



# Regulations of the board of directors of BNP Paribas Bank Polska SA

Adopted by Annual General Meeting on June 21, 2001.

The consolidated text contains amendments introduced by Resolution No. 10 of the General Meeting of May 24, 2005 and by Resolution No. 14 of the General Meeting of June 2, 2006

1. General provisions
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## **I. General provisions**

### Article 1

These regulations set forth the scope of activity, work organization as well as rights and obligations of the Supervisory Board of BNP Paribas Bank Polska SA (hereinafter called "the Bank") not regulated in the provisions of the Company Code and the the Bank's Statute.

### Article 2

The expressions mentioned below should be understood as follows:

1. The Supervisory Board - as the Supervisory Board in accordance with the regulations of the Company Code and the company Statute.
2. The Chairman - as the Chairman of the Supervisory Board.
3. Deputy Chairman - as the Deputy Chairman of the Supervisory Board.
4. The Board of Executives - as the Bank's Board of Executives in accordance with the regulations of the Company Code and the company Statute.
5. The President - as the President of the Board of Executives.
6. The Statute - as the Bank's Statute.

### Article 3

1. The Supervisory Board is a collective body, which supervises the entire activity of the Bank.
2. The Supervisory Board shall include at least two independent members, according to independence criteria defined in the profile of an independent Supervisory Director provided under items 4-5.
3. Each member of the Board should have an appropriate level of education, likewise knowledge and professional experience corresponding to the profile and scope of the Bank's business. He or she should have experience in positions with high degree of responsibility and have proven ability to exercise mature business judgment. His behavior ethics should not be questionable.
4. Additionally, Independent Supervisory Director should meet at least the following criteria:
  - a. Not to be an Executive of the Bank or of associated company and not having been in such position for the previous five (5) years.
  - b. Not to be an employee of the Bank or of associated company and not having been an employee of the Bank or of associated company for the previous three (3) years.
  - c. Not to receive, or have received any significant additional remuneration from the Bank or of associated company apart from a fee received as supervisory director.



- d. Not to be or to represent in any way one or several shareholders controlling over 1% of the Bank's shares.
  - e. Not to be or to have been within the last three years (3), partner or employee of the external auditor, which has audited the Bank's financial statements in that period.
  - f. Not to be executive or managing director in another competitive company, and not have other significant links with Executives or Supervisory Directors of the Bank through involvement in other companies or their bodies.
  - g. Not to be a close family member of an executive or managing director, or of persons in the situations referred to in points (a) to (f). Close family members means Board member's spouse, own or an adopted child of under 18 yrs old, or relative by blood or marriage up to the second degree or other person remaining in the same household.
5. The independent Supervisory Board member undertakes:
- a. To be guided exclusively by the overall goal of the FBP Supervisory Board, which is to perpetuate a successful financial services business of the Bank,
  - b. To maintain in all circumstances his independence of judgment, decision and action,
  - c. To clearly express his concern, and have recorded in the minutes his opposition to a proposal submitted to the Board in the event that he finds that a decision of the supervisory board may harm the interests of BNP Paribas § 15, 1 5, item 3 of the Statute.

#### Article 4

1. Specific issues reserved for the competence of the Supervisory Board are enumerated in § 15, item 3 of the Statute.
2. The Supervisory Board shall select the auditor to audit BNP Paribas Bank's financial statements among the internationally recognized auditing firms.
3. It is reserved for the competence of the Supervisory Board to create a Committee for Compensation and Audit Committee within the Board. At least one (1) member of such committee should be an independent supervisory director. A member of the Audit Committee should have knowledge and experience in economy and accounting in the scope relevant to the activity of the Bank. The principal goal of establishing the committees is to increase the effectiveness of operation of the Supervisory Board through preparing and delivering objective information/ recommendations to facilitate the decision-making process for the benefit of the Bank. In the scope defined in a SuB resolution the committees may be authorized to take final decisions.
  - 3.1 The Compensation Committee may be empowered to make decisions related to compensation packages in favour of the members of the Board of Executives, including
    - a. approval of employment terms and conditions for members of the Board of Executives determined in employment contracts or manager's contracts,
    - b. determination of principles of motivation programs for the Board of Executives and to decide on payments of awards, bonuses and other benefits on this account,
    - c. making formal decisions in terms of adapting semi-annually to costs of living indexes and/or to foreign exchange rates the salary package, including expatriation premiums, to be paid to expatriates, members of the Board of Executives. The Committee can also prepare recommendations for the Board in all other matters related to the employment and compensation package of the members of the Board of Executives, which would require a SuB resolution.
  - 3.2. The competences of an Audit Committee should include in particular:
    - a. Ensuring the effectiveness of internal audit function, in particular by supervising the Audit Department activity and making recommendations on the appointment or removal of the head of the internal audit department and on the department's budget.
    - b. Review periodically internal control and in particular risk management systems, with a view to ensuring that the main risks including those related to compliance with existing legislation and corporate governance standards, are properly identified, managed and disclosed.
    - c. Assistance in monitoring the integrity of the financial information provided by the company,
    - d. Monitoring the external audit process, and in particular ensure the auditor's independence and objectivity and review the effectiveness of the external audit process, and the



responsiveness of management to the recommendations made in the external auditor's management letter.

- e. Making recommendations to the Supervisory Board in relation to the selection and appointment of the external auditor.
- f. Ensuring good communication and co-operation between the external auditor, internal audit and the Supervisory Board.

3.3. The mandate of each committee created should be described in terms of reference drawn up by the Supervisory Board.

## II. Rights and obligations of the Board of Directors member

### Article 5

1. The Supervisory Board member is entitled and obliged to participate in the Supervisory Board' meetings and work.
2. The Supervisory Board members are responsible for conformity of the execution of their tasks with law and principles of good management.
3. Members of the Supervisory Board are obliged to maintain confidentiality of all information related to the Bank's commercial secret. The obligation is binding also after the Supervisory Board member has ceased to be the member.

## III. Meetings of the Board of Directors

### Article 6

1. The Chairman convenes the Supervisory Board' meetings, as required, however, at least once a quarter.
2. The Supervisory Board' meeting is convened by a written notification, registered letter, courier delivery or fax, stating agenda of the meeting.
3. The Supervisory Board' meetings shall be held in the Bank's seat or at other place assigned by a person responsible for convening the meeting.
4. The President of the Bank Board of Executives shall participate in the Supervisory Board' meetings on account of his function. Other persons invited may attend the meetings.
5. The Supervisory Board' meetings may be convened at the request of the following:
  - the Bank Board of Executives,
  - 1/3 of the Supervisory Board members, stating reasons and subject of the meeting.
6. The Chairman shall convene such a meeting within 15 days from the day of submitting a motion.

### Article 7

At its first meeting, a newly elected Supervisory Board chooses the Chairman and two Deputy Chairmen of the Supervisory Board.

### Article 8

The meetings shall be presided over by the Chairman, and in case of his absence, by one of Deputy Chairmen.

### Article 9

1. The Supervisory Board makes decisions in the form of resolutions.
2. Each subsequent resolution of the Supervisory Board is marked with a serial number followed by a calendar year, and a date.
3. Resolutions of the Supervisory Board are adopted by a majority of votes cast by members present at the meeting. In the event of equal number of votes "for" and "against", the Chairman shall have the casting vote.
4. Resolutions of the Supervisory Board shall be validly adopted, if all its members have been invited to participate in the meeting at least 15 days before the meeting, and at least half of its members participate in the meeting, including the Chairman or a Deputy Chairmen.



5. The Supervisory Board members may participate in the adoption of resolutions by the Supervisory Board, by giving his/her vote in writing through another member of the Board.

#### Article 10

1. In justified cases the Supervisory Board' resolutions may be adopted, in lieu of a meeting, in the following manner:

- a. By voting in writing. The adopted resolution is confirmed by written documents.
- b. By voting using direct telecommunication means. In this case, faxes received and printouts from the electronic mail are recognized as confirmation that the resolution has been adopted.

2. The Supervisory Board resolution adopted by voting in writing or using direct telecommunication means shall be valid provided that all members of the Board have been notified about the contents of the draft resolution.

#### Article 11

All documents issued as a result of the execution of the Supervisory Board' resolutions shall signed on behalf of the Supervisory Board by the Chairman or a Deputy Chairmen.

#### Article 12

1. Minutes are taken during the Supervisory Board' meetings, and signed by the members of the Board who participated in the meeting and a recording person.

2. The minutes should contain the consecutive number, the date of the meeting, the names of the members of the Supervisory Board and other persons present at the meeting, the agenda of the meeting, the brief of discussions, the contents and justification of the adopted resolutions, the number of the votes cast in favor of each resolution, and separate opinions, if any.

3. Supervisory Board members present at the meeting sign the attendance record.

4. Each person who participates in the meeting shall be provided with a copy of the minutes at the next meeting at the latest, and is entitled to express its remarks and make corrections to the minutes.

5. A resolution about the approval of the minutes of the previous meeting should be adopted at following meeting. The minutes should be made available to members of the Supervisory Board upon their request.

6. The minutes are kept in the Management Office.

#### Article 13

The Management Office provides technical and organizational assistance to the Supervisory Board.

#### Article 14

These Regulations shall become effective upon the approval of the Annual General Meeting.