

**Resolution No. 7 /2023
of the Nomination Committee of BNP Paribas Bank Polska S.A.
dated 21st April 2023**

on individual evaluation in terms of suitability assessment of the candidates for the role of a member of the Supervisory Board and an additional collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. in a new composition

Pursuant to § 5 para. 2 section 1 of the By-laws of the Nomination Committee of BNP Paribas Bank Polska S.A. and in connection with the Policy on the assessment of suitability of members of the Supervisory Board at BNP Paribas Bank Polska S.A., it is hereby resolved as follows:

§ 1

1. In connection with the request of BNP Paribas S.A. for the appointment by the Ordinary General Shareholders Meeting of BNP Paribas Bank Polska S.A. (hereinafter referred to as the "Shareholders Meeting") of **Ms Sophie Heller** (hereinafter referred to as the "Candidate No. 1") to a role of a member of the Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter referred as the "Supervisory Board"), acting on the basis of the documentation submitted by the Advisory Team regarding the Candidate No. 1, the Nomination Committee conducted the initial individual suitability assessment of the Candidate No. 1 to perform the role of a member of the Supervisory Board of BNP Paribas Bank Polska S.A. concluding that the result of the assessment is positive.
2. Summary report on individual assessment of the Candidate No. 1 for the role of the member of the Supervisory Board of BNP Paribas Bank Polska S.A. constitutes Appendix No. 1 to this resolution.
3. The Nomination Committee also conducted an additional collective assessment of the suitability of the Supervisory Board of BNP Paribas Bank Polska S.A. in the new composition, stating that the result of this assessment is positive.
4. The report on the results of the additional collective suitability assessment of the Supervisory Board is constitutes Appendix No 2 to this resolution.

§ 2

1. In connection with the request of BNP Paribas S.A. for the appointment by the Shareholders Meeting of **Mr Jean-Charles Aranda** (hereinafter referred to as the "Candidate No. 2") to a role of a member of the Supervisory Board of BNP Paribas Bank Polska S.A., acting on the basis of the



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documentation submitted by the Advisory Team regarding the Candidate No. 2, the Nomination Committee conducted the initial individual suitability assessment of the Candidate No. 2 to perform the role of a member of the Supervisory Board of BNP Paribas Bank Polska S.A. concluding that the result of the assessment is positive.

2. Summary report on individual assessment of the Candidate No. 2 for the role of the member of the Supervisory Board of BNP Paribas Bank Polska S.A. constitutes Appendix No. 3 to this resolution.
3. The Nomination Committee also conducted an additional collective assessment of the suitability of the Supervisory Board of BNP Paribas Bank Polska S.A. in the new composition, stating that the result of this assessment is positive.
4. The report on the results of the additional collective suitability assessment of the Supervisory Board is constitutes Appendix No 4 to this resolution.

§ 3

The resolution shall come into force on the date of its passing.

Report on the results of preliminary (initial) individual suitability assessment of a candidate for a Member of the Supervisory Board of BNP Paribas Bank Polska S.A.

I. Actual status

Ms **Sophie Heller** (hereinafter: "the Assessed Person") is a candidate for a Member of the Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter: "the Bank").

On 21 April 2023 the Nomination Committee performed a preliminary (initial) assessment of the suitability of a candidate for a Member of the Supervisory Board in accordance with:

1. Methodology on Assessment of Suitability of Members of Governing Bodies of Entities Supervised by the Polish Financial Supervision Authority published by the PFSA ("the PFSA Methodology"),
2. Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. ("the Policy"),
3. Banking Law Act of 29 August 1997 ("the Banking Law"),
4. Guidelines of the European Banking Authority (EBA) and the European Securities and Markets Authority (ESMA) on the Assessment of the Suitability of Members of the Management Body and Key Function Holders of 2 July 2021 (EBA/GL/2021/06).

II. Basis for individual suitability assessment

The Nomination Committee indicates that the following measures have been taken to perform a suitability assessment of a candidate for a Member of the Supervisory Board:

1. The following documentation and information necessary to perform a suitability assessment of the Assessed Person have been gathered:
 - a) self-assessment questionnaires filled in by the Assessed Person, according to the template which constitutes an attachment to the Policy,
 - b) statements on compliance with the suitability assessment requirements signed by the Assessed Person,
 - c) financial disclosure statements of the Assessed Person;
2. The reliability of the information provided by the Assessed Person has been checked against the available sanction lists.

A summary of results of individual suitability assessment is included in the assessment questionnaire attached to this summary.

III. Applied criteria for the assessment of suitability

In the assessment of suitability, the following criteria have been taken into account:

1. Warranty of due performance of the Supervisory Board Member duties provided by the Assessed Person with regard to:
 - a) reputation, integrity and reliability,
 - b) financial standing,



- c) clean criminal records,
 - d) independence of judgement (behavioural traits),
 - e) occurrence of potential conflicts of interests;
2. Competence of the Assessed Person; understood as the appropriate level of knowledge, skills and experience relating to all aspects of the bank's business, including ESG and ML/FT risks,
 3. Personal (behavioural) competence of the Assessed Person;
 4. The Assessed Person's command of Polish;
 5. Combination of functions by the Assessed Person and his ability to dedicate sufficient time to serve as Supervisory Board Member;
 6. Independence of the Assessed Person's judgement.

The scope of the suitability assessment in relation to the particular assessment criteria has been specified in accordance with the scope arising from Table 3 in Attachment no. 1 to the Bank's Policy.

IV. Summary of individual suitability assessment

The Advisory Team informed the Nomination Committee that the Assessed Person had submitted all the required documents, duly completed questionnaires and statements. The documents and information submitted by the Assessed Person did not raise any concerns with the Advisory Team.

Having reviewed the material gathered by the Advisory Team, the Nomination Committee, in performing its analysis in terms of fulfilling the competency profile and the requirements for Members of the Supervisory Board, concluded that the Assessed Person has the required qualifications and meets the necessary requirements. There was no evidence of circumstances that could adversely affect the reputation that the Assessed Person gives, nor of circumstances that could indicate a conflict of interest; nor was the Assessed Person found to be on any of the publicly available sanction lists.

In consideration thereof, the Nomination Committee, having assessed the suitability of the Assessed Person, concludes that Ms **Sophie Heller** meets the requirements for his individual suitability to serve as Supervisory Board Member.

The Nomination Committee recommends to the General Meeting the adoption of a **positive preliminary (initial)** assessment of the individual suitability of the Supervisory Board Member.

The Nomination Committee declares that the individual suitability assessment process has been performed in a full, fair and impartial manner, taking into account all circumstances relevant to the results of the assessments.

Warsaw, 21 April 2023

Report on the results of collective suitability assessment of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

I. Actual status

In accordance with the applicable legislation, in particular the Banking Law Act and the Guidelines of the European Banking Authority and the European Securities and Markets Authority on the Assessment of the Suitability of Members of the Management Body and Key Function Holders of 2 July 2021 and the internal regulation implementing it, that is the Policy on the Assessment of Suitability of Members of the Supervisory Board at BNP Paribas Bank Polska S.A. (hereinafter: "the Bank's Policy"), if new members are appointed, the Bank has an obligation to conduct a collective suitability assessment of Members of the Supervisory Board as a whole body to verify whether the composition of the Supervisory Board reflects the relevant set of competence and skills and that it ensures efficient supervision over the Bank's operation.

The suitability assessment is performed by the Nomination Committee supported by the Advisory Team.

The Nomination Committee has conducted an additional collective suitability assessment, taking into account the planned appointment of **Ms Sophie Heller** to the Supervisory Board of BNP Paribas Bank Polska S.A.

II. Basis for the collective suitability assessment

As part of the assessment process, the following documents and information collected from the Supervisory Board Members and gathered by the Advisory Team have been taken into consideration:

- 1) suitability self-assessment questionnaires filled in by the assessed Supervisory Board Members, according to the template which constitutes an attachment to the Policy,
- 2) statements on compliance with the suitability assessment requirements signed by the assessed Members of the Supervisory Board,
- 3) financial disclosure statements of the assessed Supervisory Board Members,
- 4) report on a review of databases and publicly available registers,
- 5) reports on results of individual suitability assessment of the Supervisory Board Members along with attachments,
- 6) other publicly available data or data held by the Bank.

For Supervisory Board Members appointed prior to the date of this assessment, the forms and statements collected during the periodic suitability assessment, which was approved by the Supervisory Board on 28 February 2023, were used.

III. Summary of collective suitability assessment results

The Nomination Committee has noted that all required documents necessary for the periodic suitability assessment have been submitted by the Supervisory Board Members in full. Their reliability has been confirmed based on the available sanctions lists.

On the basis of the documents gathered, the Nomination Committee has stated that the Supervisory Board of BNP Paribas Bank Polska S.A. in the following composition;

1. Lucyna Stańczak-Wuczyńska – Chairwomen of the Supervisory Board;
2. François Benaroya – Vice-Chairperson of the Supervisory Board;
3. Magdalena Dziewguć – Member of the Supervisory Board;
4. Jarosław Bauc – Member of the Supervisory Board;
5. Khatleen Pauwels – Member of the Supervisory Board;
6. Mariusz Warych – Member of the Supervisory Board;
7. Vincent Metz – Member of the Supervisory Board;
8. Piotr Mietkowski – Member of the Supervisory Board;
9. Małgorzata Chruściak – Member of the Supervisory Board;
10. Geraldine Conti – Member of the Supervisory Board;
11. Sophie Heller – candidate for a Member of the Supervisory Board.

meets the criteria of assessment with regard to:

- 1) Reputation, integrity and ethics,
- 2) Expertise, experience and skills,
- 3) Independence,
- 4) Diversity,
- 5) Conflict of interests,
- 6) Dedicating the time necessary to perform position-related tasks, independence of judgement.

As part of the assessment, the Nomination Committee has concluded that the competencies of the Members of the Bank's Supervisory Board complement each other in such a way as to allow for proper level of collective supervision over all areas of the Bank, and that the Supervisory Board as a whole has the appropriate level of expertise, skills and experience to understand the measures taken by the Bank, including the main risks they entail.

Having performed suitability assessment of the assessed Members of the Supervisory Board, the Nomination Committee concludes that they jointly meet the requirements regarding collective suitability of the Members of the Supervisory Board.

The Nomination Committee recommends to the General Meeting the adoption of a **positive** assessment of the collective suitability of the Supervisory Board.

The Nomination Committee declares that the collective suitability assessment process has been performed in a full, fair and impartial manner, taking into account all circumstances relevant to the results of the assessment.

Warsaw, 21 April 2023

Report on the results of preliminary (initial) individual suitability assessment of a candidate for a Member of the Supervisory Board of BNP Paribas Bank Polska S.A.

I. Actual status

Mr **Jean-Charles Aranda** (hereinafter: "the Assessed Person") is a candidate for a Member of the Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter: "the Bank").

On 21 April 2023 the Nomination Committee performed a preliminary (initial) assessment of the suitability of a candidate for a Member of the Supervisory Board in accordance with:

1. Methodology on Assessment of Suitability of Members of Governing Bodies of Entities Supervised by the Polish Financial Supervision Authority published by the PFSA ("the PFSA Methodology"),
2. Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. ("the Policy"),
3. Banking Law Act of 29 August 1997 ("the Banking Law"),
4. Guidelines of the European Banking Authority (EBA) and the European Securities and Markets Authority (ESMA) on the Assessment of the Suitability of Members of the Management Body and Key Function Holders of 2 July 2021 (EBA/GL/2021/06).

II. Basis for individual suitability assessment

The Nomination Committee indicates that the following measures have been taken to perform a suitability assessment of a candidate for a Member of the Supervisory Board:

1. The following documentation and information necessary to perform a suitability assessment of the Assessed Person have been gathered:
 - a) self-assessment questionnaires filled in by the Assessed Person, according to the template which constitutes an attachment to the Policy,
 - b) statements on compliance with the suitability assessment requirements signed by the Assessed Person,
 - c) financial disclosure statements of the Assessed Person;
2. The reliability of the information provided by the Assessed Person has been checked against the available sanction lists.

A summary of results of individual suitability assessment is included in the assessment questionnaire attached to this summary.

III. Applied criteria for the assessment of suitability

In the assessment of suitability, the following criteria have been taken into account:

1. Warranty of due performance of the Supervisory Board Member duties provided by the Assessed Person with regard to:
 - a) reputation, integrity and reliability,



- b) financial standing,
 - c) clean criminal records,
 - d) independence of judgement (behavioural traits),
 - e) occurrence of potential conflicts of interests;
2. Competence of the Assessed Person; understood as the appropriate level of knowledge, skills and experience relating to all aspects of the bank's business, including ESG and ML/FT risks,
 3. Personal (behavioural) competence of the Assessed Person;
 4. The Assessed Person's command of Polish;
 5. Combination of functions by the Assessed Person and his ability to dedicate sufficient time to serve as Supervisory Board Member;
 6. Independence of the Assessed Person's judgement.

The scope of the suitability assessment in relation to the particular assessment criteria has been specified in accordance with the scope arising from Table 3 in Attachment no. 1 to the Bank's Policy.

IV. Summary of individual suitability assessment

The Advisory Team informed the Nomination Committee that the Assessed Person had submitted all the required documents, duly completed questionnaires and statements. The documents and information submitted by the Assessed Person did not raise any concerns with the Advisory Team.

Having reviewed the material gathered by the Advisory Team, the Nomination Committee, in performing its analysis in terms of fulfilling the competency profile and the requirements for Members of the Supervisory Board, concluded that the Assessed Person has the required qualifications and meets the necessary requirements. There was no evidence of circumstances that could adversely affect the reputation that the Assessed Person gives, nor of circumstances that could indicate a conflict of interest; nor was the Assessed Person found to be on any of the publicly available sanction lists.

In consideration thereof, the Nomination Committee, having assessed the suitability of the Assessed Person, concludes that Mr **Jean-Charles Aranda** meets the requirements for his individual suitability to serve as Supervisory Board Member.

The Nomination Committee recommends to the General Meeting the adoption of a **positive preliminary (initial)** assessment of the individual suitability of the Supervisory Board Member.

The Nomination Committee declares that the individual suitability assessment process has been performed in a full, fair and impartial manner, taking into account all circumstances relevant to the results of the assessments.

Warsaw, 21 April 2023

Report on the results of collective suitability assessment of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

I. Actual status

In accordance with the applicable legislation, in particular the Banking Law Act and the Guidelines of the European Banking Authority and the European Securities and Markets Authority on the Assessment of the Suitability of Members of the Management Body and Key Function Holders of 2 July 2021 and the internal regulation implementing it, that is the Policy on the Assessment of Suitability of Members of the Supervisory Board at BNP Paribas Bank Polska S.A. (hereinafter: "the Bank's Policy"), if new members are appointed, the Bank has an obligation to conduct a collective suitability assessment of Members of the Supervisory Board as a whole body to verify whether the composition of the Supervisory Board reflects the relevant set of competence and skills and that it ensures efficient supervision over the Bank's operation.

The suitability assessment is performed by the Nomination Committee supported by the Advisory Team.

The Nomination Committee has conducted an additional collective suitability assessment, taking into account the planned appointment of **Mr Jean-Charles Aranda** to the Supervisory Board of BNP Paribas Bank Polska S.A.

II. Basis for the collective suitability assessment

As part of the assessment process, the following documents and information collected from the Supervisory Board Members and gathered by the Advisory Team have been taken into consideration:

- 1) suitability self-assessment questionnaires filled in by the assessed Supervisory Board Members, according to the template which constitutes an attachment to the Policy,
- 2) statements on compliance with the suitability assessment requirements signed by the assessed Members of the Supervisory Board,
- 3) financial disclosure statements of the assessed Supervisory Board Members,
- 4) report on a review of databases and publicly available registers,
- 5) reports on results of individual suitability assessment of the Supervisory Board Members along with attachments,
- 6) other publicly available data or data held by the Bank.

For Supervisory Board Members appointed prior to the date of this assessment, the forms and statements collected during the periodic suitability assessment, which was approved by the Supervisory Board on 28 February 2023, were used.



III. Summary of collective suitability assessment results

The Nomination Committee has noted that all required documents necessary for the periodic suitability assessment have been submitted by the Supervisory Board Members in full. Their reliability has been confirmed based on the available sanctions lists.

On the basis of the documents gathered, the Nomination Committee has stated that the Supervisory Board of BNP Paribas Bank Polska S.A. in the following composition;

1. Lucyna Stańczak-Wuczyńska – Chairwomen of the Supervisory Board;
2. François Benaroya – Vice-Chairperson of the Supervisory Board;
3. Magdalena Dziewguć – Member of the Supervisory Board;
4. Jarosław Bauc – Member of the Supervisory Board;
5. Khatleen Pauwels – Member of the Supervisory Board;
6. Mariusz Warych – Member of the Supervisory Board;
7. Vincent Metz – Member of the Supervisory Board;
8. Piotr Mietkowski – Member of the Supervisory Board;
9. Małgorzata Chruściak – Member of the Supervisory Board;
10. Geraldine Conti – Member of the Supervisory Board;
11. Jean-Charles Aranda - candidate for a Member of the Supervisory Board;

meets the criteria of assessment with regard to:

- 1) Reputation, integrity and ethics,
- 2) Expertise, experience and skills,
- 3) Independence,
- 4) Diversity,
- 5) Conflict of interests,
- 6) Dedicating the time necessary to perform position-related tasks, independence of judgement.

As part of the assessment, the Nomination Committee has concluded that the competencies of the Members of the Bank's Supervisory Board complement each other in such a way as to allow for proper level of collective supervision over all areas of the Bank, and that the Supervisory Board as a whole has the appropriate level of expertise, skills and experience to understand the measures taken by the Bank, including the main risks they entail.

Having performed suitability assessment of the assessed Members of the Supervisory Board, the Nomination Committee concludes that they jointly meet the requirements regarding collective suitability of the Members of the Supervisory Board.

The Nomination Committee recommends to the General Meeting the adoption of a **positive** assessment of the collective suitability of the Supervisory Board.

The Nomination Committee declares that the collective suitability assessment process has been performed in a full, fair and impartial manner, taking into account all circumstances relevant to the results of the assessment.

Warsaw, 21 April 2023