

Information for the Shareholders of BNP Paribas Bank Polska S.A. on Amendments to the By-laws of the Supervisory Board

Acting pursuant to Recommendation No 9 of the PFSA Recommendation Z, the Supervisory Board of BNP Paribas Bank Polska S.A. hereby informs the General Meeting of the amendments introduced to the By-laws of the Supervisory Board on 12 May 2021 by Resolution No 85/2021.

New provisions of the By-laws of the Supervisory Board are aligned and compliant with the PFSA Recommendation Z on internal governance in banks and the amended Code of Companies and Partnerships.

The detailed list of the amendments made to the By-laws of the Supervisory Board is presented below:

No	Amended provision	Content of the amendments	Legal basis:
1	§ 6 par. 3 sentence 2	Each SB Member should be guided by the Bank's interests in their conduct and should make assessments on the basis of their own independent judgement, objective and substantive arguments and make decisions in accordance with these assessments.	Recommendation Z; Recommendation No 8
2	§ 15 par. 1 item (1)(i)	approval of the Bank's management strategy prepared by the Management Board	Recommendation Z; Recommendation No 4
3	New § 15 par. 1 item (1)(o)	approval of the procedure for appointment and removal of the Management Board members;	Recommendation Z; Recommendation No 5
4	New § 15 par. 1 item (1)(p)	approval of the key function identification policy prepared by the Management Board;	Recommendation Z; Recommendation No 6
5	New § 15 par. 1 item (1)(q)	approval of the By-laws of the Management Board	Recommendation Z; Recommendation No 9 ordering of the existing regulations
6	New § 15 par. 1 item (1)(r)	approval of the ethics principles prepared by the Management Board	Recommendation Z; Recommendation No 12
7	New § 15 par. 1 item (1)(s)	approval of the conflict of interest management policy prepared by the Management Board	Recommendation Z; Recommendation No 13
8	New § 15 par. 1 item (1)(t)	approval of the dividend policy prepared by the Management Board	Recommendation Z; Recommendation No 16



9	New § 15 par. 1 item (1)(u)	approval of the risk culture principles prepared by the Management Board	Recommendation Z; Recommendation No 28
10	New § 15 par. 1 item (1)(v)	approval of the new product approval policy prepared by the Management Board	Recommendation Z; Recommendation No 29
11	New § 15 par. 1 item (1)(w)	approval of the information policy prepared by the Management Board	Recommendation Z; Recommendation No 30
12	New § 15 par. 1 item (1)(x)	adoption of the Rules of participation in the General Meeting by using electronic means of communication;	Code of Commercial Companies – Article 406 ⁵ §3
13	New § 15 par. 1 item (2)(g)	monitoring the implementation of the financial plan	Clarifying the role of SB
14	New § 15 par. 1 item (2)(h)	assessment of the adequacy and effectiveness of the internal governance functioning at the Bank	Recommendation Z; Recommendation No 1
15	New § 15 par. 1 item (2)(i)	examination of the Management Board's information on the results of the assessment of compliance with the principles of ethics	Recommendation Z; Recommendation No 12
16	New § 15 par. 1 item (2)(j)	examination of the Management Board's information on the performance of outsourcing agreements in terms of their compliance with the Bank's internal rules and regulations, as well as the quality and timeliness of outsourced activities	Recommendation Z; Recommendation No 14
17	New § 15 par. 1 item (2)(k)	supervision of the risk management system	Recommendation Z; Recommendation No 17-28
18	New § 15 par. 1 item (2)(l)	supervision over the application of the remuneration policy and regular assessment of its impact on the bank's management method	Recommendation Z; Recommendation No 15
19	New § 16 par. 5 and 6	<p>5. The Supervisory Board shall inform the Polish Financial Supervision Authority on the putting on the agenda of an item concerning:</p> <p>a) removal of the President of the Management Board,</p> <p>b) removal of a Management Board member supervising the management of risk material to the bank's operations or entrustment of his/her duties to another Management Board member, together with the reasons for the proposed decision.</p> <p>6. The Supervisory Board shall communicate the foregoing information to the Polish Financial Supervision Authority immediately, well in advance, so as to give the PFSA the time to consult the information and issue its opinion in this respect, before the Supervisory Board adopts the relevant resolution.</p>	Recommendation Z; Recommendation No 5



20	New § 21 par. 7 and 8	<p>7. Meetings of the Supervisory Board may also be held by using means of distance communication. Participation in a meeting of the Supervisory Board by using means of distance communication requires one or more Supervisory Board members to connect with the person chairing the Supervisory Board meeting via telephone, Internet or other links enabling identification of the participants in the Supervisory Board meeting by using means of distance communication. The person chairing the Supervisory Board meeting reads out the content of a resolution or sends it in electronic form to all members of the Supervisory Board participating in the meeting. Then, the participants, one by one, vote for or against the resolution. In such a case the minutes are signed on behalf of a participant in the Supervisory Board meeting by using means of distance communication by the person chairing the Supervisory Board meeting with a note about the manner of participation in the Supervisory Board meeting.</p> <p>8. The intention to participate in a Supervisory Board by using means of distance communication shall be notified to the Chairperson no later than 3 (three) days before the set date of the meeting. The notification can be made in writing or by e-mail.</p>	Code of Commercial Companies – Article 388 § 1 ¹
21	New § 15 par. 1 item (2)(m)	supervision of the compliance with the bank's policies	Recommendation Z Recommendation No 1.11
22	New § 15 par. 1 item (2)(n)	approval of the rules for changing the organisational structure	Recommendation Z Recommendation No 2.7
23	New § 15 par. 1 item (2)(o)	monitoring whether the bank management strategy and risk management strategy (specifying int. al. The risk appetite) and the resulting policies and procedures are being implemented in a consistent manner and whether the strategic goals are being achieved in line with the bank's long-term financial interest, including with the need to meet prudential requirements pertaining to own funds and liquidity,	Recommendation Z Recommendation No 4.3
24	New § 15 par. 1 item (2)(p)	supervision of the fulfilment of recommendations issued by the unit responsible for risk management	Recommendation Z Recommendation No 26.2
25	New § 15 par. 1 item (2)(q)	giving the management board member responsible for risk supervision the possibility, at his/her request, to immediately access the Supervisory Board or the Risk Committee	Recommendation Z Recommendation No 27.4
26	New § 15 par. 1 item (2)(r)	approval of each and every disclosure in line with the disclosure policy	Recommendation Z Recommendation No 30.2
27	New § 25 par. 1	1. The Chairperson of the Supervisory Board chairs meetings of the Supervisory Board. The Chairperson of the Supervisory Board presents the proposed agenda of the meeting and puts it to the vote. Once the meeting agenda is accepted, the Chairperson opens and chairs discussions on individual items on the agenda and ensures that	Recommendation Z Recommendation No 8.4



		the discussion is conducted on the basis of reliable understanding of the situation by the participants and lets them express and discuss divergent views.	
28	§ 27 par. 2	2. The minutes should contain: 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) a declaration of the legal capacity to adopt resolutions, 6) details of the resolution, i.e. consequent number in the given calendar year, legal base, method of adoption and the wording of resolutions, 7) a short description of the course of the discussion, including the arrangements or findings made by the members, 8) number of votes cast for the individual resolutions and 9) notified dissenting opinions including their reasons.	Recommendation Z Recommendation No 9.2
29	§ 32 par. 1 and 2	1. As part of the management information system, the Supervisory Board may request access to up-to-date information in all areas falling within its competence and to have the information presented in a form expected by the Supervisory Board. 2. The Supervisory Board 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. Agreements for such services are signed upon a motion of the Chairperson according to the general principles of representation specified in the Articles of Association.	Recommendation Z Recommendation No 4.4

The revised By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. are available at the Bank's website : <https://www.bnpparibas.pl/en/investor-relations/corporate-governance/legal-documents>