



BNP PARIBAS

*Enclosure to Supervisory Board Resolution No. 77/2018
dated 26 September 2018*

**BNP PARIBAS BANK POLSKA SPÓŁKA AKCYJNA
BY-LAWS OF THE SUPERVISORY BOARD**

§ 1.

1. The Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter referred to as “the Supervisory Board” or “the Board”) exercises on-going supervision over all areas of the activity of BNP Paribas Bank Polska S.A.. (“the Bank”).
2. The competences of the Supervisory Board are stipulated in the provisions of the Banking Law, Commercial Companies Code, and other legal regulations and provisions of the Articles of Association of the Bank (“Articles of Association”).
3. The Supervisory Board acts pursuant to the by-laws (“the By-laws”) passed by the Board itself.

§ 2.

1. The Supervisory Board is composed of the members appointed by the General Shareholders Meeting by secret voting.
2. The number of the Supervisory Board members is determined by the General Shareholders Meeting, taking into account the provisions of the Articles of Association. At least half of the Bank’s Supervisory Board members should know the Polish banking market well, i.e. they should have a good command of Polish and have the proper business experience on the Polish market.
3. The Supervisory Board elects the Chairperson and the Deputy Chairpersons from among its members.

§ 3.

At least two (2) members of the Supervisory Board should be independent members. Independent members of the Supervisory Board should not have connections with the Bank, its shareholders or employees in a way that could significantly influence or cause justified supposition of influence on impartial decisions being taken by the independent member. Criteria of independence of such a Supervisory Board member are specified in the Bank’s Articles of Association in detail.

§ 4.

1. Within 7 days following appointment as a member of the Supervisory Board, such a member shall present to the Chairperson of the Supervisory Board and to the President of the Management Board a declaration on his/her connections with the shareholder holding shares that entitle to exercise at least 5% of total votes at the General Meeting. The above requirement relates to connections of economic, family or other character, that could have influence on the position of such a member of the Supervisory Board in a matter being solved by the Supervisory Board.
2. Declaration referred to in para. 1 is subject to an update during the term of such a Supervisory Board member.
3. Information referred to in para. 1 shall be posted by the Bank on its website.

§ 5.

1. The term of office of the Supervisory Board members is five years. The term of office of the Supervisory Board members is a joint term.
2. The mandates of the Supervisory Board members expire upon the end of their term of office as of the day of the General Shareholders Meeting which approves the financial report for the last full financial year of their office. The mandate of the Supervisory Board member appointed before the end of the given Supervisory Board's term of office expires simultaneously with the expiry of mandates of other Supervisory Board members.
3. Apart from the case described in para. 2, the mandates of the Supervisory Board members expire:
 - 1) in the case of resignation of the Board member from his/her office, as of the day of notifying the Supervisory Board thereof,
 - 2) in the case of recalling of the Board member by the General Shareholders Meeting,
 - 3) in the case of death of the Board member.
4. When due to the expiry of mandates of some Supervisory Board members or when the General Shareholders Meeting cannot appoint one or more Supervisory Board members, the number of the Supervisory Board members is lower than the one specified in the resolution of the General Shareholders Meeting appointing Bank's Supervisory Board members, but not lower than five (5), the Supervisory Board may adopt effective resolutions until its composition is supplemented. In such a case the Management Board immediately convenes the General Shareholders Meeting in order to supplement the composition of the Supervisory Board. If the number of independent Supervisory Board members is lower than indicated in § 3 and the number of Supervisory Board members is not lower than five (5), the Supervisory Board is able to adopt effective resolutions until its composition is supplemented with the appropriate number of independent members. In such a case the Management Board immediately convenes the General Shareholders Meeting in order to supplement the composition of the Supervisory Board by an appropriate number of independent members.
5. A member of the Supervisory Board should not resign from his/her function in a situation where this could influence the possibilities of the Supervisory Board to act, including to pass resolutions.
6. The Supervisory Board member can be reappointed for the Supervisory Board however for not more than three consecutive terms of office.

§ 6.

1. Subject to para. 2 below, the Board Members may perform their duties exclusively in person.
2. The Supervisory Board member may participate in the adoption of the Board's resolutions by casting his/her vote in writing via another Supervisory Board member. The vote cast in writing may not refer to the matters added to the agenda at the meeting of the Supervisory Board, or issues mentioned in § 15 para. 4 of the By-laws.

3. The Supervisory Board members should actively participate in meetings and other works of the Board. In his/her action each Supervisory Board member should consider the Bank's interest and the independence of opinions and judgements.
4. When the Supervisory Board member cannot attend the meeting, s/he is obliged to notify the Supervisory Board Chairperson thereof stating reasons for the absence.

§ 7.

1. The Supervisory Board performs its duties collectively, it may however delegate its members to perform individually certain supervisory activities, determining principles for the execution of such a supervision. When the Supervisory Board is appointed by way of voting in separate blocks, each block may delegate one member from among the members selected by that block to perform constantly and individually supervisory activities.
2. In order to execute its duties i.e. to supervise the entire scope of the Bank's activity, the Supervisory Board has the right in particular:
 - 1) to verify all documents in the Bank,
 - 2) to review the Bank's assets,
 - 3) to demand from the Bank's employees, via the Management Board, relevant reports and explanations.
3. The Supervisory Board members delegated to perform individually specified supervisory activities or to perform permanently and individually supervisory activities receive remuneration in the amount determined by the General Shareholders Meeting.
4. The scope and mode of the individually performed supervisory activities by the Board member is each time determined by the Supervisory Board.
5. The Supervisory Board member may be delegated to temporarily perform duties of the Management Board member who is unable to perform her/his duties.

§ 8.

1. The Board appoints from among its members the Bank's Audit Committee, Risk Committee, the Human Recourses and Remuneration Committee and Nomination Committee. If necessary, the Board may also appoint other Committees. Committees perform consulting and advisory functions for the Board. Appointing the Committee the Board determines its tasks and rules of the activity.
2. The Supervisory Board members may be at the same time members of more than one Committee appointed by the Board.
3. Executive Director of the Internal Audit Line and Executive Director of the Compliance Line are ensured the direct contact with the Supervisory Board members.

§ 9.

1. The mission of the Audit Committee is to support the Board in meeting the supervisory obligations, and in particular providing assistance to the Board in order to monitor the internal control system, management of the risk and assets of the Bank and the integrity

of financial information, as well as supervision over and assessment of internal and external audit functions and compliance function.

2. The Audit Committee is composed of at least three (3) Supervisory Board members.
3. The Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in § 16 para. 4 of the Articles of Association, with qualifications and experience in accounting and finance.
4. The Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act on Statutory Auditors and their Self-government, Entities Authorized to Audit the Financial Statements and on Public Supervision and who has qualifications in the field of accountancy and audit. The above requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in para. 3.
5. The detailed scope of the activity and mode of operation of the Audit Committee is specified in its bylaws passed by the Supervisory Board.

§ 10.

1. The mission of the Risk Committee is to support the Supervisory Board in its fulfilment of supervisory obligations in the risk management area.
2. The Risk Committee is composed of at least three (3) Supervisory Board members.
3. Detailed scope and mode of activity of the Risk Committee is determined in its by-laws passed by the Supervisory Board.

§ 11.

1. The mission of the Human Resources and Remuneration Committee is providing support to the Supervisory Board in its supervisory duties in the area of human resources management through the monitoring and supervision of key processes, especially, human resources policy, employee professional development and remuneration policy.
2. The Human Resources and Remuneration Committee is composed of at least three (3) Supervisory Board members.
3. The Supervisory Board may appoint the permanent advisor to the Human Resources and Remuneration Committee – with the right to take part in the Committee's meetings - who shall be a representative of the BNP Paribas Group.
4. The detailed scope of the activity and mode of operation of the Human Recourses and Remuneration Committee is specified in its bylaws passed by the Supervisory Board.

§ 12.

1. The mission of the Nomination Committee is providing support to the Supervisory Board in its supervisory duties in the area of human resources management, especially, within the scope of nomination and assessment of candidates for Management Board Members.

2. The Nomination Committee is composed of at least three (3) Supervisory Board members.
3. The detailed scope of the activity and mode of operation of the Nomination Committee is specified in its bylaws passed by the Supervisory Board.

§ 13.

1. The Supervisory Board member is obliged to keep secret the information obtained while performing the supervisory activities.
2. In particular as confidential information is regarded the one which – by virtue of the relevant legal provisions – constitutes the company, State, banking and trade secret.
3. The Supervisory Board member is also obliged to protect documents given to him/her and being the subject of the Board's works from the access of unauthorised persons.

§ 14.

The Supervisory Board members bear the responsibility towards the Bank for any damage caused by their action or omission against the law or the Articles of Association's provisions, unless they do not take the blame for such a damage. The Supervisory Board members should exercise due diligence arising from the professional character of their activity.

§ 15.

1. The competencies of the Supervisory Board, beyond the rights and duties stipulated in legal regulations and pursuant to the provisions of the Articles of Association, include:
 - 1) adoption of resolutions on:
 - a) the annual financial plan of the Bank,
 - b) appointing and recalling the Bank's Management Board members,
 - c) determining the principles specifying the Bank's involvement as a shareholder in banks or other economic entities in Poland and abroad,
 - d) expression of consent to the acquisition or disposal of real estate, an interest in real estate or perpetual usufruct, if their value amounts at least to PLN 5,000,000 (five million zlotys), provided however that the resolution of the Supervisory Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (*umowa leasingu*), in which the Bank is the financing party, including in particular any acquisition under the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,

- e) approving motions of the Bank Management Board on the establishment of a Bank's branch abroad,
 - f) adopting regulations for granting loans, cash loans, bank's guarantees or suretyships for members of Bank's bodies, persons in managerial positions and entities related to them in terms of the organisation and capital,
 - g) electing the auditor to scrutinise the Bank's financial statements and consolidated financial statements of the Bank's Group,
 - h) specifying principles of remuneration and the amount of remuneration of the Management Board members,
 - i) approving of the Bank's development strategy, as prepared by the Management Board,
 - j) expressing consent to perform the activity, the purpose of which is to incur a liability or dispose of assets of which the total value in relation to one entity exceeds 10% of shareholders' equity, excluding banking operations mentioned in § 5 para. 2 of the Articles of Association, operations mentioned in § 5 para. 3 item 3 (securities trading) and § 6 item 3 of the Articles of Association (conducting the placement and deposit activity on the inter-banking market), and contracting of lombard loans,
 - k) expressing consent to making transactions with the Bank's related entities which may not be classified jointly as typical transactions conducted as part of the current activities of the Bank, concluded on market conditions,
 - l) establishment of the consolidated text of the Articles of Association immediately after the General Meeting which resolved the amendments to the Articles of Association and introduction of other editorial amendments specified in the General Meeting's resolution,
 - m) expressing consent to the appointment and dismissal of the Executive Director of Internal Audit Line and Executive Director of the Compliance Line.
- 2) exercising constant supervision over the Bank's operations, and in particular:
- a) evaluation of the Management Board report on the Bank's activity, and the Bank's financial statements for the previous financial year, in terms of their compliance with books and documents, as well as the state of facts, evaluation of the Management Board's motions concerning the division of profit or loss coverage,
 - b) evaluation of the report on the activity and financial statements for the previous financial year for the Bank's Group, in terms of their compliance with books and documents, as well as the state of facts,
 - c) suspension – for important reasons – of individual or all members of the Management Board in their duties,
 - d) delegation of Supervisory Board members for the period not longer than three months to perform temporarily the duties of Management Board members who have been recalled, submitted a resignation or cannot perform their functions for other reasons,
 - e) supervision over the implementation of the risk management system, internal control system, internal capital evaluation and the review of strategy and procedures of internal capital evaluation and maintaining of own funds at the level not lower than evaluated internal capital of the bank, remuneration policy

and procedures of anonymous reporting of violation of law, bank's internal procedures and ethical standards, as well as their adequacy and efficiency assessment

- f) submission of the annual written report on the results of the evaluation mentioned in items a, b and e of this clause to the General Shareholders Meeting,
 - g) submission of the annual written report on the Supervisory Board and its Committees' activities to the General Shareholders Meeting.
2. The Supervisory Board gives an opinion to any motions and matters requiring a resolution of the General Shareholders Meeting except for draft resolutions on organisational and formal matters. The Supervisory Board members participate in the General Shareholders Meetings. Failure to deliver the opinion by the Supervisory Board does not limit the right of the Management Board to convene the General Shareholders Meeting or to include the individual issues in the agenda of the Meeting.
 3. The Supervisory Board represents the Bank in the agreements and disputes with the Bank's Management Board members acting via two (2) members authorised by the Board.

§ 16.

1. The decisions of the Board are taken in the form of resolutions.
2. In order to make the resolution of the Supervisory Board effective, it is required that all of the members of the Supervisory Board are notified in writing and at least a half of the Supervisory Board members is present at the meeting, including the Chairperson or Deputy Chairperson. If due to the absence of the Chairperson and Deputy Chairperson at the Supervisory Board meeting, the Supervisory Board was not able to pass effective resolutions, the Supervisory Board meeting would be convened again with the same agenda and preservation of the fourteen-day notice period. The appropriate notice will be sent immediately after the end of the first Supervisory Board meeting. At the next Supervisory Board meeting, the presence of the Chairperson or Deputy Chairperson is not necessary to pass effective resolutions by the Supervisory Board.
3. The Supervisory Board adopts resolutions by simple majority of votes. The requirement of the simple majority of votes is fulfilled when the number of votes "for" is higher than the number of votes "against". When the number of votes cast in favour of a given resolution is equal to the sum of votes against, then the Chairperson of the Supervisory Board has the decisive vote.
4. Resolutions on matters defined in § 14 para. 1 item 1 letter k) of the By-laws are effectively passed, when the majority of the independent Supervisory Board members votes in favour of these resolutions.
5. If the matters that may involve a potential conflict of interest between the Bank and Supervisory Board member are to be subject of the Supervisory Board resolution, such a Supervisory Board member is obliged to refrain from participation in this item of the agenda.

§ 17.

1. The resolutions of the Supervisory Board may be adopted in writing, without convening a meeting. The draft resolution should be presented to all the Supervisory Board members so that they could get acquainted with the content and immediately cast the vote "for" its adoption, "against" its adoption or "withhold" from voting. The Chairperson may specify the date on which the members of the Board shall cast their vote in the matter concerned.
2. The resolutions of the Supervisory Board may also be adopted through means of direct remote communication, in particular through the telephone, audiovisual and electronic means of communication. All the members should be notified about the content of the proposed resolution, the date when it should be adopted and the means of direct remote communication in order to pass the resolution.
3. To adopt resolutions in modes described in this paragraph, provisions of § 15 para. 3 through 5 of the By-laws are applied respectively.
4. The resolutions referring to appointing, recalling and suspending the Management Board members as well as electing the Chairperson and Deputy Chairperson of the Supervisory Board cannot be adopted pursuant to the procedure specified in this paragraph.

§ 18.

1. The resolutions of the Supervisory Board are adopted in the open voting. At the request of the Supervisory Board member, the Chairperson orders the secret voting.
2. The Supervisory Board resolutions on the personnel issues, including appointing, recalling or suspending the Management Board members, are adopted by secret voting.
3. The resolutions adopted by secret voting cannot be adopted in modes referred to in § 16 para. 1 and 2 of the By-laws.

§ 19.

1. The Chairperson of the Supervisory Board:
 - 1) manages the works of the Supervisory Board,
 - 2) represents the Supervisory Board outside the Bank and before other Bank's bodies, including individual members of the Management Board,
 - 3) takes the initiative to adopt resolutions in accordance with the procedure specified in § 15 of the By-laws,
 - 4) brings forward initiatives and motions addressed to the Supervisory Board,
 - 5) determines detailed principles of ordering and executing works, expertise, research and opinions for the purpose of the Supervisory Board,
 - 6) interprets the provisions of this By-laws,
 - 7) determines the organisation and principles of the Board's service and supervises its execution,

- 8) takes other actions arising from this By-laws.
2. In the case of absence of the Chairperson of the Supervisory Board, his/her rights and responsibilities defined in the By-laws are carried out by the Deputy Chairperson of the Supervisory Board indicated by the Chairperson. If such indication is lacking, the Chairperson's rights and responsibilities are carried out by the older Deputy Chairperson.

§ 20.

An issue is submitted to the meeting of the Supervisory Board upon being included in the agenda of the meeting.

§ 21.

1. The Chairperson of the Supervisory Board calls the meeting of the Supervisory Board.
2. The meetings of the Supervisory Board are convened as necessary, no less frequently however than once a quarter.
3. The Chairperson of the Supervisory Board has the responsibility to convene a meeting at a written request of the Management Board or a member of the Supervisory Board, no later than within two weeks from the date of the receipt of the request. The request of the Management Board or member of the Supervisory Board should include the proposed agenda of the meeting.
4. If the Chairman of the Supervisory Board fails to convene the meeting pursuant to para. 3, the applicant may convene a meeting of the Supervisory Board independently, specifying the date and time, the place and proposed agenda of the meeting.
5. If necessary, the Chairperson invites Management Board members, advisors, experts, to participate in the meeting, without the right to vote.
6. The Chairperson informs the President of the Bank's Management Board about the date and place of the meeting of the Supervisory Board meeting.

§ 22.

1. The written notification of the Supervisory Board meeting should be sent to all Board members and other invited persons, at least fourteen days before the proposed date of the meeting. The notification of the Supervisory Board meeting convention should include the proposed date, place and agenda of the meeting.
2. Motions and materials directed to the Supervisory Board are delivered at least seven days before the scheduled date of the Supervisory Board meeting by electronic mail. In justified cases the Chairperson may give consent to shorten the deadline for documents delivery which was mentioned above.
3. With the reservation of para. 1 and 2, notifications, materials and other documents for the Supervisory Board members are delivered to the addresses filed by them in the Board Office and Organization Bureau or to the electronic mail addresses given for this purpose by the Supervisory Board member.

§ 23.

The first meeting of the newly appointed Supervisory Board is convened and opened by the President of the Management Board or the oldest newly elected member of the Supervisory Board.

§ 24.

1. The Supervisory Board meetings are held in the seat of the Bank.
2. The Chairperson may set out other place of the Supervisory Board meeting than the one specified in para. 1.

§ 25.

1. The Chairperson of the Supervisory Board chairs the meetings of the supervisory Board. The Chairperson presents and submits for voting the proposed agenda of the meeting. When the agenda is accepted, the Chairperson opens and chairs discussions on the individual items of the agenda.
2. The agenda may be extended upon the motion of the Supervisory Board member, if all the Supervisory Board members are present and the majority of the Supervisory Board members vote for the change adoption.
3. In the discussion, speakers take floor according to the sequence of their notification. The Chairperson gives floor in formal issues off the sequence of the notification.
4. Formal issues are motions regarding the way of chairing the meeting and voting, and in particular:
 - 1) changes to the sequence of the agenda items,
 - 2) deletions of the agenda item,
 - 3) interruption of the discussion and closing of the list of persons taking floor,
 - 4) order of a break not specified in the agenda of the meeting,
 - 5) voting without the previous discussion,
 - 6) secret voting,
 - 7) closing of the meeting.
5. The Chairperson orders the open voting on motions on formal issues and in order to adopt such motions the ordinary majority of votes is needed.

§ 26.

1. All the documents submitted to the Supervisory Board meeting should be prepared in Polish with translations into English.
2. The Supervisory Board meetings are held in Polish or, if approved by all members present at the meeting of the Supervisory Board, in English.
3. The Supervisory Board member who does not have command of the language in which the meeting is held, can use the services of interpreter. The Supervisory Board member

wanting to use the services of the interpreter should inform about this the Chairperson of the Supervisory Board immediately after receiving the invitation to the meeting.

§ 27.

1. The Supervisory Board meetings are minuted. The minutes of the meeting are drafted in Polish and English. In the case of differences between the Polish and English version, the Polish version of the minutes is binding.
2. The minutes should include:
 - 1) a subsequent number of the minutes,
 - 2) date and place of the meeting,
 - 3) the agenda of the meeting,
 - 4) names and surnames of the present Supervisory Board members,
 - 5) the declaration of the legal capacity to adopt resolutions,
 - 6) the consequent number of the resolution in the given calendar year, legal base, mode of adoption and the wording of resolutions,
 - 7) number of votes cast for the individual resolutions and
 - 8) notified dissenting opinions including their reasons.
3. In case of adoption of resolutions in modes referred to in § 16 para. 1 and 2 of the By-laws, provisions of para. 1 and 2 are applied respectively.
4. During the meeting conclusions, statements, supplements and corrections of the motions and statements as well as dissenting opinions expressed by the Supervisory Board members may be included in a written enclosure to the minutes signed by the submitting person
5. The minutes are accepted in the voting at the next Supervisory Board meeting
6. The minutes are signed by all Supervisory Board members present at that meeting, which the minutes refer to. In case of adoption of resolutions in modes referred to in § 16 para. 1 and 2 of the By-laws, the minutes are signed by all Supervisory Board members participating in the vote.
7. The minutes of the Supervisory Board meetings are stored in the Board Office and Organization Bureau.

§ 28.

The whole course of the Supervisory Board meeting is recorded with the use of electronic devices. The relevant record is stored in the Board Office and Organization Bureau.

§ 29.

The Supervisory Board members may review the minutes and demand the issuance of the copies certified by the Director of the Board Office and Organization Bureau.

§ 30.

1. The Chairperson orders the execution of resolutions of the Supervisory Board, deciding about the way and time of their execution unless the resolution provides for that. For this purpose the Chairperson sends to the Management Board a copy of the Supervisory Board resolution to set the matter in motion. Copies of the resolutions adopted in accordance with the procedure specified in § 16 are sent with the minutes.
2. The Supervision over the execution of the Supervisory Board resolutions is exercised by the Director of the Board Office and Organization Bureau.

§ 31.

1. The Board Office and Organization Bureau performs organizational and technical tasks related to the Supervisory Board activity.
2. In particular, the Board Office and Organization Bureau prepares the technical aspects of the Supervisory Board meetings by delivering notifications, invitations, documents and other materials related to the Supervisory Board works to the Supervisory Board members and other persons invited.
3. Detailed scope of the Board Office and Organization Bureau activities in terms of the Supervisory Board service is determined by the Chairperson of the Supervisory Board.

§ 32.

The Supervisory Board of the Bank has the right to demand for its needs, at the Bank's expense, works, expertise, research and opinions related to the issues that fall within its competence. The agreements for such services are signed upon the motion of the Chairperson according to the general principles of representation specified in the Articles of Association.

§ 33.

The Board Office and Organization Bureau keeps and stores documentation of the Supervisory Board works, taking into account the confidentiality provisions included in these By-laws.

§ 34.

1. The expenses of Board's activities are incurred by the Bank.
2. The Management Board ensures the administrative and technical service of the Supervisory Board by the Board Office and Organization Bureau.
3. The Supervisory Board is entitled to use office space, technical devices and materials of the Bank.