holds a degree in economics and has 30 years of experience in banking and finance which she gathered while working in the banking sector, commercial banking and EBRD. She held multiple functions in the corporate governance area; she was a member of supervisory boards (or an observer) and a member of the audit and risk committees (in Alior Bank, among others). She gathered her knowledge and experience in the sector by managing for many years (as the head of EU Banks Team with EBRD London) a (debt and equity) portfolio of a significant group of banks in 12 European Union countries, in Central and Southern Europe.
- Jarosław Bauc holds a PhD in economics. He gained his experience as a member of the management boards and supervisory boards of multiple companies (Powszechne Towarzystwo Emerytalne Skarbiec-Emerytura, Skarbiec Investment Management, Skarbiec Asset Management Holding and Skarbiec Towarzystwo Funduszy Inwestycyjnych, Polkomtel, HAWE, and PGNiG). He has extensive knowledge in the area of finance and banking in Poland and other countries.
- Francois Benaroya - holds a degree in economics. He built his knowledge and experience in banking during his many years of employment in the banking sector as a top executive in BNP Paribas Group. He was a management board member of BNP Paribas Bank Polska S.A. responsible for the Integration Area, and then for the Retail and Business Banking Area. He has held functions on the supervisory boards (Ukrsibbank Ukraine, TEB AS) and in the management of Internal Retail Banking (at present named Europe Mediterranean) at BNP Paribas Group where he is responsible for the Central and Eastern Europe and for Turkey.

Meetings of the Audit Committee are also attended by:

- President of the Management Board,
- Member of the Management Board supervising the Finance Area,
- Member of the Management Board supervising the Risk Area,
- Managing Director of the Internal Audit Line,
- Managing Director of the Compliance Line.

Meetings of the Audit Committee

The Audit Committee meetings are held at least four times a year or more frequently, as needed in view of the tasks performed, including a meeting before each publication of the Bank's financial results and reports.

The Audit Committee held 11 meetings in 2022, including five according to the written procedure. The Committee deliberated, among others, on the following issues at its meetings:

- financial statements for 2021,
- report on Activities of the Bank's Group in 2021,
- ESG Report presenting non-financial information for 2021,
- quarterly and interim financial statements for the year 2022,
- Information on capital adequacy of BNP Paribas Bank Polska S.A. Group,
- provision of additional services by the audit firm,
- actions plans of the Internal Audit Line and Compliance Line,
- annual and periodic reports on the activity of the Internal Audit Line and Compliance Line,
- annual report on the assessment of the adequacy and effectiveness of the internal control system,
- periodic reports on the status of monitored post-control recommendations and implementation of the PFSA recommendations,

- information on the Bank's compliance with the "Best Practice for GPW Listed Companies 2021" and information on financial information communication in 2021;
- Annual report on the Audit Committee activity for the Supervisory Board.

In addition, the Committee discussed and verified the updated regulations on accounting, audit and compliance and recommended that the Supervisory Board adopt them.

In 2022, all members of the Audit Committee took an active part in the Committee meetings and showed high commitment to the proper performance of their duties. The overall attendance rate of the Committee Members stood at 98%. The number and the duration of the meetings, as well as the access to the resources were sufficient to enable the Audit Committee full performance of its duties.

Audit Committee oversight of the audit firm selection

The Audit Committee oversees the activity of the external auditor. The Committee gives recommendations to the Supervisory Board regarding the selection, or resignation from the services, of the entity authorised to audit financial statements. It also monitors compliance with the auditor's independence and objectivity principles and as well as the principles of information exchange. Furthermore, the Committee carries out a periodic assessment of the operations of the external auditor.

The audit firm Mazars Audyty Sp. z o.o., which is authorised to audit and review the separate financial statements of BNP Paribas Bank Polska S.A. and the consolidated financial statements of the BNP Paribas Bank Polska S.A. Group, including the reporting packages, has provided services for the Bank since 2020. Having regard to the recommendation of the Audit Committee, the Supervisory Board resolved, on 9 December 2021, to extend the agreement with the existing audit firm, Mazars Audyty Sp. z o.o., so as to cover the years 2022 and 2023.

In 2022, the audit firm that audited the financial statements carried out the following permitted services for the Bank, other than an audit, relating to the review of the financial reports of the Bank and the Bank Group, and the consolidation packages:

- 1) "Evaluation of the Report on remuneration of the Members of the Management Board and Supervisory Board of BNP Paribas Bank Polska S.A. for the year 2021".
The Report on remuneration is subject to an evaluation by the statutory auditor in accordance with Article 90g, item 10 of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies,
- 2) an assurance service consisting in expressing an opinion as to whether or not the consolidated financial statements for 2022 in ESEF (European Single Electronic Format) format have been prepared in accordance with the requirements of the ESEF Regulation,
- 3) assurance services with regard to reports relating to the Information on capital adequacy of the Bank Group – Pillar 3.
An independent assurance service regarding the document containing Information on the capital adequacy of the Bank Group, excluding assurance of the scope disclosed on ESG risks (to assess whether the Report has been prepared in accordance with Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms (CRR).

The Audit Committee assessed threats and safeguards to the independence of the external auditor, referred to in Art.69-73 of the Act on Statutory Auditors, prior to each of the above audits and approved provision of the aforementioned services by the external auditor.

4.2. RISK COMMITTEE

The Risk Committee supports the Supervisory Board in performance of its supervisory duties pertaining to the risk management. The Risk Committee gives advice on the overall, current and future risk appetite of the Bank. The Risk Committee gives an opinion on the risk management strategy of the Bank and on the Management Board's submissions regarding the execution of that strategy. Together with the Supervisory Board, the Risk Committee oversees the implementation of the risk management strategy by senior management. The Risk Committee verifies

whether or not the prices of liabilities and assets offered to customers fully reflect the Bank's business model and its risk strategy. If those prices fail to adequately reflect the risks in line with the risk management model and strategy, the Committee submits proposals to the Bank's Management Board to ensure that the prices of liabilities and assets match those risks.

Composition of the Risk Committee

The Committee consists of at least three members appointed from among the Supervisory Board members. Presented below is the composition of the Risk Committee as at 31 December 2022:

- Francois Benaroya – Chairperson of the Committee
- Małgorzata Chruściak - Member of the Committee (independent member)
- Lucyna Stańczak-Wuczyńska - Member of the Committee (independent member)
- Mariusz Warych - Member of the Committee (independent member)

Meetings of the Risk Committee

The Risk Committee meetings are held at least four times a year or more frequently, as the need may be. The meeting dates are set by the Committee chairperson. In 2022, the Risk Committee met four times.

The number of Committee Members attending the meetings of the Nomination Committee ensured the correct course of all Committee meetings in 2022. The attendance rate was 100 %.

During its meetings the Risk Committee discussed periodic reports on the following issues:

- credit risk,
- market risk and liquidity risk,
- operational risk and fraud prevention risk,
- ALMT risk,
- legal risk.

In addition, the Committee issued opinions and recommended that the Supervisory Board pass resolutions regarding, i.a.:

- risk appetite of BNP Paribas Bank Polska S.A.,
- updated Recovery Plan of BNP Paribas Bank Polska S.A.,
- amendments to the Policy on internal capital adequacy assessment process,
- Strategy for operational risk and internal control management,
- investment strategy,
- risk strategy,
- BNP Paribas Bank Polska SA Capital Plan for 2022-2025,
- amendments to the Capital Management Policy and Capital Contingency Plan,
- methodology of analyses of stress testing on sensitivity interest rate position, FX position, liquidity and capital,

In 2022, the Risk Committee focused in particular on the legal risk relating to court proceedings on FX loans/CHF-denominated loans and the risk relating to the credit holiday.

4.3. REMUNERATION COMMITTEE,

The Remuneration Committee supports the Supervisory Board in its supervisory duties in the area of human resources management. The Committee monitors and supervises key processes, in particular those relating to the HR policy, professional development of employees and the remuneration policy. The competencies of the

Committee include among others: analysing the performance of the Management Board members and presenting to the Supervisory Board proposals of recommendations in this respect as well as recommending to the Supervisory Board the key performance indicators for the Management Board members. Furthermore, the Committee gives opinions on and monitors succession plans for key positions in the Bank; the Committee also monitors the level and structure of remuneration of key function holders at the Bank. Each year, the Committee provides the Supervisory Board with annual information on the employment and remuneration structure in the Bank.

Composition of the Remuneration Committee

The Committee comprises at least three members appointed from among the Supervisory Board Members.

The composition of the Remuneration Committee as at 31 December 2022 was as follows:

- Jean-Paul Sabet – Chairperson of the Committee
- Géraldine Conti – Member of the Committee
- Francois Benaroya – Member of the Committee
- Lucyna Stańczak-Wuczyńska - Member of the Committee (independent member)

Ms Lucyna Stańczak-Wuczyńska, the chairwoman of the Supervisory Board, who is also a member of the Remuneration Committee and Nomination Committee, fulfils the independence criteria, as described in §16.4 of the Bank's Articles of Association.

Meetings of the Remuneration Committee

The Remuneration Committee meets at least twice a year or as frequently as required for the Committee to fulfil its tasks and mission effectively. The meeting dates are set by the Committee chairperson. In 2022, the Remuneration Committee held seven meetings, including three according to the written procedure. During the Committee meetings the discussions touched upon:

- annual targets of the Management Board Members Bank and targets' realisation,
- remuneration conditions and variable remuneration of the Members of the Management Board and directors managing the compliance area and internal audit area.
- report on employment and remuneration at the Bank in 2021,
- evaluation of the application of the Remuneration Policy at the Bank,
- terms and conditions of issuance of series A subscription warrants,
- terms and conditions of the incentive programme for persons having material impact on the Bank's risk profile (material risk takers), based on series N shares,
- issued an opinion on the Report on remuneration of the Members of the Management Board and Supervisory Board of BNP Paribas Bank Polska S.A. for the year 2021,
- issued an opinion on the pricing terms applicable to credit products for selected Members of the Management Board,
- information on ensuring that adequate HR resources are in place and maintained to execute plans and tackle challenges, including information on the staff cost increase, investments in diversity and retention,
- information on sales systems at the Bank in 2022.

The number of Committee Members attending the meetings of the Remuneration Committee ensured the correct course of all Committee meetings in 2022. The attendance rate was 97%.

4.4. NOMINATION COMMITTEE

The Nomination Committee assists the Supervisory Board in the assessment of qualifications of candidates for the Management Board and the Supervisory Board members. Together with the Supervisory Board, the Nomination

Committee defines criteria used for the selection of the Management Board and Supervisory Board members. Those criteria include: the knowledge, competences and expected commitment in terms of time devoted to performance of the relevant function. Furthermore, the Committee determines the scope of responsibilities of the candidate for the Bank Management Board. The Committee performs a periodic assessment (at least once a year) of the knowledge, competences and experience of the Management Board as a whole and of the respective Members of the Management Board. The Committee also evaluates the structure, size and effectiveness of the Management Board's operations and then recommends changes, if any, in that respect to the Supervisory Board. Furthermore, the Nomination Committee performs the individual suitability assessment (initial and periodic) of Supervisory Board members and the collective suitability assessment of the Supervisory Board as a whole.

The Nomination Committee advises on and monitors the effectiveness of the Bank's Policy on the Assessment of Suitability of Members of the Supervisory Board and the policy on the assessment of suitability of the Management Board members and key function holders at the Bank. The suitability of Supervisory Board members, Management Board members and key function holders at the Bank is checked as part of the Policies. The Nomination Committee also reviews the Policy on a periodic basis and submits relevant recommendations on Policy amendments to the Supervisory Board. Furthermore, the Nomination Committee oversees the key processes, including succession plans or employee development plans. It provides the Supervisory Board with recommendations as to the nomination of and succession for the key position holders; in addition, it recommends a reduction or increase of the number of the Management Board Members.

Composition of the Nomination Committee

The Committee comprises at least three members appointed from among the Supervisory Board Members. The Nomination Committee members must have the relevant knowledge, competences and experience to be able to properly assess the composition of the Management Board and Supervisory Board and the candidates recommended for the Management Board and Supervisory Board.

Composition of the Nomination Committee as at 31 December 2022:

- Jean-Paul Sabet – Chairperson of the Committee
- Géraldine Conti – Member of the Committee
- Francois Benaroya – Member of the Committee
- Lucyna Stańczak-Wuczyńska - Member of the Committee (independent member)

Meetings of the Nomination Committee

The Committee meetings take place as frequently as required for the Committee to fulfil its mission effectively, but not less frequently than twice a year. The meeting dates are set by the Committee chairperson. In 2022, the Nomination Committee held 4 meetings, including one according to the written procedure.

During the meetings the Committee:

- performed the periodic assessment of the individual and collective suitability of the Members of the Supervisory Board and Management Board. confirmed the positive assessment of the individual and collective suitability of the Members of the Management Board and Supervisory Board,
- discussed and recommended to the Supervisory Board the acceptance of the rules of procedure for organisational changes, requests for additional FTEs and cost overruns,
- discussed amendments to the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. And Policy on the Assessment of Suitability of Members of the Management Board and Key Function Holders at BNP Paribas Bank Polska S.A. The Committee recommended to the Supervisory Board the approval of the above regulations,
- discussed proposals of successors for critical positions of Management Board Members and executive directors.

The number of Committee Members attending the meetings of the Nomination Committee ensured the correct course of all Committee meetings in 2022. The attendance rate was 94 %.

5. SELF-ASSESSMENT OF THE SUPERVISORY BODY WORK IN 2022

The Supervisory Board of BNP Paribas Bank Polska S.A. states that in 2022 it duly exercised continuous oversight over the Bank's activity in all areas pursuant to the applicable law and the Bank's Articles of Association. It is the view of the Supervisory Board that it has fulfilled its duties diligently and effectively, and its composition has guaranteed a high level of qualifications, competence and extensive professional experience as well as knowledge of the Polish financial market, thus ensuring an appropriate level of collective supervision over all areas of the Bank's operations. Concurrently, in the opinion of the Supervisory Board, the professional experience and diversified competences of the members of the Supervisory Board enable them to examine the topics in a thorough manner and provide opinions thereon, and to express a wide range of views while assessing the work of the Management Board and the functioning of the Bank.

In 2022, the Members of the Supervisory Board actively participated in the Board's and committees' meetings and showed commitment to duly perform their duties; their discussions covered the current situation of the Bank, the market changes as well as best practices and standards followed by listed companies.

The number and duration of the meetings, paired with the access to resources, proved sufficient for the Supervisory Board and enabled it to fully meet its obligations, whereas the documents prepared for the Supervisory Board contained important information and were provided for the meetings sufficiently in advance.

The Supervisory Board positively assessed the cooperation with the Management Board, stressing the reliability and accuracy of the information provided by the Management Board, as well as high quality of their content. Furthermore, the Supervisory Board recognized the active participation of the Management Board during the Supervisory Board meetings (presentation of motions submitted to the Supervisory Board and provision of relevant clarifications).

The Supervisory Board has concluded that the financial statements, in all material aspects, have been prepared:

- in accordance with the International Financial Reporting Standards approved by the European Union,
- based on properly maintained accounting records,
- in accordance with the provisions of the law governing preparation of the financial statements and provisions of the Bank's Articles of Association affecting the form and content of the financial statements,
- within the set deadline,

and give a fair and clear view of all information material for the evaluation of the financial result of business activities as well as the economic and financial position of the Bank and BNP Paribas Bank Polska S.A Group.

In addition to periodic reports, the Supervisory Board was updated on a regular basis on the most important events and decisions of the Management Board; consequently, the Supervisory Board had adequate knowledge regarding the Bank's position, the macroeconomic situation and the market environment.

6. ASSESSMENTS MADE BY THE SUPERVISORY BOARD OF THE BANK IN 2022

6.1. ASSESSMENT OF THE COMPANY'S STANDING INCLUDING AN ASSESSMENT OF THE INTERNAL CONTROL, RISK MANAGEMENT AND COMPLIANCE SYSTEMS AND THE INTERNAL AUDIT FUNCTION;

SUCH ASSESSMENT SHOULD COVER ALL SIGNIFICANT CONTROL MECHANISMS, IN PARTICULAR FINANCIAL REPORTING AND OPERATIONAL ACTIVITY

With respect to the internal control system, the Supervisory Board positively assesses the internal control model integrating all three lines of defence, implemented at the Bank in compliance with the PFSA Recommendation H.

The Supervisory Board received periodic reports and analyses of results of controls performed by all the control functions, i.a., in respect of control mechanisms and risk control mechanisms, analysis of the Bank's compliance with the law provisions and internal regulations, legal risk and internal audit. Furthermore, the Supervisory Board was notified on a regular basis of any irregularities with regard to the adopted plans or limits. Therefore, the Supervisory Board had up-to-date and adequate knowledge allowing for efficient supervision over this area.

The Supervisory Board made the relevant assessment based, i.a., Report of the Management Board on the adequacy and effectiveness of the internal control system in 2022,

The Supervisory Board assesses the adequacy and efficiency of the Bank's internal control system (integrating the control function, compliance unit and internal audit unit) as generally satisfactory. At the same time, the Supervisory Board asserts that the system of internal control is adequate and effective, except for gaps detected during the control processes, impacting the Bank's risk profile, including the increased risk level in the following areas:

- Custody and depositary activities
- Dormant accounts (individual clients)
- IT processes
- Corpo/SME credit products
- Access rights
- External fraud
- Internal frauds
- Implementation of modified PFSA guidelines – credit (Recommendations S and R) • Opening and handling accounts of individual clients.

All identified gaps were eliminated by relevant action plans addressing the deficiencies. With respect to material deficiencies of the internal control system, the Audit Committee monitored implementation of action plans. Furthermore, the Supervisory Board assessed the adequacy and efficiency of the internal audit function as satisfactory. The Supervisory Board underlined that the Internal Audit Line completed all audits planned for 2022 and achieved the assumed Key Performance Indicators (KPI).

The Supervisory Board assessed the compliance risk management by the Bank as effective. The Supervisory Board positively assesses the effectiveness of the control environment of the Compliance Line's processes in 2022. The Board also expresses a favourable opinion with respect to the full completion of the action plan of the Compliance Line and the control plans in 2022.

6.2. ASSESSMENT OF THE BANK'S COMPLIANCE WITH THE PRINCIPLES OF CORPORATE GOVERNANCE FOR THE SUPERVISED INSTITUTIONS OF 22 JULY 2014 ISSUED BY THE FINANCIAL SUPERVISION AUTHORITY

The "Principles of Corporate Governance for Supervised Institutions", issued by the PFSA on 22 July 2014, were adopted by the Bank's Management Board and Supervisory Board in December 2014, and the General Meeting in February 2015.

The Bank's position regarding the application of the Principles of Corporate Governance for Supervised Institutions was updated in 2022 and expressed in the Resolution of the Bank's Management Board dated 17 February 2022, and later confirmed by the Supervisory Board on 02 March 2022 and adopted by the General Meeting on 27 June 2022. It is posted on the Bank's website: <https://www.bnpparibas.pl/relacje-inwestorskie/lad-korporacyjny/zasady-ladu-korporacyjnego-knf>.

BNP Paribas Bank Polska S.A. represents that it has adopted and follows all the Principles of Corporate Governance for Supervised Institutions", issued by the Polish Financial Supervision Authority.

The Supervisory Board concludes that in the period covered by the report it has not identified any breaches of the Principles of Corporate Governance for Supervised Institutions adhered to by the Bank; therefore, it confirms that the Bank and its bodies complied in 2022 with all the Principles of Corporate Governance for Supervised Institutions.

6.3. ASSESSMENT OF THE BANK'S COMPLIANCE WITH THE DISCLOSURE OBLIGATIONS CONCERNING COMPLIANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES SPECIFIED IN THE GOOD PRACTICES OF COMPANIES LISTED ON WARSAW STOCK EXCHANGE 2021

Since 1 July 2021, the Bank has been subject to corporate governance principles laid down in the "Best Practice of WSE Listed Companies 2021" which were enacted pursuant to Resolution No. 13/1834/2021 passed on 29 March 2021 by the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. The Bank's Management Board adopted the principles of corporate governance set out in the "Best Practice of WSE Listed Companies 2021" by way of Resolution 49/BZ/42/2021 of 30 July 2021.

Pursuant to §29(3) of the Rules of Giełda Papierów Wartościowych w Warszawie S.A.; and in keeping with the rules set out in the relevant resolutions of the WSE Management Board, the Bank is required to provide the Warsaw Stock Exchange, via the Electronic Information Base (EIB), with reports on the application of the corporate governance principles adopted by the WSE. The Bank submitted three such reports.

The Bank carries out an annual review of the status of the application of the "Best Practice of WSE Listed Companies" and submits an update to the Supervisory Board to that effect (the information concerning 2022 was presented to the Supervisory Board during a meeting on 28 February 2023). Furthermore, as a listed company, the Bank is required to include a statement on the application of the corporate governance principles in its annual report, as per § 70(6)(5) of the Minister of Finance Regulation of 29 March 2018 on current and periodic information (...). The said statement includes an assessment of the application of the "set of corporate governance principles to which the issuer is subject" (PFSA principles) and the "set of corporate governance principles that the issuer chose to apply voluntarily" (Best Practice of WSE Listed Companies 2021). Being a part of the annual report, the statement is published on the Bank's website, together with more detailed information on the application of both sets of corporate governance principles: <https://www.bnpparibas.pl/relacje-inwestorskie/lad-korporacyjny>.

Following the publication of the Annual Report, the Bank also publishes a report on the application of "Best Practice of WSE Listed Companies 2021" via the EIB system. All reports and historical information are posted on the Bank's website at: <https://www.bnpparibas.pl/relacje-inwestorskie/lad-korporacyjny/dobre-praktyki-spolek-notowanych-na-gpw>.

In the opinion of the Supervisory Board, the Bank Management Board duly fulfilled the disclosure duties arising from the principles set out in the "Best Practice for WSE Listed Companies 2021", the duties arising from the WSE Rules and from regulations concerning the performance of disclosure duties by publicly listed companies.

6.4. ASSESSMENT OF THE RATIONALITY OF SPONSORSHIP, PHILANTHROPIC AND CSR ACTIVITY PURSUED BY THE COMPANY TOGETHER WITH ASSESSMENT OF THE ELIGIBILITY OF THE EXPENSES INCURRED FOR THIS PURPOSE

BNP Paribas Bank Polska S.A. carries out activities in the area of corporate social responsibility (CSR) and sustainable growth, which include sponsorship-, charitable and socially-beneficial activities. Each of those activities derives from the decision made by the Bank Management Board, supported by an analysis of benefits for the Bank

and its stakeholders; it is in accordance with the standards of corporate social responsibility (CSR) and sustainable growth, and accounts not only for the Bank's economic impact on its surroundings but also the environmental, social and governance (ESG) factors. That way the Bank ensures that its actions are credible, stable and transparent for all stakeholders.

In 2022, Bank BNP Paribas undertook targeted and effective actions in the area of CSR and sustainable growth, including charitable acts and sponsorship activities. The actions undertaken by the Bank illustrated its commitments: "The BNP Paribas brand is permanently tied with care about the environment and matters that are important to society" and "A Bank that is involved in the lives of local communities" under the "Positive" pillar as part of the Bank's GOeyond Strategy for the year 2022-2025, as adopted in 2022.

1. Sponsorship actions

The purpose of the Bank BNP Paribas' sponsorship policy is to build the brand and reinforce the brand awareness among the audiences. By pursuing the sponsorship policy, the Bank creates its positive image. The direction of sponsorship activities is set by the global sponsorship strategy of BNP Paribas Group. As part of that strategy, the Bank promotes tennis and culture, particularly cinema. The Bank sponsors tennis events in Poland, film festivals, cultural and business events. The activities are coordinated by the the Brand Strategy and Activation Department operating within the Marketing, Communication and Social Involvement Line.

Key figures to illustrate sponsorship activities carried out in 2022:

- more than PLN 8.0 million spent on sponsorship activities
- sponsoring seven film events, including: BNP Paribas Green Film Festival, BNP Paribas Summer Cinema, Mastercard OFF Camera (the strategic partner), BNP Paribas Two Riversides Film and Art Festival
- name partner of two tennis tournaments and one bank cup tournament; BNP Paribas Poland Open, XV Beskid Cup,
- partner of six international business events in Poland

Table 4. Sponsorship spending at Bank in 2022:

Film events	PLN 1,713,000
Tennis events	PLN 2,546,000
Other sponsorship activities	PLN 3,808,000

2. Social and charitable activities

The Bank develops its social, charitable and philanthropic activities wherever it can make a positive difference. Preventing social exclusion, supporting diversity and financial education are given priority. The activities were coordinated by the CSR and Sustainable Finance Department and BNP Paribas Foundation, which carries out scholarship programmes, is involved in environmental charitable activities and facilitates voluntary activity for employees.

The most important social and charitable activities in 2022:

- engagement by Bank employees in various initiatives for society and the environment, including: the employee volunteering programme called "Możesz na mnie polegać" ("You Can Count on Me"),
- activities for refugees, such as "Solidarna Paczka" ("Solidarity Package"), a special edition of the Competition for Voluntary Projects #RazemdliaUkrainy (#TogetherforUkraine) or grassroots volunteer activities,

- Involvement of the employees of the Bank and BNP Paribas Group companies (3,028 volunteers) in the annual voluntary activity called “Szlachetna Paczka” (Noble Box),
- engagement of 132 Local Bank Ambassadors for local communities,
- unwanted clothing donations by employees, together with a company called Ubrania do Oddania,
- employees participate in a campaign called “Good Kilometers” that supports social organisations,
- 345 employees participate in the individual philanthropy programme called “Wspieram cały rok” (I support all year long),
- a scholarship and development programme called “Klasa” (“Class”) which supports outstanding graduates of primary schools by enabling them to continue education in good secondary schools in six academic cities in Poland,
- a tutoring and scholarship programme “Wiedza do potęgi” (“Knowledge to the Power”) which helps young refugees to find their way in the Polish education system,
- environmental philanthropy, or acting for the climate by protecting and restoring key ecosystems, and by educating people on these topics.

Charitable donations

The expenditures from the donations budget are made to support growth and civic activity, improve the quality of life in local communities, take actions to reduce inequalities, support social engagement of employees as part of the Local Grant Programme (among others), reinforce the activities of the Bank Local Ambassadors, and promote responsibility in the area of healthcare and environment protection. Support for selected non-governmental organisations or institutions is aimed to increase the effectiveness of their socially useful activities.

Table 5. Charitable donations given by Bank to non-governmental organisations in 2022

Beneficiaries of charitable donations in 2022	Amount
BNP Paribas Foundation	PLN 3,000,000.00
Beneficiaries of Local Grants Programme	PLN 300,000.00
Organisation supporting social integration and diversity	PLN 1,232,613.00
Organisations supporting education and culture	PLN 726,880.00
Trade unions	PLN 60,000.00
Strategic Partnership with the Noble Box Project	PLN 400,000.00
Health promoting organizations	PLN 149,959.00
Organisations promoting environment protection	PLN 55,077.00
Organisations supporting people in the refugee crisis due to the Russian invasion of Ukraine	PLN 580,200.00

3. Measurable effects of the social, charitable and sponsorship activities

Social, charitable and sponsorship activities translate into the quality of life of the beneficiaries and also into the Bank’s image as a reliable partner.

Table 6. Beneficiaries of the social programmes of the Bank and BNP Paribas Foundation in 2022:

Beneficiaries of the social programmes of the Bank and BNP Paribas Foundation in 2022	2,022
Beneficiaries of initiatives implemented as part of the "Volunteering Projects Competition"	3,257 people
Beneficiaries of a special edition of the competition for refugees #RazemDlaUkrainy (#TogetherforUkraine)	3,367 people
Families that received packages from our employees volunteering as part of the Noble Box Project	165 families
Students from smaller towns taking part in the "Class" scholarship programme from the very beginning	873 scholars
Young refugees in Poland who received scholarships and support as part of the "Knowledge to the Power" partnership programme with the Ocalenie Foundation	100 participants
Participants of classes as part of the BAKCYL – Bankers for the Financial Education of Youth Programme	1,968 students
Participants of the 3rd edition of the "Dream Up" Programme	42 children
Participants of the "Meetings with Music"	336,770 people
Students who took part in meetings as part of the Mission Education campaign	935 classes, more than 28,000 children

According to an independent survey by Ipsos Sp. z o.o., the brand awareness of Bank BNP Paribas in key aspects has been growing each year.

Table 7. Image of the Bank in 2022 vs 2021

Bank BNP Paribas image	2022	2,022
A bank that is trustworthy	19	21
A bank that notices and responds to changes around us	20	21
I like that bank	14	16
It sponsors cinema	11	11
It sponsors tennis	23	26
It accounts for environmental and social aspects in its operations	21	23
It is fair and its activities are transparent to clients	16	17
A bank that cares about financial education	14	12

Sample size in the table: 3,857 interviews for 2021 - and 3,890 interviews for 2022.

Detailed information on our sponsorship, charitable and CSR activities is available to the public:

- 1) In the annual Management Board's Report on the Activities of BNP Paribas Bank Polska S.A. Group in 2022 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A.), constituting the Integrated Annual Report of the Group in 2022,
- 2) In the Report which presents non-financial information of BNP Paribas Bank Polska S.A. Group and BNP Paribas Bank Polska S.A. for the year 2022 (including non-financial information of BNP Paribas Bank Polska S.A. in 2022), called "ESG Report", drawn up in line with the requirements stipulated in the amended Accounting Act of 15 December 2016. The information for the report was prepared according to the international non-financial reporting methodology: GRI Standard. The Report describes the organization's approach to the climate changes, as recommended by the Task Force on Climate-related Financial Disclosures, or TCFD. The publication lists actions undertaken by BNP Paribas Bank Polska S.A. to support the implementation of the 17 Sustainable Development Goals adopted by the United Nations. The document has been verified externally and is disclosed to the public as an integral part of the Integrated Annual Report of the Group for 2022. The Integrated Annual Report of the BNP Paribas Bank Polska S.A. Group for 2022 will be published online in April 2023 and will be promoted to the internal and external audiences.
- 3) The annual Factual and Financial Report on the Activity of BNP Paribas Foundation presents the Bank's charitable activity, in accordance with the rules of reporting for public benefit organizations which arise from the Justice Minister Regulation of 8 May 2001 on Framework Scope of Report on Foundation Activities (Journal of Laws No. 50 of 8 May 2001, item 529).

The Supervisory Board's evaluation of the Bank's sponsorship, charitable and social policy is positive. The Bank's activity supports, in a rational manner, the implementation of the business mission and the GObeyond Business Strategy for 2022-2025, and most significantly the undertakings: "The BNP Paribas brand is permanently tied with care about the environment and matters that are important to the society" and "A Bank that is involved in the lives of local communities" under the "Positive" Pillar, and it accounts for the needs of the company's stakeholders – Clients, employees, local communities, business partners, and professional organisations.

The Supervisory Board is of the view that the Bank's sponsorship and charitable policy is pursued in a prudent and effective manner. All initiatives are well-thought-out and consistent. Such activities help build and reinforce the positive image of the Bank as a socially responsible corporate citizen.

6.5. ASSESSMENT OF THE POLICY REGARDING THE ELECTION OF MEMBERS OF THE BANK'S MANAGEMENT BOARD OR SUPERVISORY BOARD AS REGARDS ENSURING VERSATILITY AND DIVERSITY OF SUCH AUTHORITIES, INCLUDING WITH RESPECT TO GENDER, EDUCATION, AGE AND PROFESSIONAL EXPERIENCE

The Bank has a diversity policy which forms a formal part of the Policy for Suitability Assessment of the Supervisory Board Members and Policy for Suitability Assessment of the Management Board Members and Key Function Holders at BNP Paribas Bank Polska S.A. The diversity policy was adopted by the Supervisory Board on 12 May 2021 and approved by the General Meeting on 4 January 2022. In December 2022, the Supervisory Board amended the policy which was approved by the General Meeting on 17 January 2023.

The application of criteria ensuring diversity in the governing bodies of the Bank is a legally binding requirement arising from the specific legal regulations and the European Banking Authority (EBA) Guidelines binding on banks. The Bank is an entity regulated and supervised by the Polish Financial Supervision Authority. The correctness and the quality of the diversity policy application is monitored, among other things, as part of individual and collective

suitability assessments verification by the Polish Financial Supervision Authority. When selecting members for the Company's governing bodies and key function holders, the Bank accounts for the following criteria, among other things: reputation, integrity and ethical behaviour, devoting sufficient time to performing their duties, lack of conflict of interest, independent judgement, knowledge, skills and experience of candidates.

In its suitability assessment policy, the Bank ensured that diversity is promoted on the Management Board and Supervisory Board, from the moment a diversified pool of candidates is built, in order to reach a broad scope of attributes and competences of the Management Board Members and Supervisory Board, obtain different points of view and experience, and enable the Company's governing bodies to give independent opinions and make reasonable decisions.

The Bank warrants diversity in that it accounts for criteria, such as: gender, education and professional experience, specialist know-how, age and geographical provenance, in the processes of appointment and suitability assessment. The Bank attaches great weight to actual implementation of diversity, also by way of ensuring an adequate share of women on the Bank's governing bodies. As at 31 December 2022, the share of women on the Supervisory Board was 41.7%, whereas the share of female members on the Bank Management Board was 22.2%. Adherence to the principle of diversity is monitored not only at the level of the Bank's governing bodies but also at the managerial level. Currently the share of women at the top management positions other than the Management Board (the managing director, executive director or tribe leader) is 37.3%.

As regards the selection of the Management Board and Supervisory Board members in terms of education background and experience, the Bank followed the rules arising from Article 22aa of the Banking Law Act, the Methodology of the suitability assessment of the members of the governing bodies of entities supervised by the Polish Financial Supervision Authority, the provisions of Recommendation Z and the Bank's Articles of Association. The Supervisory Board has a positive opinion on the best practices applied by the Bank in regard to the diversity policy towards all Bank employees' regardless of their position, with special focus on the suitability of the governing bodies of the Bank and its key managers.