



## **INFORMATION FOR SHAREHOLDERS OF BNP PARIBAS BANK POLSKA S.A.**

### **Rationale for the resolutions to be considered by the Extraordinary General Meeting convened for 12 December 2023**

The Management Board of BNP Paribas Bank Polska S.A. ("the Bank"), acting pursuant to Article 398 of the Code of Commercial Companies and Partnerships ("the Code") and § 8 para. 1 and 3 of the Articles of Association of the Bank, has convened the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. ("the EGM") to be held on 12 December 2023 at 10:00 a.m., proposing at the same time to pass the resolutions which are on the EGM's agenda as presented in the published Announcement.

#### **I. Justification for item 5 of the Agenda - Resolution No. 3 on the approval of individual suitability assessment of the candidate for a member of the Supervisory Board and on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.**

On 7 November 2023 the Bank received a statement made by Ms Geraldine Conti regarding her resignation from the function of a member of the Bank's Supervisory Board effective 31 December 2023. The relevant information was made public by Current Report No. 40/2023.

Therefore, it is justified to supplement the composition of the Supervisory Board. The Bank has received a motion of BNP Paribas SA for appointment of an independent candidate - Mr Jacques Roger Jean-Marie Rinino, whose CV is attached to this information, as member of the Supervisory Board. In addition, in accordance with the suitability assessment regulations adopted by the Bank, the General Meeting should approve the individual suitability assessment of a candidate for a member of the Supervisory Board of BNP Paribas Bank Polska S.A. Support in the candidate's suitability assessment is provided by the Nomination Committee. The assessment of the candidate will be immediately made available to shareholders.

#### **II. Justification for item 6 of the Agenda - Resolution No. 4 on the approval of collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A.**

It is justified for the Extraordinary General Meeting to pass a resolution in this respect due to changes to the composition of the Supervisory Board. The General Meeting's competence and, at the same time, the obligation to approve the collective suitability assessment of the Supervisory Board performed by the Nomination Committee arises directly from item 2.3 of the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

Support in the collective suitability assessment is provided by the Nomination Committee. The assessment will be immediately made available to shareholders.

*Attachment no 1 to the Information for Shareholders regarding the rationale for Resolution no. 3 on the approval of individual suitability assessment of the candidate for a member of the Supervisory Board of BNP Paribas Bank Polska S.A. and on the changes in the composition of the Supervisory Board*

## **Jacques Roger Jean-Marie Rinino**

### **Candidate for the Supervisory Board of BNP Paribas Bank Polska S.A.**

Jacques Rinino graduated from the Paris University – Pantheon Sorbonne, where he was awarded a Master’s degree in Economy. In 1976 he joined Banque PARIBAS (now BNP Paribas) where he held different positions. From 1992 to 1997 he was the Head of the Commercial Banking Group and Private Banking Group of Greater China Paribas Hong Kong Branch.

In the period 1998 – 2001 he was the Head of Risk for Corporate Branch activities for Europe-Mediterranean-Middle East-Africa in the Paribas Head Office. In the period 2001-2014 he took position of the Head of Risk of BNP Paribas IRB, in charge of risk for retail banking in Europe-Mediterranean and retail banking in the US (Bank of the West – First Hawaiian Bank). He supervised the risk in leasing (BNP Paribas Leasing Solutions), ARVAL and BNP Paribas Personal Finance and was the member of the Global Risk Management EXCO.

From 2011 to 2013 he served on the Board of BNP Paribas Lease Group. In the period 2014-2016 he was the senior advisor to BNP Paribas management of IRB in the scope of corporate strategy development for retail banking in Europe and Asia. From 2014 to 2020 he was the member of the Board of TEB AS Bank in Turkey, chairman of the Audit Committee and the Risk Committee. In the period 2020-2021 he was the chairman of TEB ShA Board, a subsidiary of TEB in Kosovo, and from 2021 to January 2023 – independent Board member and chairman of the Risk Committee in BICICI, a BNP Paribas subsidiary in Ivory Coast. Since 2016 he has been the president of BORGNIS CONSEIL, a consultancy in financial and corporate services.

Jacques Rinino meets the requirements of Art. 22aa of the Banking Law dated 29 August 1997 (as amended).