



Policy
on the Assessment of Suitability of members of
the Supervisory Board of
BNP Paribas Bank Polska S.A.



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1. General Provisions

1.1. Definitions

Whenever the Policy on the Assessment of Suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A. cites the following terms or expressions, they shall be understood as follows:

- 1) **Advisory Team** – a team consisting of the Compliance Line Managing Director, Legal Line Managing Director and Human Resources Executive Director;
- 2) **Bank** – BNP Paribas Bank Polska SA with its registered office in Warsaw;
- 3) **Banking Law** – the Act of August 29, 1997 - Banking Law (i.e. Journal of Laws of 2022 item 2324, with amendments);
- 4) **BNP Paribas Group** – the capital group of the majority shareholder BNP Paribas S.A.
- 5) **BNP Paribas Group Code of Conduct** – a document titled “BNP Paribas Group Code of Conduct”;
- 6) **Candidate** – a person appointed to serve as a member of the Supervisory Board for the first time or re-appointed for another term of office at the Supervisory Board;
- 7) **Code of Best Practices** – corporate governance rules for companies listed on the WSE Main Market - "Best Practices of WSE Listed Companies 2021" adopted by the Exchange Supervisory Board in Resolution No. 13/1834/2021 of March 29, 2021 (Good Practices 2021, DPSN2021);
- 8) **EBA Guidelines** – guidelines of the European Banking Authority of 2 July 2021 on the suitability assessment of members of the management body and key function holders (EBA / GL / 2021/06);
- 9) **ESG risks** – risks arising from the activities of business entities that have a material impact on the environment or society (employees, customers or local communities);
- 10) **General Meeting** – an ordinary or extraordinary general meeting of the Bank's shareholders;
- 11) **HR Area** – the Human Resources Management area separated in accordance with the current organizational structure of the Bank's Headquarters, responsible for human resources management at the Bank;
- 12) **HR Unit** – an organizational unit in the Bank's Headquarters, separated in accordance with the current organizational structure of the Bank's Headquarters, being part of the HR Area, the task of which is to carry out operational and technical activities related to the assessment of Persons subject to suitability assessment;
- 13) **Management Board** – the management board of the Bank;
- 14) **ML / FT risk** – the risk of money laundering or terrorist financing practices in an organization resulting from improper implementation or application of anti-money laundering and counter-financing procedures and internal control measures;
- 15) **Nomination Committee** – a committee of the Supervisory Board;
- 16) **PFSA** – the Polish Financial Supervision Authority (Komisja Nadzoru Finansowego) with its registered office in Warsaw;
- 17) **PFSA Methodology** – the methodology for the assessment of the suitability of the members of the bodies of entities supervised by the Polish Financial Supervision Authority, published on 27 January 2020;
- 18) **Person subject to suitability assessment** – a candidate for a Supervisory Board member or a Supervisory Board member who is subject to an individual or collective suitability assessment carried out under the Policy;
- 19) **Policy** – Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.;
- 20) **Recommendation Z** – PSFA recommendation (Rekomendacja Z) on the principles of internal governance in banks published by the Polish Financial Supervision Authority on 9 October 2021 (PFSA Official Journal of 2021 item 29).
- 21) **Supervisory authority** – the Polish Financial Supervision Authority, which performs banking supervision to the extent and under the terms set forth in the Act of 29 August 1997 – Banking Law and the Act of 21 July 2006 on Financial Market Supervision, as well as the European Banking Authority (EBA), to the extent that it may set out common standards and regulatory and supervisory practices for assessing the suitability of members of bodies of financial institutions;



- 22) **Supervisory Board** – the supervisory board of the Bank.

1.2. Purpose of the Policy

- 1.2.1. The Bank implements a policy of assessing the individual suitability of candidates to serve as members of the Supervisory Board and of already appointed members of the Supervisory Board, as well as assessing the collective suitability of members of the Supervisory Board as a whole body.
- 1.2.2. The Policy is intended to ensure a consistent system for selecting candidates to serve as members of the Supervisory Board and assessing their competence in terms of their knowledge, skills and professional experience, and the guarantee they give for the proper performance of their functions at the Bank, which relates in particular to reputation, integrity and reliability as well as the ability to perform the entrusted function in a prudent and stable manner. The Policy is also intended to ensure a consistent system for assessing compliance with the condition of individual suitability of already appointed members of the Supervisory Board, and the collective suitability of members of the Supervisory Board as a whole body in accordance with the requirements referred to in Article 22aa of the Banking Law, EBA Guidelines, the FSA Methodology, Recommendation Z, Code of Best Practices as well as other legal instruments regulating the aforementioned scope of the Bank's activities.
- 1.2.3. The Policy contributes to more effective management of the Bank by ensuring that the members of the Supervisory Board are suitable persons to perform this function and that, collectively, the members of the Supervisory Board as a whole body, at all times, have the appropriate combined level of knowledge, skills and professional experience necessary to properly perform the Bank's supervisory function, including monitoring and remedying the actions of the Management Board.
- 1.2.4. The Policy contributes to ensuring the comprehensiveness of the composition of the Supervisory Board as a body of the Bank by way of electing to its composition persons who ensure diversity under the terms of the Policy. The Policy defines the goals and criteria of diversity in accordance with the requirements referred to in the EBA Guidelines, the Code of Best Practices and other legal acts regulating this scope of the Bank's activities.
- 1.2.5. The Policy also determines the sufficient number of independent members and defines the criteria of assessing which of the members of the Supervisory Board may be considered independent in the sense that they currently do not have, nor ever had, any connections with or relations to the Bank or members of the Management Board that could have a significant impact on an objective, measured assessment of the situation by those members of the Supervisory Board and could reduce their capacity to make independent decisions.

1.3. Scope of the Policy

- 1.3.1. The Policy applies to each appointed Supervisory Board member and to all candidates for Supervisory Board members.
- 1.3.2. The Policy sets out the Bank's suitability assessment actions, including:
- 1) the rules for carrying out individual suitability assessments of Supervisory Board members and collective suitability assessments of members of the Supervisory Board as a whole body;
 - 2) the methodology for carrying out suitability assessments,
 - 3) criteria for carrying out suitability assessments,
 - 4) procedure for carrying out the suitability assessment,
 - 5) rules for monitoring the validity of the suitability assessment carried out,
 - 6) rules for ensuring that the Supervisory Board has an adequate number of independent members and contributes to increasing the diversity of its composition,
 - 7) rules governing the process of introducing into duties and managing the process of succession.

1.4. Responsibility for implementing and monitoring the Policy

- 1.4.1. Subject to the provisions of paragraphs 1.4.3 and 1.4.4, the Management Board is responsible for implementing the Policy and for developing any amendments to it, in particular if the Supervisory Board issues a recommendation in this regard.
- 1.4.2. The General Meeting approves the Policy and the amendments hereto proposed by the Management Board based on the opinion of the Supervisory Board.
- 1.4.3. The Supervisory Board gives its opinion on the amendments to the Policy proposed to the General Meeting by the Management Board, taking into account the recommendations of the Nomination Committee, as well as taking into account any comments from members of the Advisory Team, or recommendations from the Bank's internal audit function.
- 1.4.4. The Supervisory Board is, subject to paragraph 1.4.5, responsible for:



- 1) reviewing the process of implementation of the Policy and monitoring its actual application, particularly in terms of achieving the assumed objectives of the Policy, including:
 - a) observance of the principle of diversity in the composition of the Supervisory Board,
 - b) suitability of the Supervisory Board as a whole body within the framework of the general corporate governance rules and the corporate culture of the Bank and the BNP Paribas Group,
 - 2) recommending to the General Meeting and the Management Board the need for and scope of amendments to the Policy, in particular on the basis of comments from the Advisory Team or the head of the unit from the HR Area, or on the basis of recommendations from the Bank's internal audit function,
 - 3) day-to-day monitoring of situations that may have an impact on the individual or collective suitability assessment of Supervisory Board members.
- 1.4.5. The Advisory Team reviews information on the application of the Policy on a day-to-day basis and evaluates whether the Policy complies with generally applicable laws or the Bank's internal regulations, as well as with the recommendations of the supervisory authority, and reports to the Supervisory Board on compliance risks identified in this regard or instances of non-compliance of the Policy. The Advisory Team may update the wording of the Instruction explaining the suitability assessment process constituting Appendix 1 to the Policy, without the need to amend the Policy.
- 1.4.6. When performing the tasks referred to in paragraphs 1.4.1-1.4.5, the competent corporate bodies of the Bank and the Advisory Team are supported by the HR Unit.
- 1.4.7. The HR Unit in cooperation with other relevant organizational units and teams, including the Management Board and Organization Office, and if necessary – also with the participation of independent, external advisors, performs technical activities related to the suitability assessment of Persons subject to suitability assessment.

1.5. Effective date of the Policy

- 1.5.1. The Policy in the wording set forth herein takes effect as of the date of approval by the General Meeting of Shareholders.
- 1.5.2. Supervisory Board members are subject to suitability assessments in accordance with the Policy as of the effective date hereof.

2. Rules for carrying out suitability assessments

2.1. Assumptions of the suitability assessment process

- 2.1.1. The suitability assessment process covers Supervisory Board members and candidates for Supervisory Board members with regard to whom an initial and follow-up individual suitability assessment, as well as a collective suitability assessment of Supervisory Board members as a whole body is carried out.
- 2.1.2. Members of the Supervisory Board are appointed and dismissed by the General Meeting on the terms resulting from the Policy of appointing and dismissing members of the Supervisory Board of BNP Paribas Bank Polska S.A. taking into account the results of the initial suitability assessment of the Candidate or the collective assessment of members of the Supervisory Board as a whole body - in cases where such an assessment is additionally carried out.
- 2.1.3. Supervisory Board members are selected in such a way as to ensure that competent persons who will properly perform the function entrusted to them are selected.
- 2.1.4. Assessing the suitability of Supervisory Board members is one of the mandatory components of the process of appointing Supervisory Board members. However, a positive result of the suitability assessment is not tantamount to a decision appointing the Person subject to assessment as a Supervisory Board member.
- 2.1.5. Individual suitability of a person to be assessed in the selection process means that the person meets the following requirements:
 - 1) he/she has a sufficient level of knowledge, skills and professional experience to perform a reliable assessment and control of management decisions, as well as to understand the activities of the Bank and the related risks, including sufficient competence in the knowledge of ESG and ML/FT risk management, as well as appropriate personal competencies, which together guarantee the proper performance by that person of the function entrusted to him,
 - 2) he/she gives a guarantee of proper performance of the function entrusted to him/her, in view of, among other things, impeccable reputation, integrity and ethics in past conduct that together render such person reliable,
 - 3) he/she demonstrates independence of judgment,
 - 4) he/she devotes a sufficient amount of time to performance of the function entrusted to him/her,
 - 5) he/she contributes distinctly to the overall suitability of the Supervisory Board as a whole body.



- 2.1.6. Without prejudice to the General Meeting's powers to appoint Supervisory Board members, in selecting new Supervisory Board members, the General Meeting shall take into account:
- 1) the purpose of ensuring continuity of decision-making in overseeing the Bank's activities, thereby avoiding, as far as possible, the situation of replacing too many Supervisory Board members at the same time,
 - 2) the need to ensure that the Bank's strategic objectives are pursued,
 - 3) the Bank's obligation to have an adequate number of independent members on the Supervisory Board,
 - 4) the principle of diversity in the composition of the Supervisory Board,
 - 5) the need to ensure the collective suitability of the composition of the Supervisory Board as a whole body.

2.2. Individual suitability assessment criteria

- 2.2.1. The individual suitability assessment of a Person subject to assessment is carried out taking into account the following criteria:
- 1) knowledge, skills and professional experience in:
 - a) significant areas of the Bank's activities and the major risks associated with such activities, including ESG risks that may arise from the Bank's activities;
 - b) significant areas of sector/financial competence, including financial and capital markets, solvency and models;
 - c) management and strategic planning skills and experience;
 - d) information technology and cybersecurity;
 - e) local and regional markets;
 - f) financial accounting and reporting;
 - g) risk management, compliance and internal audit;
 - h) legal and regulatory environment;
 - i) management of national groups and the risks associated with the structures of such groups;
 - 2) in terms of guarantee of proper performance of the assigned function, taking into account, inter alia:
 - a) the person's reputation,
 - b) financial standing,
 - c) criminal record,
 - d) ability to make independent judgments, taking into account behavioural traits,
 - e) the absence of a potential conflict of interest;
 - 3) in terms of spending sufficient time to perform the assigned function, taking into account:
 - a) the number of other activities, or functions or mandates held at the same time,
 - b) actual participation in the work of the Supervisory Board.
- 2.2.2. In assessing whether the Person subject to assessment fulfils the requirement to have the relevant knowledge, skills and professional experience, his/her competence are considered jointly.
- 2.2.3. In assessing whether the requirement for the guarantee of proper performance of the assigned function is fulfilled, all of the demonstrated predispositions of the Person subject to assessment (in terms of the tested behavioural traits), the previous conduct of this person, as well as other known events or circumstances concerning this person, including the surrounding circumstances, such as the passage of time since that person committed the infringement or prohibited act, the behaviour of the given person in the period since the infringement or prohibited act was committed, and the relation of the prohibited act or infringement to the role performed by that person, are analysed. The person's conduct in both the professional and personal initiatives or activities in a public domain over an extended period of time is assessed.
- 2.2.4. The detailed matrix of assessment criteria, according to which the individual suitability assessment is carried out, corresponds in its scope to the matrix resulting from the PFSA Methodology and auxiliary forms (appendices) to the forms of initial and follow up individual suitability assessment of candidates for the positions of members of bodies of supervised entities, as well as from the individual assessment form for a member of the audit committee, which were published by the PFSA Office. Assessment of competencies in the field of ESG risk and ML/FT risk management until the update of the PFSA Methodology and model forms is carried out according to the assessment criteria matrix resulting from the self-assessment questionnaire constituting **Appendix 3** to the Policy.

2.3. Collective suitability assessment criteria

- 2.3.1. The collective suitability assessment of members of the Supervisory Board as a whole body includes the competence of each Supervisory Board member in terms of:
- 1) the ability to organise his/her tasks effectively and efficiently,



- 2) the ability to present his/her views and influence the decision-making process within the Supervisory Board,
 - 3) the ability to understand and review decisions made by the Management Board,
 - 4) the ability to challenge management practices applied and decisions made by the Management Board.
- 2.3.2. In terms of knowledge, skills and professional experience of members of the Supervisory Board as a whole body, the collective suitability assessment covers the areas for which Supervisory Board members are collectively responsible.
- 2.3.3. In assessing the collective suitability of members of the Supervisory Board as a whole body, consideration is given to their activities in the Supervisory Board's committees.
- 2.3.4. The detailed matrix of assessment criteria, according to which the collective suitability assessment is made, corresponds in its scope to the matrix resulting from the PFSA Methodology and the body's collective suitability form and the audit committee's collective suitability assessment form, which have been published by the PFSA Office. Assessment of competencies in the field of ESG risk and ML/FT risk management until the update of the PFSA Methodology and model forms is carried out according to the matrix of assessment criteria resulting from the self-assessment questionnaire constituting **Appendix 3** to the Policy.

2.4. Independence of the Supervisory Board members

- 2.4.1. There should not be less than two independent members in the composition of the Supervisory Board. At the same time, the Bank ensures that the Audit Committee is composed by a majority of independent members, including the Chairperson.
- 2.4.2. The independence of a Supervisory Board member is to be understood as follows:
- 1) he/she meets the independence criteria for a member of the audit committee specified in the Act on Statutory Auditors, Audit Firms and on Public Supervision, as well as the independence criteria specified in the Good Practices of Companies Listed on the WSE;
 - 2) he/she neither had in the past nor currently has relationships or connections with the Bank as an institution, the Bank's shareholders or members of the Management Board of such nature that could affect his/her objective and balanced judgment, or that could restrict him/her from making independent (impartial) decisions within the Supervisory Board,
 - 3) he/she jointly meets the other independence criteria set forth in the Bank's Articles of Association.
- 2.4.3. As part of the general tasks of the Supervisory Board, independent members of the Supervisory Board play a key role in:
- 1) increasing the effectiveness of the Bank's control mechanisms and exercising sound supervision of the Bank's management decision-making,
 - 2) ensuring proper management of conflicts of interest concerning Management Board members,
 - 3) ensuring that the interests of all stakeholders, including minority shareholders, are duly considered in discussions and decisions made by the Supervisory Board,
 - 4) ensuring that no member of the Supervisory Board or a small group of members of the Supervisory Board has an advantage in the decision-making process.
- 2.4.4. Circumstances disqualifying a person from being an "independent" member of the Supervisory Board are specified in the Self-Assessment Questionnaire attached as **Appendix 3** to the Policy, under the "Being independent" tab.

2.5. Diversity in the composition of the Supervisory Board

- 2.5.1. The Bank promotes diversity in the composition of the Supervisory Board in order to reach a wide range of competencies, as well as to attract a variety of experiences and viewpoints to ensure independent opinions in order for the Supervisory Board to make the best possible decisions.
- 2.5.2. The Bank takes into account the diversity issue when proposing candidates for Supervisory Board members.
- 2.5.3. The Bank seeks to ensure sufficient diversity in the composition of the Supervisory Board in terms of the following criteria:
- 1) gender,
 - 2) age,
 - 3) geographic origin,
 - 4) education, professional experience and seniority,
 - 5) skills or expertise.
- 2.5.4. The Bank seeks to achieve a share of the under-represented gender in the Bank's Supervisory Board of at least 30% in 2025.



- 2.5.5. The Bank strives to ensure that the composition of the Supervisory Board is characterised by a balanced age structure that provides a broad spectrum in terms of education, professional experience, as well as skills and expertise.
- 2.5.6. The Bank assesses diversity in the Supervisory Board in terms of education, professional experience and expertise taking into account the Bank's current and strategic objectives, years of service, as well as current and planned priority projects.
- 2.5.7. As regards ensuring diversity in the composition of the Supervisory Board in the context of geographical origin, the Nomination Committee takes into account the Bank's cooperation within the BNP Paribas Group.
- 2.5.8. In searching for candidates for Supervisory Board members, one should not be guided solely by the objective of increasing the diversity of its composition to the detriment of the functioning of the Supervisory Board as a whole body or to the detriment of the collective suitability assessment of the members of the Supervisory Board as a whole body or the individual suitability assessment of the already appointed members of the Supervisory Board.
- 2.5.9. The Bank documents its assessment of the diversity of the Supervisory Board composition as part of its annual review of the Supervisory Board's activities and, if necessary, determines the reasons why these are not met, as well as identifies corrective measures to increase, in the indicated aspect, diversity in the composition of the Supervisory Board and the deadlines within which such measures should be implemented.

3. Methodology for carrying out suitability assessments

- 3.1. The individual suitability assessment of a Supervisory Board member is carried out as part of:
 - 1) initial assessment – which is carried out in connection with the selection of or appointment of a candidate for a Supervisory Board member to the Supervisory Board,
 - 2) periodic assessment – which is carried out once a year,
 - 3) additional assessment – which is carried out in justified cases, in the event of circumstances affecting the previous individual or collective suitability assessment of Supervisory Board members, in particular in the cases described in **Table 1** in the Instruction explaining the suitability assessment process, which constitutes **Appendix 1** to the Policy.
- 3.2. When making an additional suitability assessment, the nature of the circumstances necessitating the assessment is taken into account, including whether they are individual or collective in the context of the scope of duties assigned to a member or members of the Supervisory Board as a whole body, and the credibility and reliability of the circumstances constituting the basis for such an assessment.
- 3.3. The suitability assessment is carried out based on the analysis of information provided by the Person subject to assessment, including information constituting the content of the declarations, forms and - to the extent determined separately – the self-assessment questionnaire. Verification of information is made on the basis of documents, certificates or attestations issued by public registers or other authorities and entities provided by the Person subject to assessment, as well as conversations with persons indicated for references, if the Person subject to assessment disclosed them.
- 3.4. The suitability assessment takes into account the information disclosed in the relevant public records (criminal record including expungement or statute of limitations) at the time of the assessment. For the purpose of the secondary or additional suitability assessment, it is possible to use a statement of the Person subject to assessment that the information contained in the self-assessment questionnaire submitted by the Person subject to suitability assessment as part of the previous assessment or in the documents, certificates or attestations submitted at that time remains valid. Notwithstanding the foregoing, the Bank requires the Persons subject to suitability assessment to update the submitted certificates from public registers, after 12 months from the date of issuing the previous certificate.
- 3.5. The suitability assessment is carried out on the basis of model assessment forms, including auxiliary forms (attachments to the assessment forms), published by the PFSA Office as part of the PFSA Methodology. Assessment of competencies in the field of ESG risk and ML/FT risk management until the update of the PFSA Methodology and model forms, is carried out on the basis of a self-assessment questionnaire constituting **Appendix 3** to the Policy.
- 3.6. Carrying out a suitability assessment involves at least the following steps:
 - 1) verification of documents submitted by the Person subject to suitability assessment, including:
 - a) initial and follow up suitability assessment forms completed by that person, as well as auxiliary forms, compliant with the forms published by the PFSA Office as part of the PFSA Methodology;
 - b) a completed self-assessment questionnaire, to the extent that it includes information not included in the forms published by the Polish Financial Supervision Authority as part of the PFSA Methodology;
 - c) submitted statements, other documents, certificates or attestations;
 - 2) checking the references provided by this person, if they have been disclosed;



- 3) optionally – conducting an assessment interview (assessment panel) in order to check the compliance with the actual state of assurances or statements made by the Person subject to assessment, or to supplement information about this person;
 - 4) formulating the result of the suitability assessment by completing the appropriate suitability assessment form in accordance with the appropriate template published by the PFSA Office as part of the PFSA Methodology.
- 3.7. The suitability assessment of Supervisory Board members should be approved by the General Meeting. In the case of assessing the suitability of a candidate for a Supervisory Board member, the General Meeting's approval of the assessment is carried out with the support of the Nomination Committee and, if necessary, also with the support of the Advisory Team.
- 3.8. The assessment of suitability in its particular aspects is carried out taking into account the principle of proportionality, including, depending on the criterion, such elements as the scale, nature and complexity of the Bank's activities, the number of the Supervisory Board members, the need to ensure the proper functioning of the Bank, ensuring the proper performance of management and supervisory tasks, incompatibility of offices, etc.

4. Procedure for carrying out a suitability assessment

4.1. General rules

- 4.1.1. In the course of assessing the suitability of the Persons subject to assessment, all parties involved are required to act in accordance with generally applicable laws, including those relating to the processing and protection of personal data, as well as the Bank's internal regulations, including the BNP Paribas Group Code of Conduct, and in accordance with the values of the BNP Paribas Group.
- 4.1.2. Persons subject to suitability assessment are obliged to provide all information/documents required for a suitability assessment to be carried out, including:
- 1) with regard to an initial suitability assessment:
 - a) statements in accordance with the templates constituting **Appendix 2** and **Appendix 4** to the Policy,
 - b) a properly completed initial (primary) individual assessment form and appropriate auxiliary forms compliant with the model forms published by the PFSA Office as part of the PFSA Methodology;
 - c) a properly completed self-assessment questionnaire constituting **Appendix 3** to the Policy, in the scope of issues not included in the assessment form and auxiliary forms published by the PFSA Office as part of the PFSA Methodology;
 - d) up-to-date (prepared no later than 30 days before submission) information from the Criminal Register or the criminal register in the country where the Person subject to assessment had a place of residence in the period of 10 years preceding the suitability assessment,
 - e) other documents, such as CVs, certificates or attestations at the request of the Management Board and Organization Office, the Nomination Committee or the Advisory Team;
 - 2) with regard to a follow up or an additional suitability assessment:
 - a) statements in accordance with the templates constituting **Appendix 2a** to the Policy - if the information submitted by the Person subject to assessment as part of the previous suitability assessment remains valid, as well as the templates constituting **Appendix 4** and **Appendix 5** to the Policy, and in the case of a member of the Supervisory Board appointed member of the Audit Committee - additional statements in accordance with the template constituting Appendix 6 to the Policy;
 - b) a properly completed individual follow up (secondary) assessment form and appropriate auxiliary forms in accordance with the templates published by the PFSA Office as part of the PFSA Methodology, if the information/statements contained in the relevant forms of the previous suitability assessment have changed, updated or become outdated, and obligatorily, unless have been provided as part of the last 12 months' assessment;
 - c) a properly completed self-assessment questionnaire constituting **Appendix 3** to the Policy, to the extent that it covers information not included in the auxiliary forms published by the PFSA Office under the PFSA Methodology;
 - d) up-to-date information from the Criminal Register or the criminal register in the country where the Person subject to assessment had a place of residence in the period of 10 years preceding the suitability assessment – If the assessment is carried out after 12 months from the date of issuing the previous information.
- 4.1.3. Before completing the self-assessment questionnaire or submitting the statement referred to in paragraph 4.1.2, the Persons subject to assessment are invited to read the Instruction explaining the suitability assessment process attached as **Appendix 1** to the Policy.
- 4.1.4. With regards to forms whose templates have been published under the PFSA Methodology, the Person subject to the suitability assessment shall complete them in the sections marked to be completed by that



person, omitting the sections to be completed by the Bank. The Person subject to assessment attaches the documents indicated in the forms confirming the truthfulness of the information contained therein.

- 4.1.5. For the purpose of monitoring the occurrence of situations that may affect individual or collective suitability, the Person subject to suitability assessment is obliged to immediately notify the Nomination Committee of any changes in the facts that may affect the assessment of compliance with the requirements established in this respect.

4.2. Procedure for carrying out a suitability assessment

- 4.2.1. With regard to candidates for members of the Supervisory Board, an individual initial suitability assessment is carried out before they take up their functions.
- 4.2.2. In special cases, the assessment may be carried out within no later than one month after taking up the functions of a Supervisory Board member if:
- 1) the Supervisory Board member was appointed and nominated by the General Meeting of Shareholders, without being proposed by the Bank,
 - 2) a complete suitability assessment carried out prior to the appointment of the Supervisory Board member would impair the proper functioning of the Supervisory Board as a body of the Bank, including as a result of the occurrence of the following situations:
 - a) where the need to replace a member or members of the Supervisory Board arises suddenly or unexpectedly,
 - b) where the Supervisory Board member is removed because he/she is no longer considered a suitable person to properly perform his/her function.
- 4.2.3. An individual periodic suitability assessment of the Supervisory Board member, as well as a collective assessment of members of the Supervisory Board as a whole body, is carried out once a year.
- 4.2.4. The suitability assessment process is carried out at such a pace that allows for effective business decision-making. In particular, the entire suitability assessment process for a single Person subject to assessment should not take more than 90 days.
- 4.2.5. In the event of a negative individual initial assessment of a candidate for a Supervisory Board member, an additional collective suitability assessment of the remaining members of the Supervisory Board is carried out, taking into account the fact that an additional person cannot be immediately appointed to the Supervisory Board.
- 4.2.6. In the event of a negative individual periodic suitability assessment of a Supervisory Board member, or a negative collective suitability assessment of members of the Supervisory Board as a whole body, appropriate corrective measures are taken within a specified timeframe. Corrective measures may include in particular:
- 1) a new division of responsibilities among the current members of the Supervisory Board,
 - 2) replacement of certain members of the Supervisory Board,
 - 3) appointment of additional members of the Supervisory Board;
 - 4) taking measures to mitigate the occurrence of conflicts of interest on the part of the Supervisory Board member,
 - 5) arranging for a single training session for certain members of the Supervisory Board or arranging for a training session for all members of the Supervisory Board.
- 4.2.7. In the event of occurrence of circumstances that may significantly affect the previous assessment of the individual or collective suitability of Supervisory Board members, in particular in the event of:
- 1) the Bank becoming aware of potential or attempted commission of a crime by a Supervisory Board member in the area of money laundering or financing of terrorism, or the Bank becomes aware of circumstances that may undermine the result of the previous suitability assessment of members of the Supervisory Board (e.g., complaints, information about their conduct in the private sphere, etc.) or of other reasonable doubts concerning the credibility of a Supervisory Board member,
 - 2) Supervisory Board members taking up other functions in the management boards and supervisory boards in other entities,
 - 3) occurrence of other circumstances stipulated in **Table 1** of the Instruction explaining the suitability process attached as **Appendix 1** to the Policy,
- 4.2.8. The HR Unit immediately takes the necessary steps to collect relevant information or documents, which are then presented to the Nomination Committee and the Supervisory Board, respectively, for further analysis.
- 4.2.9. The Supervisory Board promptly analyses the impact of the circumstances, as referred to in section 7, on the suitability assessment of a member of the Supervisory Board or members of the Supervisory Board as a whole body, initiating, if necessary, an additional individual or collective suitability assessment, and then takes appropriate measures to maintain suitability, bearing in mind the need to involve the General Meeting in this process.
- 4.2.10. If more than one of the aforementioned circumstances requiring the Bank to carry out a suitability assessment arises simultaneously, the relevant suitability assessment may be carried out once.



4.3. Notifications of the suitability assessment being carried out

- 4.3.1. The Bank provides the PFSA with information on the results of its individual or collective suitability assessment of members of the Supervisory Board, and if requested by the PFSA – also provides the PFSA with relevant documentation pertaining to the assessment of the person concerned.
- 4.3.2. The Bank promptly notifies the PFSA of a negative individual assessment of a Person subject to assessment. A notification also includes information on the corrective measures taken or planned and the timeframe for their implementation.
- 4.3.3. The Bank promptly notifies the PFSA of the results of the negative periodic suitability assessment of members of the Supervisory Board as a whole body. A notification also includes information on the measures taken or planned to correct these deficiencies and the timeframe for their implementation.
- 4.3.4. The Bank promptly notifies the PFSA of the dismissal of a Supervisory Board member, explaining the reasons for such dismissal.
- 4.3.5. In the event of dismissal of a member of the Supervisory Board as a result of his/her negative individual suitability assessment, the Bank additionally completes the collective suitability assessment form in accordance with the template published by the PFSA Office, presenting in tabular form the results of the assessment in terms of meeting the requirements of knowledge, experience and skills members of the Supervisory Board and areas of specialization of members of the Supervisory Board.

5. Introduction into duties and succession process of Supervisory Board members

- 5.1. The Management Board, with the support of the HR Unit, is responsible for determining the process of introducing into duties for newly appointed Supervisory Board members and the succession process in the event of their resignation or dismissal from office.
- 5.2. The objective of the introduction process is:
 - 1) to facilitate Supervisory Board members to understand the Bank's organisational structure, strategy and business model, the Bank's risk profile and other Bank management arrangements;
 - 2) to provide them with sufficient knowledge regarding their role as Supervisory Board members;
 - 3) to provide them with knowledge of the culture and values, behaviours and strategies associated with the Bank.
- 5.3. The Bank's Employee Training and Development Policy is applied accordingly, taking into account the specific nature of training programs for Supervisory Board Members.
- 5.4. The Principles of Training and Development of Bank Employees are applied accordingly to the induction process, taking into account the specificity of training programs for Supervisory Board Members.
- 5.5. Supervisory Board Members, at Supervisory Board meetings, are presented with information on issues relevant to the competence of the Supervisory Board, inter alia, related to changes in regulatory requirements, new areas of activities, strategic objectives and risks inherent in the Bank's activities, thus ensuring the continuous development of the knowledge, skills and competencies of the Supervisory Board members, to the effect that each member of the Supervisory Board can independently familiarise himself/herself with information that may have a material impact on the prudent and stable management of the Bank.
- 5.6. All documents submitted to the Supervisory Board and documents containing key information from the perspective of the Bank's management and supervision of the Bank's management are available simultaneously in Polish and in English.
- 5.7. An interpreter from Polish into English is at all times available to non-Polish speaking members of the Supervisory Board, including – at each request of at least one member of the Supervisory Board – the assistance of an interpreter during meetings of the Supervisory Board.
- 5.8. In cases necessary to ensure the proper performance of the entrusted tasks or identified competency gaps in the field of individual or collective suitability, as well as in the case of reported individual and collective development needs, actions are taken to supplement or acquire the expected competencies by members of the Supervisory Board.
- 5.9. The organisation of the reported development activities of members of the Supervisory Board is carried out by the unit responsible for improving competencies and organising training in cooperation with the Board Office, the HR Unit, as well as with other organisational units of the Bank, which are appropriate in terms of the substantive scope of the development activity.



6. Risks

Risks	A way to reduce the risk
Risk of non-compliance with the law, other Internal Regulations or recommendations of supervisory authorities.	The Policy reduces the risk of inconsistency with the regulations by introducing the post-inspection recommendations of the Polish Financial Supervision Authority and the requirements resulting from EU and national regulations.



Appendix 1 Instruction explaining the suitability assessment process

The course of the process of assessing the suitability of candidates for members of the Supervisory Board / members of the Supervisory Board

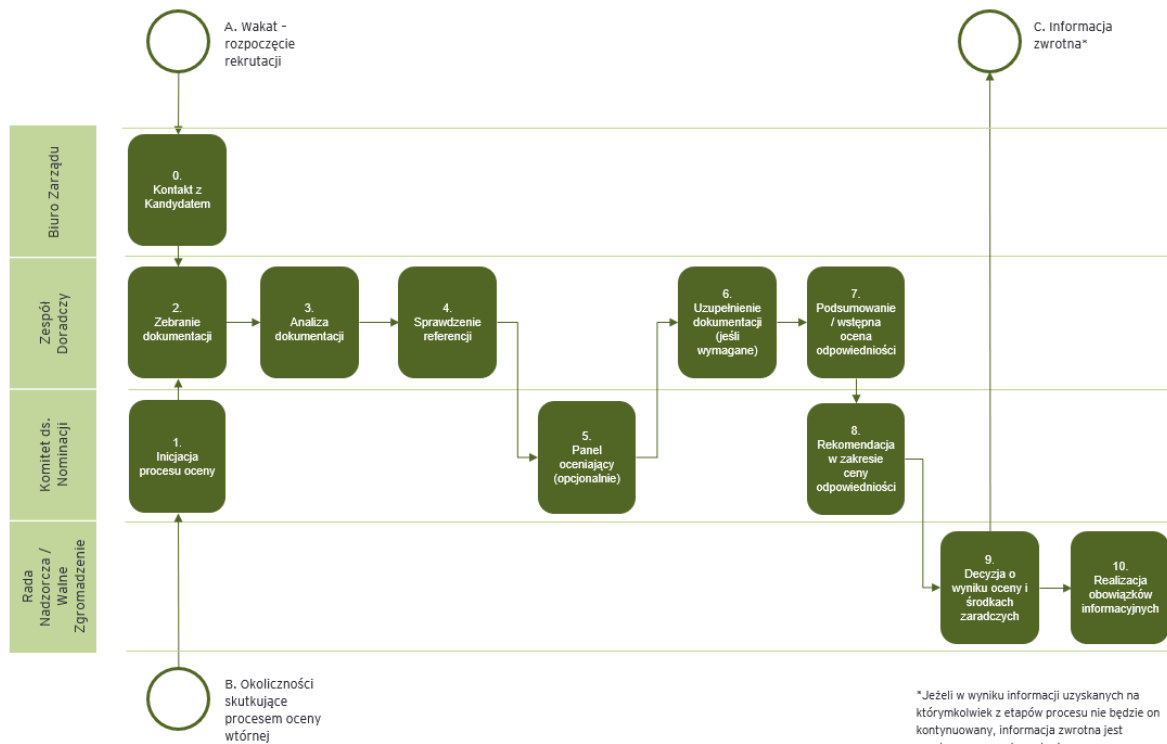




Table 1. A detailed plan of action and division of responsibilities in the process of assessing the suitability of candidates for members of the Supervisory Board / members of the Supervisory Board.

Process	Stage in the process	Description of actions
<p>A Vacancy – the start of recruitment of a candidate or the occurrence of circumstances requiring reassessment of collective suitability of Supervisory Board members as a whole body</p>	<p>0</p>	<p>An event that initiates an individual assessment process is the beginning of recruitment of a candidate for the Supervisory Board or a circumstance requiring the initial collective assessment of Supervisory Board members.</p> <p>The following circumstances may trigger the process of collective reassessment of members of the Supervisory Board as a whole body:</p> <p>1) occurrence of significant changes in the composition of the Supervisory Board, including:</p> <ul style="list-style-type: none"> a) appointment (appointment) of new members of the Supervisory Board, including as a result of direct or indirect acquisition or increase of a significant block of the Bank's shares, b) reappointment of members of the Supervisory Board for another term of office, c) resignation of any member of the Supervisory Board, d) change of job requirements for members of the Supervisory Board, e) change in the division of powers within the Supervisory Board as a body, f) change in the composition of the Supervisory Board committees, including the appointment of new members or any change in the composition of the Audit Committee, Nomination Committee, Risk Committee and Remuneration Committee - in terms of meeting the criteria specific to these committees, g) change in the Bank's business model or risk readiness strategy, including the appetite for ESG risk and ML/FT risk, or changes in the structure at the unit level or at the level of the BNP Paribas Group, h) in the event of disclosure of circumstances that may affect the collective assessment of the members of the Supervisory Board as a whole body, i) in the event of a significant change in the individual assessment of any member of the Supervisory Board, j) in any other case having a significant impact on the collective suitability of members of the Supervisory Board. <p>The process is initiated and coordinated by the Nomination Committee with the support of the HR Unit, which undertakes appropriate technical activities before the scheduled date of the Nomination Committee meeting.</p>



Process	Stage in the process	Description of actions
<p>B. Circumstance requiring of reassessment of individual suitability of Supervisory Board member (B)</p>	<p>0</p>	<p>An event that initiates an individual reassessment process may be the following circumstances:</p> <ol style="list-style-type: none"> 1) there are reasonable doubts concerning the validity of an individual or collective assessment of Supervisory Board members, due to: <ol style="list-style-type: none"> a) receiving information that a Supervisory Board member has been charged in criminal proceedings or in proceedings for a fiscal offence, or that a Supervisory Board member has caused significant property losses, b) the PFSA having issued reservations as to the results of the assessment, c) media information concerning the Persons subject to assessment, which will be considered relevant to the assessment process, d) becoming aware of other circumstances that may undermine the result of the previous assessment of Supervisory Board members (e.g., complaints, information on additional time commitment related to the external position); 2) events having a material impact on the reputation of a Supervisory Board member or the Bank as an institution, including if Supervisory Board members do not comply with the Bank's conflict of interest policy, 3) 3) as part of the Supervisory Board's review of internal management principles, 4) in the event that a person is entrusted with additional competencies/takes up additional positions or in the event of a change in the scope of competencies or responsibilities for the position of a particular Supervisory Board member or the appointment of a Supervisory Board member to another position, 5) if material breaches of duties of members of the Supervisory Board are identified, 6) if there are regular or flagrant cases of negative individual or collective assessment of Supervisory Board members, 7) in any other case if the Advisory Team or the Nomination Committee determines that the circumstance has a material impact on the suitability of the Supervisory Board member. <p>The process is initiated and coordinated by the Nomination Committee with the support of the HR Unit, which undertakes appropriate technical activities before the scheduled date of the Nomination Committee meeting.</p>
<p>A</p>	<p>Initial recruitment activities (0)</p>	<p>The Management Board Office makes contact with the Candidate or a member of the Supervisory Board and, together with the Instruction explaining the suitability assessment process constituting Appendix 2 to the Policy, provides him with all relevant forms and templates of statements prepared by the HR Unit. or - at the Candidate's request -</p>



Process	Stage in the process	Description of actions
A and B	2. Collection of documentation	<ol style="list-style-type: none"> 1. The Advisory Team defines the scope of the suitability assessment, including the scope of information and documents required from the Person subject to assessment. In particular, the Advisory Team determines whether and to what extent the Person subject to assessment completes the self-assessment questionnaire constituting Appendix 3 to the Policy. 2. The Management Board Office obtains from the Candidate information and documents necessary to carry out the suitability assessment, in particular: <ol style="list-style-type: none"> 1) CV of the assessed person, 2) 2) properly completed assessment forms, including auxiliary forms (attachments) in accordance with the templates of forms published by the PFSA Office, 3) 3) a completed self-assessment questionnaire constituting Appendix 3 to the Policy, at least to the extent that it includes information not included in the forms and auxiliary forms referred to in point 2, 4) 4) required declarations on the templates constituting Appendix 2, Appendix 2a, Appendix 4, Appendix 5 and Appendix 6 to the Policy - if they are required in a given case, 5) 5) a list of references (if available and voluntarily provided by the Candidate), 6) 6) other documents confirming information on education, skills and professional experience (these may also be certificates or certificates of completion of professional qualification courses such as ACCA, CIM, CFA, diplomas and other distinctions), 7) 7) documentation necessary for the assessment regarding the devoting of sufficient time by the evaluated Candidate or a member of the Supervisory Board. 3. All documents are collected in accordance with the applicable law, in particular in terms of personal data processing and protection. 4. Where the assessed person refuses to provide any of the required documents which may contain the data of key importance for the assessment process, the Advisory Team may, in consultation with the Nomination Committee, decide to reject the relevant candidate. 5. The HR Unit verifies the documents provided by the Management and Organization Office. If they are incomplete or incorrectly filled in, the HR Unit requests, via the Management Board Office, the Person subject to assessment to complete them; and after receiving them, it verifies the documents again. 6. The Head of the Compensation, Benefits, Reporting and Labour Relations Department maintains records of all external professional and political functions of assessed persons. The records are updated based on the statements received from the assessed persons or after receiving information of such changes in a different manner.



Process	Stage in the process	Description of actions
A and B	3. Review documentation	<ol style="list-style-type: none"> 1. The Advisory Team reviews the documents provided by the assessed person in terms of competence profile and requirements for the specific position (guidelines included in the job descriptions and in the regulations regarding the values, the principles of ethical behaviour, and the principles of governance applicable in the Bank). 2. The Advisory Team reviews the reliability of candidates using the available sanction lists (in particular the list published by the European Union – http://ec.europa.eu/external_relations/cfsp/sanctions/consolidated_en.htm). A negative result means that the assessed person is excluded from the recruitment process (in the case of candidates for the position of a Supervisory Board member) or it means that relevant corrective measures are undertaken with regard to the assessed person in accordance with the applicable law (in the case of the existing Supervisory Board members). 3. If the result of the documentation review clearly shows that the assessed person does not have the expected qualifications (i.e. the result is incompatible with the minimum requirements included in the competence and position profile, the requirements set out in Appendix 6) or does not meet the requirements of the other assessment criteria (including reputation, conflict of interest), the Advisory Team decides to exclude the assessed person from the recruitment process (in the case of candidates for the position of a Supervisory Board member) or takes appropriate corrective measures with regard to the assessed person in accordance with the applicable law (in the case of the existing Supervisory Board members).
A and B	4. Check referrals	<ol style="list-style-type: none"> 1. With regard to the assessed persons who were positively reviewed in terms of documentation, the Advisory Team may perform a referrals check on the basis of a list of contacts provided voluntarily by the assessed person. 2. References are checked during phone calls or meetings in terms of: <ol style="list-style-type: none"> 1) knowledge, skills, and professional experience, 2) professional successes and failures, including awarded distinctions, 3) competencies specific to the position, 4) guarantee (while as part of the guarantee, the reputation, honesty and ethics as well as independence of judgement is subject to assessment) – in line with the BNP Paribas Group Code of Conduct applicable at the Bank), 3. The final product of the work at stages 3 and 4 is a collective compilation prepared by the Advisory Team with a summary of the documentation and referral review, which is submitted to the Nomination Committee.



Process	Stage in the process	Description of actions
A and B	5. Assessment panel (optional)	<ol style="list-style-type: none"> 1. The Nomination Committee reviews the summary statement and documentation provided by the Advisory Team. 2. The Nomination Committee/Advisory Team may decide to conduct an assessment interview (assessment panel). An assessment interview refers to the following aspects: education, knowledge, professional experience, skills and expertise, reputation, honesty, ethics and independence of judgement, and potential conflicts of interest. 3. The Nomination Committee/Advisory Team delegates at least two persons from among its members to conduct assessment interviews. It is recommended that at least one of the two delegates be a representative of the HR Area. It must be ensured that the composition of the assessing team exclude any potential conflicts of interests (e.g. assessing one's superior). The persons delegated to conduct interviews should evaluate the candidate objectively and should be free from pressure from anyone. 4. Assessment interviews are held at a time agreed upon by the assessed person and the Nomination Committee / Advisory Team. If the assessed person fails to attend the meeting twice (and his/her absence is not justified by important reasons), this may serve as a basis to exclude the assessed person from the recruitment process (in the case of candidates) or to undertake relevant steps with regard to the assessed person (in the case of the existing members of the Supervisory Board) in accordance with the applicable law. 5. During the assessment panel, the Nomination Committee / Advisory Team relies on the documentation submitted by the candidate, referrals, competence- and position-related requirements. 6. If the Nomination Committee entertain significant doubts or has insufficient information on the assessed person, they may decide to deepen the assessment process. Then, they request the Advisory Team to complement documentation (perform additional tasks) within the limits of the applicable law.
A and B	6. Supplement documentation	<ol style="list-style-type: none"> 1. Upon the request of and within the scope specified by the Nomination Committee, the Advisory Team takes actions to obtain additional information to support the process of suitability assessment of members of the Supervisory Board. 2. If the action recommended by the Nomination Committee requires the assistance of external parties (e.g. independent consultants), the Advisory Team is responsible for recommending the conclusion of relevant agreements, including non-disclosure agreements and personal data protection agreements. In particular, attention should be paid to the need (legal obligation) to inform the assessed persons on the activities commissioned to external parties.
A, B and D	7. Summary of the assessment process / initial assessment	<ol style="list-style-type: none"> 1. The Advisory Team prepares a compilation of the suitability assessment results and makes an initial suitability assessment in the assessment questionnaire; 2. In the case of a collective assessment, the Advisory Team, based on the individual assessment questionnaires, makes an initial assessment in the collective assessment questionnaire.



Process	Stage in the process	Description of actions
A, B and D	8. Recommendation in the scope of suitability assessment	<ol style="list-style-type: none"> 1. The Nomination Committee prepares a recommendation for individual or collective suitability assessment based on the recommendation of the Advisory Team. 2. In the case of assessment of the Key Function Holders, the recommendation is prepared by the Advisory Team. 3. The final product of the work of stages 7 and 8 in the suitability assessment process is a summary of the suitability assessment process prepared by the Advisory Team in a document form, in cooperation with the HR Unit and approved by the Nomination Committee, which should include: <ol style="list-style-type: none"> 1) a list of actions taken as part of the suitability assessment, 2) a list of documents provided by the Person subject to assessment and/or subcontractors, 3) conclusions from the audit (information about any shortcomings, doubts of the Advisory Team /Nomination Committee), 4) the initial assessment of the Advisory Team and the recommendation of the Nomination Committee regarding the suitability assessment, expressed in the prepared suitability assessment forms.
A, B and D	9. Suitability assessment decision	<p>The final decision on the suitability assessment belongs to the General Meeting, or in the case of an additional suitability assessment, if it is carried out (due to the nature of the circumstances resulting in the obligation to carry it out immediately) before the General Meeting is convened - to the Supervisory Board as a whole body.</p> <ol style="list-style-type: none"> 1. The decision on the suitability assessment is made based on the recommendations from the Nomination Committee by adopting or rejecting it (in line with the applicable majority of votes and in line with the applicable minimum number of the attendees). Decisions are made in an independent manner. 2. In the case of a negative assessment of a person performing the function of a member of the Supervisory Board, or the Supervisory Board as a whole body, measures are taken to restore the state in which all the members of the Supervisory Board as well as each of the Supervisory Board as a whole body meet the criteria of suitability. 3. The final product of works at this stage is a report from the meeting of the competent authority or which includes a decision on the assessment of suitability of the candidate or member of the Supervisory Board. A compilation of suitability assessment results including the assessment questionnaire is attached to the report.
A and B	C. Feedback for the assessed person	<ol style="list-style-type: none"> 1. The assessed person has the right to receive information on the course of suitability assessment process, and in particular to receive: <ol style="list-style-type: none"> 1) a list of actions taken to assess suitability, 2) a list of documents reviewed during the process, 3) suitability assessment results. 2. The above information is provided to the assessed person no later than 30 days from the date of completion of the assessment process. 3. The Bank is obliged to ensure anonymity of interviewees and confidentiality of specific information / component opinions that affected the final suitability assessment.

Table 2. List of acceptable tools in the suitability assessment process

The Nomination Committee or the Advisory Team may, in justified cases, decide to select additional tools (methods) not included in the list below.

No.	Criterion	Adopted suitability criteria assessment methods	
		Standard – used obligatorily	Additional – used optionally
1	Guarantee reputation, honesty and ethics –	<ul style="list-style-type: none"> • Statement of the Candidate or the Person subject to assessment constituting Appendix 2 or Appendix No. 2a, respectively, to the Policy - confirmation of the (non)occurrence of circumstances that could adversely affect the reputation of the Person subject to assessment • Assessment forms, including auxiliary forms published by the PFSA Office as part of the PFSA Methodology - issues subject to suitability assessment under this criterion • Self-assessment questionnaire - additional issues being the subject of the suitability assessment to the extent not included in the assessment forms and auxiliary forms published by the PFSA Office as part of the PFSA Methodology • Review of databases and publicly available registers (National Criminal Register, Register of Insolvent Debtors, etc.) - verification of information provided by the person being assessed • Statements of the Person subject to assessment constituting Appendixes 4, 5 and 6 to the Policy - fulfilment of the entrusted function (duties). 	<ul style="list-style-type: none"> • Press screening (media screening) – number and nature of events related to the name of the assessed person, including: <ul style="list-style-type: none"> ○ Archive and current media monitoring ○ Evaluation of the tone of information (positive / negative context). • Expert report developed by subcontractors that has been commissioned by the Bank – professional and private reputation areas • Referral check (if the assessed person voluntarily makes available a list of contacts) – contact with the representatives of previous employers/the media/institutions/ persons confirming the assessed person’s impeccable opinion.
2	Knowledge, experience and abilities	<ul style="list-style-type: none"> • Assessment forms, including auxiliary forms published by the PFSA Office part of the PFSA Methodology - the scope of knowledge, skills and professional experience of the assessed person and the list of managerial functions and areas of specialization. • Self-assessment questionnaire - the scope of knowledge, skills and professional experience of the assessed person, to the extent not included in the assessment forms and auxiliary forms published by the PFSA Office as part of the PFSA Methodology, including issues related to ESG risk and ML/FT risk • CV analysis - analysis of professional experience as well as knowledge and skills, including education, trainings, distinctions, certificates, certificates • Recruitment interview - an interview with the Candidate based on information regarding experience and competence or behavioural requirements (in the case of initial assessment) • Checking references (if the Person subject to suitability assessment voluntarily provides a list of contacts) - contact with representatives of former employers / associates / business partners • Statement of the Person subject to assessment constituting Appendix 2a to the Policy - confirmation that the information contained in the assessment forms and auxiliary forms attached thereto published by the PFSA Office as part of the PFSA Methodology, self-assessment questionnaire (to the extent it contains information not included in the assessment forms published by the Office of the Polish Financial Supervision Authority) or in other documents (certificates) or materials submitted by 	<ul style="list-style-type: none"> • Assessment Centre – a practical examination of the competencies of the person being assessed performed by employees of the HR Area or independent subcontractors • Expert report developed by subcontractors, commissioned by the Bank – professional experience – confirmation of successful milestones and the employment history

No.	Criterion	Adopted suitability criteria assessment methods	
		Standard – used obligatorily	Additional – used optionally
		the Person subject to suitability assessment in relation to a former assessment, has not been changed.	
3	Guarantee – of conflict interests	<ul style="list-style-type: none"> • Statement of the Person subject to assessment constituting Appendix No. 2 or Appendix No. 2a to the Policy, respectively) - confirmation of no conflict of interest and functions performed in entities other than the Bank. • Review of the presence of the Person subject to assessment in the National Court Register - confirmation of the absence of a conflict and which may potentially cause a conflict of interest. • CV analysis - analysis of current and past professional and social functions in terms of possible conflicts of interest. 	<ul style="list-style-type: none"> • Expert report developed by subcontractors, commissioned by the Bank – professional experience and interpersonal relations – exclusion of potential conflict of interests

Table 3. Detailed criteria for the assessment of suitability

The assessment should be made taking into account the nature, scale and complexity of the Bank's activities and the specific member of the Supervisory Board (proportionality principle).

Criterion	Verified scope
Guarantee – Reputation, honesty, ethics and criminal record	<ol style="list-style-type: none"> 1. Leading to bankruptcy proceedings, composition proceedings or similar proceedings in any of the managed organisations or to the status of an insolvent debtor; 2. Entries in criminal registers, convictions in civil and administrative cases and in disciplinary proceedings (including a ban on holding positions in commercial law companies); including a conviction for an intentional or fiscal offence, excluding offences under private prosecution; 3. Criminal sentence, pending proceedings or prosecution for an offence, in particular: <ol style="list-style-type: none"> 1) offences under the laws governing banking, financial, securities, insurance activity, or concerning securities markets or securities or payment instruments, including laws on money laundering and terrorist financing, market manipulation, or insider dealing and usury, 2) offences of dishonesty, fraud, or financial crime, 3) fiscal crimes, 4) other offences under legislation relating to companies, bankruptcy, insolvency, or consumer protection. 4. Subject to relevant current or past investigations and/or enforcement actions , in particular by any other regulatory or professional bodies for non-compliance with any relevant provisions, regulations or accepted practices and norms; 5. Subject to administrative sanctions for non-compliance with provisions governing banking, financial, securities, or insurance activities or those concerning securities markets, securities or payment instruments, or any legislation on financial services; 6. Subject to proceedings in business dealings in the past: <ol style="list-style-type: none"> 1) any evidence that the person has not been transparent, open, and cooperative in its dealings with supervisory or regulatory authorities 2) refusal of any registration, authorisation, membership, or license to carry out a trade, business, or profession; or revocation, withdrawal, or termination of such registration, authorisation, membership, or license; or expulsion by a regulatory or government body, 3) the reasons for termination of employment relationship or dismissal from any position of trust, fiduciary relationship, or a similar situation, or having been asked to resign from employment in such a position, 4) disqualification by competent authority from holding managerial functions in a business, 5) other evidence that the person is acting in a manner inconsistent with high standards of behaviour. 7. Evaluation of past and present business activities and stability of financial condition in terms of their potential impact on the assessed person's reputation – within the applicable law: <ol style="list-style-type: none"> 1) inclusion on the list of unreliable debtors or any negative records on this kind of list conducted by a credit bureau (<i>if available</i>), 2) doubtful financial and business performance of the entities owned or directed by the person or in which the person had or has significant shares, with particular focus on any rehabilitation, bankruptcy and winding-up proceedings and whether and how the person has contributed to the situation that led to the proceedings, 3) declaration of personal bankruptcy,

Criterion	Verified scope
	<p>4) civil lawsuits, administrative proceedings or criminal prosecutions, major investments or engagements and borrowings to the extent that they may have a significant impact on the financial condition.</p> <p>8. Information on:</p> <ol style="list-style-type: none"> 1) investigations, administration proceedings, enforcement proceedings, or sanctions by a supervisory authority which the person has been the subject of, 2) whether an assessment of reputation as a person running a credit institution has already been conducted by another competent authority (including the identity of that authority and the evidence of the outcome of this assessment), 3) whether any previous assessment by an authority from another (non-financial) sector has already been conducted (including the identity of that authority and evidence of the outcome of this assessment), 4) large investments or loans taken out that may significantly affect the financial standing of the assessed person, economic entities owned or directed by that person or in which he or she holds a significant share. <p>9. Information on the discharge of duties of the Management Board, Supervisory Board and Audit Committee.</p>
<p>Knowledge, experience and abilities</p>	<ol style="list-style-type: none"> 1. Knowledge acquired through education and training: level and profile of education (relation with banking and finance or other relevant areas, i.e. education in banking and finance, economics, law, administration, financial, accounting regulation and quantitative methods) 2. Practical experience gained from previous occupations (for the last 10 years); <ol style="list-style-type: none"> 1) nature of the managerial position and its place in hierarchy, 2) length of service, 3) scope of competence, decision-making powers, and responsibilities, 4) technical know-how gained through the position about the business of a credit institution and the understanding of risks in credit institutions, 5) number of subordinates, 6) referrals from employers (at least for the last 3 years); 3. References from employers (at least for the last 3 years); 4. Knowledge, skills and experience in the field of Bank management, business area management, risk management in banking activities, including ESG risk and/or ML/FT risk management, and personal competences (behavioral requirements): <ol style="list-style-type: none"> 1) information specified in the auxiliary forms attached to the assessment forms published by the Office of the Polish Financial Supervision Authority; 2) information specified in the self-assessment questionnaire constituting Appendix 3 to the Policy.
<p>Guarantee – of conflicts of interest</p>	<ol style="list-style-type: none"> 1. Potential conflicts of interest, i.e.: any financial (e.g. loans, shareholdings) and non-financial interests or relationships (e.g. close relations such as a spouse, cohabitant, child, parent or other relation with whom the person shares a household) of the person and his/her close relatives to members of the governing body and Key Function Holders in the Bank, the parent institution and subsidiaries and controlling shareholders 2. Declaration of the person’s ability to perform their duties independently without undue influence from other persons, including: <ol style="list-style-type: none"> 1) barriers related to past and/or present positions held in a credit institution or other companies, 2) personal, professional or other economic relationships with the members of the management body performing management functions in the Bank, in its parent company or subsidiaries, 3) personal, professional or other economic relationships with the controlling shareholders of the Bank, with its parent entity or subsidiaries,

Criterion	Verified scope
	<ul style="list-style-type: none"> 4) personal (e.g. close family links) or professional relationships with employees of an institution or entity falling within the scope of prudential consolidation, 5) other employment or recent employment, 6) personal or professional ties with certain stakeholders (e.g. related to significant suppliers, consulting companies or providers of other services); 7) membership in a body, exercising control over a legal person or other entity having conflicting interests with the supervised entity in which the person performs or is to perform the function; 8) social activity constituting a conflict of interest against the activity of the Bank in accordance with the person's declaration.
<p>Spending the time necessary to perform functions</p>	<p>1. In assessing sufficient amount of time spent by a Person subject to suitability assessment , the Bank shall primarily consider:</p> <ul style="list-style-type: none"> 1) the number of managerial functions at financial or non-financial companies performed by a given person at the time, taking into account possible synergies if such functions overlap, including action on behalf of a legal person or in the capacity of a substitute member of the governing body; 2) the size, nature, scale, and level of complexity of operations of the entity in which a given person performs a managerial function, and in particular whether the entity in question is not from the EU; 3) geographic presence of a given person and travelling time required for that type of position; 4) the number of meetings scheduled for the governing body in which a given person performs his/her role; 5) managerial functions in organisations which do not attempt to achieve mainly commercial ends that are conducted by a given person at the same time; 6) all the necessary meetings convened in particular with the competent authorities or other internal or external shareholders outside official meetings of the governing body; 7) the nature of a specific position held by a given person or that person's duties, including particular functions, such as CEO, President, Chairman or Member of the Committee, and whether a given person performs any executive or non-executive function, along with the need of that person to take part in meetings of the company mentioned in point 1 and in the Bank. 8) other external professional, social or political activity and other functions as well as significant action conducted in the financial sector and beyond, both in the EU and beyond; 9) necessary introduction to obligations and training; 10) other major obligations of the member which the institution considers necessary to be considered while assessing whether a given person spends a sufficient amount of time; 11) declaration that holding a position in the Supervisory Board will be the main area of professional activity; 12) relevant comparative analysis of time commitment available; 13) functional and purposeful reasons for combining functions in several entities (e.g. due to ensuring a specific management standard or supervision over entities from the same capital group); 14) attendance of a given person at the meetings of the Body and the frequency of these meetings as well as the result of a long absence of any of the members of the Supervisory Body. <p>Calculation of the number of managerial functions</p> <ul style="list-style-type: none"> 1) Each member of the Supervisory Board limits their additional managerial obligations. It is necessary to ensure that a Supervisory Board member only performs one of the following combinations of managerial functions: <ul style="list-style-type: none"> a) one position in the management board and two positions in the supervisory board (non-executive function) b) four positions in the supervisory board (non-executive function) 2) The following executive and non-executive functions shall be considered as one managerial function if: <ul style="list-style-type: none"> a) they are performed as part of the same capital group, b) they are performed in institutions belonging to the same institutional protection scheme, as long as the conditions defined in Article 113(7) of Regulation (EU) No 575/2013 are met, c) they are performed within enterprises (including non-financial entities) in which the Bank holds a significant stake of shares. 3) Moreover, if functions are regarded as one, the following principles shall apply:

Criterion	Verified scope
	<ul style="list-style-type: none"> a) several managerial functions shall be regarded as one executive function if it concerns at least one executive function; in other cases, the function shall be regarded as one non-executive function, b) all managerial functions performed within enterprises in which the Bank holds a significant stake of shares but which are not subsidiaries as part of the same group shall be regarded as one managerial function. A managerial function in such enterprise shall be regarded as one separate managerial function, c) if the Supervisory Board member performs managerial functions in various groups or enterprises, all managerial functions performed within the same institutional protection scheme shall be regarded as one managerial function. d) if there are many institutions within the same group holding major stakes of shares, the manager function in such an enterprise shall be regarded with consideration of a consolidated situation (based on an accounting scope of consolidation) institution as one separate managerial function. e) where the Supervisory Board member performs managerial functions in various groups or enterprises, all managerial functions performed within the same institutional protection scheme referred to in Article 91(4)(b)(i) of Directive 2013/36/EU shall be regarded as one managerial function. In the event of application of the principle defined in Article 91(4)(b)(i) of Directive 2013/36/EU regarding the calculation of executive functions as part of the same institutional protection scheme leads to a higher number of managerial functions than those permitted under the principle defined in Article 91(4)(a) concerning the calculation of the number of managerial functions as part of a group, then the lower number of managerial functions shall apply. f) managerial functions performed in entities which do not aim at achieving mainly commercial ends shall be disregarded while calculating the number of managerial functions in line with Article 91(3) of the Directive. However, this activity should be taken into account while assessing the amount of time spent by a specific member.
Guarantee – independence of judgment	<p>Questions included in the self-assessment questionnaire in response to which the person must provide examples of particular behaviours in terms of:</p> <ul style="list-style-type: none"> 1) courage, conviction and strength to effectively evaluate and challenge decisions proposed by other members of the Supervisory Board; 2) the ability to ask the right questions; 3) the ability to resist group-thinking.

Table 4. Scope of assessment of the suitability of the Supervisory Board Committees

Criterion	Verified scope
Audit Committee assessment criteria	<p>The Committee as a whole body should meet the following criteria:</p> <ul style="list-style-type: none"> 1) Independence – majority of members, including the chairperson, 2) Knowledge and skills in accounting or financial statements – at least one member, 3) knowledge and skills in banking – at least one member,
Nomination Committee assessment criteria	<p>The Committee as a whole body should meet the following criteria:</p> <ul style="list-style-type: none"> 1) Knowledge and experience in the Bank's activities – at least one member, 2) Knowledge and skills with respect to the selection process and qualification requirements
Remuneration Committee assessment criteria	<p>The Committee as a whole body should meet the following criteria:</p> <ul style="list-style-type: none"> 1) Knowledge and experience in the scope of policy and practice of compensations – at least one member; 2) Knowledge and experience in the scope of compensations in relation to risk management and control (i.e. in relation to using the mechanism of adapting the structure of compensations to the Bank's risk profile and capital) – at least one member.

Risk Committee assessment criteria	The Committee as a whole body should meet the following criteria: 1) Knowledge and skills in relation to practices of risk management and control mechanisms.
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Table 5. Additional suitability reassessment criteria.

Ongoing monitoring of the validity of the individual or collective suitability assessment of Supervisory Board member(s) focuses on determining whether a member of the Supervisory Board or members of the Supervisory Board as a whole continue to be suitable members, taking into account their individual and collective activity and particular situations or events which gave rise to reassessment, considering at the same time the impact on the actual situation and required suitability.

Additional suitability reassessment criteria

- 1) efficiency of procedures regarding the governing body, including the efficiency of information flow and structures of reporting to the governing body, taking into consideration the input of internal audit units as well as follow-up action or recommendations of these units;
- 2) efficient and prudential management of the Bank, including whether the governing body acts in the best interests of the Bank;
- 3) the ability of the governing body to focus on strategically important issues;
- 4) the relevance of the number of meetings held, frequency and time spent, and the commitment of directors at the meetings;
- 5) any changes in the composition of the governing body and weaknesses regarding individual and collective suitability, taking into account the business model of the Bank and its strategy in terms of risk and their change;
- 6) performance targets set for the Bank and the governing body;
- 7) independence of judgement of members of the governing body, including a requirement for decisions not to be dominated by any person or a small group of persons and compliance by members of the governing body with the policy on conflicts of interest;
- 8) the extent to which the composition of the governing body meets the objectives set forth in the Bank's diversity policy;
- 9) any events which may have a material impact on the individual and collective suitability of members of the governing body, including changes in the business model of the Bank, its strategy, and organisation.

Appendix 2
Statement on compliance with suitability requirements

Statement¹

As it is required from me to provide information regarding the employment, the fulfilment of any positions in corporate bodies, the ownership of shares or the holding of any other rights to the activity of any entity other than the Bank, I hereby declare as follows:

1. I am not a shareholder of the company / I am a shareholder of the company**

a.
Name and address/ KRS/NIP or other registration data of the company (fill in block letters)

where I have been a shareholder since

In the company I have a stake of shares.

Is it an entity of the BNPP Group: YES/ NO

b.
Name and address/ KRS/NIP or other registration data of the company

where I have been a shareholder since

In the company I have a stake of shares.

Is it an entity of the BNPP Group: YES/NO

I do not conduct any economic or agricultural activity / I conduct economic or agricultural activity**

a.
Name and address/ KRS/NIP or other registration data of the company

since

b.
Name and address/ KRS/NIP or other registration data of the company

since

¹*Applies to shares exceeding 5% of the company's share capital

3. I do not perform functions in any institution other than BNP Paribas Bank Polska S.A. / I perform functions in an institution other than BNP Paribas Bank Polska S.A.**

a.
.....

Name and address of the institution/ KRS/NIP or other registration data

..... in

name of the function performed and scope of responsibilities

since

.....

estimated time to perform duties

Is it an entity of the BNPP Group: YES/ NO

b.
.....

Name and address of the institution/ KRS/NIP or other registration data

..... in

name of the function performed and scope of responsibilities

since

.....

estimated time to perform duties

Is it an entity of the BNPP Group: YES/NO

* Delete as appropriate

At the same time, I declare that I have read the content of the "Regulations for managing conflict of interest at BNP Paribas Bank Polska S.A." and I undertake to act in accordance with the principles contained therein."

.....
(date and legible signature of the person
making the declaration)

Appendix 2a Statement that the information provided for the previous suitability assessment is up to date

Statement

Due to the requirement to provide information on my employment, holding any positions in corporate bodies, ownership of shares or any other rights to the activity of any entity other than the Bank², as well as other information necessary to assess my suitability, I declare that the information presented by me in the declaration submitted in accordance with the template set out in Appendix 2 to the Policy as part of the initial individual / follow-up assessment conducted in ... remain valid.

I confirm the statements made in this form and pursuant to art. 31a of the Banking Law, I declare that I am aware of criminal liability for submitting a false statement about.

At the same time, I declare that I have read the "Regulations for managing the Conflict of Interest at BNP Paribas Bank Polska S.A." and undertake to act in accordance with the principles contained therein.

.....
(date and legible signature of the person
making the declaration)

²*Applies to shares exceeding 5% of the company's share capital

Appendix 3 Self-assessment questionnaire

Questionnaire 3 constitutes a separate file attached to the Policy.

Appendix 4 Financial disclosure statement of the Supervisory Board Member

Statement

In connection with the requirement under Article 22aa (11) of the Banking Law Act to provide information regarding my financial situation and assets, I declare that:

My financial situation and assets do not adversely affect:

- 1) my ability to conduct the affairs of the Bank in a prudent and stable manner; and
- 2) a guarantee of proper performance of the duties of a member of the Supervisory Board, in relation to my reputation, honesty and reliability,

in particular through:

- circumstances that may affect the economic interest³,
- personal or professional ties with owners of significant stakes in the Bank, or employees of the Bank and other BNP Group entities, significant counterparties of the Bank, competitors or political organisations,

in a way that encourages excessive risk-taking or misselling of products.

.....
(date and legible signature of the person
making the declaration)

³ Circumstances negatively affecting economic interest include:

- negative credit history;
- negative financial results and results of operations of entities owned or co-owned by a member of the supervisory board or under its management, with particular emphasis on bankruptcy and liquidation proceedings;
- declaration of bankruptcy,
- civil litigation, administrative or criminal proceedings, significant investments or exposures or loans granted to the extent that they have a significant impact on the financial condition of the member or entities owned or managed by the member of the supervisory board.

Appendix 5 Statement on the performance of the assigned duties of the Supervisory Board member

I, the undersigned, declare that I have performed my duties as a member of the Supervisory Board of BNP Paribas Bank Polska Spółka Akcyjna with due diligence, including in this respect:

- 1) shaping and monitoring the composition of the Management Board in a way that takes into account the requirements of individual and collective suitability, as well as the need to ensure smooth succession and continuity of the Management Board's operation
- 2) discharging obligations arising from the provisions of the Commercial Companies Code, including in particular:
 - a. electing Management Board Members;
 - b. evaluating the financial statements (including the balance sheet and the profit and loss account), both in terms of their compliance with the books and documents, as well as with the actual state of affairs;
 - c. evaluating the Management Board's report on the Bank's activities and the Management Board's proposals concerning the distribution of profit or coverage of losses;
 - d. submitting an annual written report on the results of the above-mentioned evaluations to the general meeting,
 - e. convening a General Meeting of Shareholders (in specific cases set out in law, including Article 399.2 of the Commercial Companies Code);
- 3) supervising the introduction of the risk management system and assess its adequacy and effectiveness:
 - a. approving an acceptable overall risk level defined by the Bank's Management Board and monitoring its observance;
 - b. approving the risk management strategy adopted by the Bank's Management Board and monitoring its observance;
 - c. supervising the development, adoption and implementation of policies and procedures under which the risk management system is to operate in the bank;
 - d. supervising the performance of risk management duties by members of the Management Board;
 - e. determining the principles of reporting to the supervisory board about types and size of the risk involved in the bank's operations, after presentation of the proposal by the management board, in the manner allowing for supervision over the risk management system at the bank;
 - f. assessing the adequacy and effectiveness of the risk management system on an annual basis;
- 4) monitoring the effectiveness of the internal control system based on information obtained from the compliance function, internal audit function, the Bank's Management Board and the Audit Committee, if any:
 - a. assessing the adequacy and effectiveness of the internal control system on an annual basis.
 - b. assessing at least once a year the degree of effectiveness of compliance risk management by the Bank;
 - c. supervising the performance of the Management Board's compliance risk management duties;
 - d. approving the Bank's compliance policy;
 - e. approving the rules of procedure of the compliance function and the internal audit function;
 - f. approving the proposed audit plan for the following year, avoiding gaps;
 - g. obtaining detailed information from the management, external auditor, certified auditor examining the financial statement, internal audit and financial department management on: control environment, risk assessment, control activities, communication and monitoring;
 - h. reviewing the results of the internal control system, internal audit, taking into account the comments and recommendations of the certified auditor auditing the entity's financial statements;
- 5) monitoring the remuneration policy:

- a. approving and monitoring the remuneration policy adopted by the Bank and supporting the Bank's bodies in the development and implementation of this policy;
 - b. giving opinions and monitoring variable remuneration components;
- 6) accepting anonymous reports of violations of law and ethical procedures and standards in force at the Bank if the report concerns a member of the Management Board;
- 7) approving the policy with respect to the internal capital calculation and capital management, likewise making reviews of strategies and procedures for the internal capital calculation and capital management;
- 8) supervising the functioning of the areas of information technology and security of the information and communication environment:
 - a. monitoring security management, business continuity, including access channels, strategy development and updating processes;
 - b. supervising the correctness of cooperation with external service providers;
 - c. monitoring the quality management of data of key importance to the Bank;
- 9) supervising the functioning of the model risk management process:
 - a. supervising compliance of the Bank's policy regarding the model risk management with the Bank's risk management strategy;
 - b. assessing the effectiveness of model risk management by the Bank on an annual basis;
- 10) supervising operational risk management:
 - a. accepting the operational risk management strategy and periodically evaluating its implementation;
 - b. ensuring and verifying that the management has the knowledge and skills to implement the operational risk management strategy;
- 11) monitoring the liquidity risk management process:
 - a. supervising the implementation of the financial risk management policy by the Management Board;
 - b. analysing the Bank's liquidity report at least once every six months.

.....
(date and legible signature of the person
making the declaration)

Appendix 6 Statement on the performance of duties of a member of the Audit Committee

I, the undersigned, declare that I have performed my duties as a member of Audit Committee of the Supervisory Board of BNP Paribas Bank Polska Spółka Akcyjna with due diligence, including in this respect:

- 1) monitoring:
 - a. the financial reporting process;
 - b. the effectiveness of internal control and risk management and internal audit systems, including financial reporting;
 - c. the performance of financial audit activities, in particular the carrying out of an audit by an audit firm, taking into account any conclusions and findings of the Audit Supervision Commission resulting from the audit conducted in the audit firm;
- 2) controlling and monitoring the independence of the certified auditor and the audit firm, in particular when services other than audit are provided to the Bank by an audit firm;
- 3) informing the supervisory board or other supervisory or controlling body of the public-interest entity of the results of the audit and explaining how the audit contributed to the reliability of financial reporting in the public-interest entity and the role of the Audit Committee in the audit process;
- 4) assessing the auditor's independence and providing consent to the provision of permitted services that are not audited by the Bank;
- 5) developing a policy for the selection of an audit firm to conduct the audit;
- 6) developing a policy for the provision by the audit firm carrying out the audit, by entities related to that audit firm and by a member of the audit firm's network of authorised non-audit services,
- 7) determining the procedure for the selection of an audit firm by the Bank;
- 8) making recommendations to the supervisory board or other supervisory or controlling body on the possibility of delegating the audit to two audit firms, including the indication, with due justification, of one of them as the preferred one to which the statutory audit is proposed to be entrusted;
- 9) submitting recommendations aimed at ensuring the reliability of the financial reporting process at the Bank.

.....
(date and legible signature of the person
making the declaration)