

RESOLUTION
of the Nomination Committee of BNP Paribas Bank Polska S.A.
dated 5 January 2023

on individual suitability assessment of the candidate for the function of a Member of the Supervisory Board and an additional collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A.

Pursuant to § 5 para. 2 item 1 of the By-laws of the Nomination Committee of BNP Paribas Bank Polska S.A., and in conjunction with the Policy on the Assessment of Suitability of Members of the Supervisory Board at BNP Paribas Bank Polska S.A., it is hereby resolved as follows:

§ 1.

1. In connection with the request of BNP Paribas S.A. for the appointment by the General Meeting of Mr Gregory Raison (hereinafter referred to as the "Candidate") to the function of a Member of the Supervisory Board of BNP Paribas Bank Polska S.A., acting on the basis of the documentation submitted by the Advisory Team regarding the Candidate, the Nomination Committee conducted the initial individual suitability assessment of the Candidate to perform the function of a Member of the Supervisory Board of BNP Paribas Bank Polska S.A. concluding that the result of this assessment is positive.
2. In connection with the planned appointment of the Candidate to the function of a Member of the Supervisory Board of BNP Paribas Bank Polska S.A., the Nomination Committee conducted an additional collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A., concluding that the result of the assessment is positive.
3. Summary report on individual assessment of the candidate for a function of Supervisory Board Member at BNP Paribas Bank Polska S.A. and collective assessment of the Supervisory Board in new composition constitutes Appendix 1 to this resolution.

§ 2.

The resolution shall come into force on the day of its adoption.

**Resolution No. 1/2023
of the Supervisory Board of BNP Paribas Bank Polska S.A.
dated 11 January 2023**

**on the individual assessment of the suitability of the candidate to perform the function of a member
of the Supervisory Board of BNP Paribas Bank Polska S.A. and an additional assessment of the
collective suitability of the Supervisory Board**

Pursuant to § 20 para.2 of the Articles of Association of BNP Paribas Bank Polska S.A. and in line with § 15 para 2 of the By-laws of Supervisory Board BNP Paribas Bank Polska S.A. and according to the Policy on the Assessment of Suitability of Members of the Supervisory Board at BNP Paribas Bank Polska S.A., it is hereby resolved as follows:

§ 1

1. The Supervisory Board of Bank BNP Paribas Bank Polska S.A. (hereinafter referred to as the "Supervisory Board") accepts the result of the initial individual suitability assessment of Mr Gregory Raison, a candidate for the position of a member of the Supervisory Board (hereinafter referred to as the "Candidate"), made by the Nomination Committee on 5 January 2023.
2. The Supervisory Board accepts the result of the additional assessment of the collective suitability of the members of the Supervisory Board made by the Nomination Committee on 5 January 2023 in connection with the appointment of a new member of the Supervisory Board.
3. Summary of the result of the individual suitability assessment of the Candidate and the related additional collective suitability assessment of Supervisory Board members made by the Nomination Committee referred to in para. 1 and 2, constitutes Appendix No. 1 to this resolution.

§ 2

1. The Supervisory Board of Bank BNP Paribas Bank Polska S.A. gives a positive opinion on the draft resolution of the General Meeting of BNP Paribas Bank Polska S.A. on the approval of individual suitability assessment of the Candidate for a member of the Supervisory Board and on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.
2. Draft resolution of the General Meeting of BNP Paribas Bank Polska S.A. referred to in para. 1, constitutes Appendix No. 2 to this resolution.

§ 3

The resolution shall come into force on the date of its passing.

Summary report on individual suitability assessment of the candidate for a function of Supervisory Board Member at BNP Paribas Bank Polska S.A. and collective suitability assessment of the Supervisory Board in new composition

I. Background

Mr Gregory Raison (hereinafter also referred to as the "Assessed Person") was proposed as a candidate for a member of the Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter: the "Bank").

In accordance with applicable law, in particular the Banking Law and the Guidelines of the European Banking Authority and the European Securities and Exchange Authority of July 2, 2021 on the suitability assessment of members of the management board, members of the supervisory board and persons performing key functions, as well as with the Bank's internal regulation implementing the aforementioned legislations – Policy on Suitability Assessment of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A. (hereinafter: the "Bank's Policy"), in the event of an intention to appoint a candidate for a position in the Bank's Supervisory Board, the Bank is obliged to perform:

- initial suitability assessment (before appointing a person as a member of the Supervisory Board) in order to verify their suitability to perform this function;
- a collective assessment of the suitability of the Supervisory Board in order to verify that the composition of the Supervisory Board provides such a set of competences and skills that ensures effective supervision over the Bank's operations.

The suitability assessment is carried out by the Nominations Committee with the support of the Advisory Panel.

II. Basis for the assessment

As part of the evaluation process, the following documents and information submitted by the Assessed Person or collected by the Advisory Team were taken into account:

- 1) Curriculum Vitae,
- 2) Self-assessment questionnaire,
- 3) Declarations of compliance with the suitability assessment criteria submitted by Assessed Person,
- 4) Certificates of no criminal record issued by the relevant authorities,
- 5) Review of databases and publicly available registers conducted by the Bank,
- 6) Other data publicly available or held by the Bank.

A summary of the results of the suitability assessment is included in the assessment questionnaire, which constitutes appendix to this summary report.

III. Assessment criteria applied

When assessing suitability of the Assessed Person, the following assessment criteria were taken into account:

1. The guarantee of proper performance of the duties of a member of the supervisory board, which is given by the Assessed Person in the scope of:
 - a) reputation, honesty and reliability,
 - b) financial situation,
 - c) no criminal record,
 - d) independence of judgment (behavioral characteristics),
 - e) the occurrence of any conflicts of interest;



2. Competences of the Assessed Person, understood as an appropriate level of knowledge, skills and experience relating to all aspects of the bank's operations;
3. Personal (behavioral) competences of the Assessed Person;
4. Knowledge of the Polish language by the Assessed Person;
5. Concurrence performance of functions by the Assessed Person and his ability to devote sufficient time to perform functions in the Supervisory Board;
6. The Assessed Persons independence of judgment.

The scope of the suitability assessment in relation to individual assessment criteria was defined in accordance with the scope resulting from Table 3 to Appendix No. 1 to the Bank's Policy.

IV. Summary results of individual suitability assessment of a candidate for Supervisory Board Member

The Advisory Panel informed the Nominations Committee that:

- 1) The Assessed Person submitted all required documents, properly completed questionnaires and statements,
- 2) based on the analysis of the material in terms of meeting the competency profile and requirements for members of the Supervisory Board, it was found that the Assessed Person has the required qualifications and meets the requirements, in particular, no circumstances have been found that could have a negative impact on the reputation of the Assessed Person, as well as circumstances that may indicate a conflict of interest; it has also not been found that the Assessed Person has been placed on any of the publicly available sanction lists;
- 3) since the documentation submitted by the Assessed Person and the statements made by the Assessed Person did not raise any doubts of the Advisory Team, it was decided not to conduct an evaluation interview (assessment panel).

The Nomination Committee reviewed the material collected by the Advisory Team and assessed the individual suitability of the Assessed Person, stating that Mr Gregory Raison meets the requirements regarding his individual suitability to perform the function of a member of the Supervisory Board.

V. Summary results of collective suitability assessment of the Supervisory Board

The Nomination Committee stated that on December 5, 2022 an additional assessment of the collective suitability of the Supervisory Board was carried out in connection with the planned resignation of one of the Supervisory Board members as of December 31, 2022. The results of this assessment are subject to approval by the General Meeting of BNP Paribas Bank Polska S.A., which is to take place during the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. convened for January 17, 2023. As part of this assessment, the Nomination Committee concluded that the competences of the other members of the Supervisory Board complement each other in such a way that they enable the exercise of an appropriate level of collective supervision over all areas of the Bank, and the Supervisory Board as a whole has an appropriate level of knowledge, skills and experience to understand the activities undertaken by the Bank, including the main risks they entail.

Due to the fact that the same Extraordinary General Meeting is also to consider and approve the results of the initial individual assessment of the Assessed Person and to make a decision on his appointment to the Supervisory Board, this may result in the obligation to conduct another collective assessment of the Supervisory Board members. Considering that in December 2022, the Nomination Committee conducted a collective assessment of the members of the Supervisory Board, in the composition that did not include the Assessed Person, already at that time, stating that the Supervisory Board as a whole has the appropriate level of knowledge, skills and experience, and that the competences of the other members of the Supervisory Board complement each other in such a way that they enable the exercise of an appropriate level of collective supervision over all areas of the Bank, the Nomination Committee considers the results of this suitability assessment to be up-to-date and appropriate also at the moment of appointing the Assessed Person to the Supervisory Board. The Bank's policy recognizes that in such a situation it is not necessary to conduct another collective suitability assessment, as the positive assessment of the Supervisory Board's suitability made by



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the Nomination Committee in December 2022 remains valid for the Supervisory Board in the new composition, in the event of appointing the Assessed Person as a member of the Supervisory Board.

The new composition of the Supervisory Board will be as follows:

1. Lucyna Stańczak-Wuczyńska – Chairperson of the Supervisory Board;
2. Francois Benaroya – Vice-Chairperson of the Supervisory Board;
3. Magdalena Dzięguć – Member of the Supervisory Board;
4. Jarosław Bauc – Member of the Supervisory Board;
5. Jean Paul Sabet – Vice-Chairperson of the Supervisory Board;
6. Mariusz Warych – Member of the Supervisory Board;
7. Vincent Metz – Member of the Supervisory Board;
8. Piotr Mietkowski – Member of the Supervisory Board;
9. Małgorzata Chruściak – Member of the Supervisory Board;
10. Geraldine Conti – Member of the Supervisory Board;
11. Khatleen Pauwels – Member of the Supervisory Board;
12. Gregory Raison – Member of the Supervisory Board.

The Nomination Committee also concluded that the composition of the Supervisory Board ensures a proper level of diversity. The participation of women in the Supervisory Board is at the level 42% and participation of men is at the level 58%.

**Resolution No. 3
of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 17 January 2023**

on the approval of individual suitability assessment of the candidate for a member of the Supervisory Board and on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.

Acting pursuant to § 12 para. 2 item 10) of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, in conjunction with item 5.1 subitem 1.1) of the Policy on the Assessment of Suitability of the Members of the Supervisory Board, the Members of the Management Board and the Key Function Holders at BNP Paribas Bank Polska S.A., and § 12 para. 2 item 2 and § 16 para. 1 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Extraordinary General Meeting hereby resolves as follows:

§ 1

The positive assessment of the candidate for a Member of the Supervisory Board, Mr Gregory Raison, performed by the Nomination Committee, is hereby approved.

§ 2

Mr Gregory Raison is hereby appointed member of the Supervisory Board of BNP Paribas Bank Polska S.A.

§ 3

The Resolution shall come into force on the date of its passing.