



BNP PARIBAS

*Document for item 12 of the agenda
of the Ordinary General Meeting of 16 April 2024*

**RESOLUTION No 1/2024
of the Nomination Committee of BNP Paribas Bank Polska S.A.
dated 26 February 2024**

on conducting of individual and collective periodical suitability assessment of the Supervisory Board members of BNP Paribas Bank Polska S.A.

acting on the basis of § 5 para.2 point 1 and 15 of the Nomination Committee By-laws of the 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 adopted as follows:

§ 1.

Having reviewed all of the documents submitted by Advisory Team the Nomination Committee conducted the periodical evaluation of individual suitability assessment of each member of the Supervisory Board of BNP Paribas Bank Polska S.A. as well as collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. acting *in corpore* and made conclusion that the result of the evaluation is positive. Reports on the results of the periodical evaluation of the individual suitability assessment of members of the Supervisory Board of BNP Paribas Bank Polska S.A. constitutes Appendixes from No 1 to No 12 to this resolution. Report on the results of the periodical evaluation of the collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. acting *in corpore* constitutes Appendix No 13 to this resolution.

§ 2.

The resolution comes into force on the day of its adoption.



Report on the results of periodic collective suitability reassessment 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"), the Bank has an obligation to conduct once a year:

- 1) periodic individual suitability reassessment of each Member of the Supervisory Board continuing the performance of his/her function to verify whether they are suitable persons to perform the function entrusted to them at the Bank,
- 2) periodic collective suitability reassessment 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 a periodic collective suitability reassessment, taking into account the following composition of the Supervisory Board of BNP Paribas Bank Polska S.A.:

1. Lucyna Stańczak-Wuczyńska – Chairwoman, Independent Member
2. Francois Benaroya – Vice-chairman
3. Jean – Charles Aranda - Member
4. Jarosław Bauc - Independent Member
5. Małgorzata Chruściak – Independent Member
6. Magdalena Dzięwguć – Independent Member
7. Sophie Heller - Member
8. Vincent Metz – Member
9. Piotr Mietkowski - Member
10. Khatleen Pauwels – Member
11. Jacques Rinino – Independent Member
12. Mariusz Warych - Independent Member

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:



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- 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) declarations on compliance with suitability requirements, signed by the assessed Supervisory Board Members, including on whether the information provided for the previous suitability assessment (no criminal record and no arrears in taxes) is up to date,
- 3) financial disclosure statements of the assessed Supervisory Board Members,
- 4) statements of the assessed Supervisory Board Members on the performance of duties of a Supervisory Board Member;
- 5) report on a review of databases and publicly available registers,
- 6) reports on results of individual suitability assessment of the Supervisory Board Members along with attachments,
- 7) other publicly available data or data held by the Bank.

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 – Chairwoman, Independent Member
2. Francois Benaroya – Vice-chairman
3. Jean – Charles Aranda - Member
4. Jarosław Bauc - Independent Member
5. Małgorzata Chruściak – Independent Member
6. Magdalena Dziewguć – Independent Member
7. Sophie Heller - Member
8. Vincent Metz – Member
9. Piotr Mietkowski - Member
10. Khatleen Pauwels – Member
11. Jacques Rinino – Independent Member
12. Mariusz Warych - Independent Member

meets the criteria of suitability 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.



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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.

The Nomination Committee has not identified any actual conflicts of interest. At the same time it has confirmed that each Member of the Supervisory Board is able to dedicate sufficient time to perform his/her duties on the Supervisory Board.

The Nomination Committee has also assessed the competence in ESG risk management and ML/FT risk management and concluded that the knowledge of the Supervisory Board members in these areas is adequate.

At the same time, the Nomination Committee concluded that the Supervisory Board in the aforementioned composition ensures an appropriate level of diversity as required by the Bank's Policy. The proportion of women on the Supervisory Board of the Bank is 42% and the proportion of men is 58%.

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

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

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, 26 February 2024