

**Resolution No. 24/2023
of the Supervisory Board of BNP Paribas Bank Polska Spółka Akcyjna
dated 28 February 2023**

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

Under § 20 para 2 of the Bank's Articles of Association the Supervisory Board of BNP Paribas Bank Polska S.A. in connection with it. 8.9 PFSA Recommendation Z, the Supervisory Board resolves the following:

§ 1

1. The Supervisory Board, based on the results of 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*, constituting enclosure to this resolution, assesses that the Bank's internal regulations concerning the functioning of the Supervisory Board are adequate and ensure its effective operation.

2. The Supervisory Board decides to submit 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*, to the Ordinary General Meeting.

§ 2

The Resolution shall come into force on the day of its acceptance.

Adequacy Assessment of Internal Regulations Governing the Activities of the Supervisory Board of BNP Paribas Bank Polska SA

Acting under Recommendation 8.9, included in Recommendation Z of the Polish Financial Supervision Authority (PFSA) relating to internal governance principles in banks, on 28 February 2023 the Supervisory Board of BNP Paribas Bank Polska S.A. performed a self-assessment of the adequacy of the internal regulations governing its activities, i.e.

- Articles of Association of BNP Paribas Bank Polska S.A.,
- Organisational Regulations of BNP Paribas Bank Polska S.A.,
- Rules of Procedure for Organisational Changes at BNP Paribas Bank Polska S.A.,
- Strategy of the Bank and Capital Group of BNP Paribas Bank Polska S.A.,
- By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A.,
- By-laws of the Audit Committee of BNP Paribas Bank Polska S.A.,
- By-laws of the Risk Committee of BNP Paribas Bank Polska S.A.,
- By-laws of the Remuneration Committee of BNP Paribas Bank Polska S.A.,
- By-laws of the Nomination Committee of BNP Paribas Bank Polska S.A.,
- Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.,
- Policy on the Appointment and Dismissal of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.,
- Remuneration Policy for Members of the Supervisory Board of BNP Paribas Bank Polska S.A.,
- Regulations on Granting Credit Products to Members of the Bodies of BNP Paribas Bank Polska S.A., Managerial Position Holders at BNP Paribas Bank Polska S.A. and their Affiliates in Terms of Capital or Organisation,
- Risk Strategy at BNP Paribas Bank Polska S.A.,
- Policy on the Management of Conflict of Interest at BNP Paribas Bank Polska S.A.,
- Anti-Corruption Policy at BNP Paribas Bank Polska S.A.,
- Code of Conduct of the BNP Paribas Group,
- Information Policy of BNP Paribas Bank Polska S.A. regarding the capital adequacy (Section CRR2),
- Individual Reporting Standard Policy of BNP Paribas Bank Polska S.A. (Principles of performing information obligations resulted from the listing of the Bank's shares on the Warsaw Stock Exchange),
- Internal Audit Charter of BNP Paribas Bank Polska S.A.,
- Audit Strategy.



The aforesaid regulations are subject to periodic reviews whose purpose is to identify the necessity for update in line with amendments to the law, changes of the regulatory environment or group standards, or for adjustment to current needs related to the activities of the Supervisory Board and its committees.

The changes introduced to the said regulations in 2022 involved primarily bringing them in line with the updated provisions of the Commercial Companies and Partnerships Code, PFSA guidelines, as well as changes resulting from the implementation of Agile@Scale and Group standards in the organisation.

Having analysed the regulations, the Supervisory Board confirms as follows:

- a) The aforesaid documents regulate all the required issues, are adequate, comprehensive, and enable the Supervisory Board to act in an effective and efficient manner.
- b) Based on the documents listed above, it should be confirmed that the Bank's organisation is transparent and well-structured, reflecting the Bank's size and risk profile, and the nature and scale of its operations, and it ensures the achievement of business objectives set and appropriate response to changing external conditions or sudden and unexpected occurrences, effective flow and protection of information, and effective fulfilment of tasks by the Supervisory Board and the Management Board of the Bank.
- c) The internal governance of BNP Paribas Bank Polska S.A., which is based on the said documents, complies with the law, is transparent and efficient. It contributes to successful and prudent management of the Bank.
- d) The Supervisory Board ensures the efficient and continuous supervision over all areas of the Bank's activities, including the risk management system and the internal control system; the Supervisory Board conducts the assessment of the adequacy and efficiency of the risk management system and the internal control system.
- e) The risk management system in BNP Paribas Bank Polska S.A. is correct and takes full account of the nature of the Bank's risk exposure and covers all the material types of risk, including its adequacy and effectiveness.
- f) Within the Supervisory Board, there are specialised committees which support the Supervisory Board, i.e. Audit Committee, Risk Committee, Remuneration Committee, and Nomination Committee.
- g) The tasks of the Supervisory Board and the Management Board are coordinated, ensuring efficient operation of both bodies with the aim of implementing the Bank's strategy and development.
- h) The solutions adopted in the documents ensure an accurate composition of the Supervisory Board, in line with the adopted criteria ensuring diversity in the Bank's governing bodies.
- i) The solutions adopted in the documents guarantee that members of the Supervisory Board meet the suitability criterion. They ensure proper selection of Supervisory Board members in terms of their competence, skills, and experience, as well ethical norms and standards of conduct.
- j) The solutions adopted in the documents guarantee that Supervisory Board members actively perform their duties, with due care and commitment, and are loyal to the Bank. They act and make decisions independently of their own opinions and views, acting in the company's interest. The said solutions provide an opportunity for an open discussion



in which the Supervisory Board members can communicate their views in a constructive manner that challenges the solutions and decisions adopted in the Bank.

- k) The solutions adopted in the documents guarantee that the Supervisory Board members have current access to all information regarding Bank's activities and assets, including documents related to the operations of the Bank and its subsidiaries, and efficient flow of information. They also allow for drawing on external expertise, analyses and opinions, prepared at the request of the Supervisory Board.
- l) The Bank provides adequate resources for training addressed to the Supervisory Board members.
- m) The employment and remuneration principles adopted by the Bank are transparent and objective. The principles relating to the Supervisory Board's remuneration are adequate to the function held and to additional workload due to tasks performed for a given Supervisory Board committee, as well as adequate to the complexity of the Bank's organisational structure, the scale and complexity of the Bank's operations. The Supervisory Board's remuneration does not depend on the Bank's short-term results.
- n) The adopted solutions ensure that the members of the Supervisory Board properly understand the Bank's management principles, their role and are aware of the risk culture at the Bank.
- o) The Bank has adopted a conflict of interest management policy which complies with the law as well as with PFSA and EBA regulations.
- p) The disclosure regulations adopted by the Bank ensure that the information divulged is up-to-date, reliable, relevant and coherent over time, and that it is formulated in an understandable and transparent manner.
- q) The regulations properly reflect the specific nature of the Bank's operations as well as its size and organisational structure. They comply with any and all regulatory requirements laid down both in the law, Banking law and PFSA recommendations, as well as in EBA Guidelines on internal governance.