

*Document for item 12 of the agenda of the Ordinary
General Meeting of 30 June 2023*

**RESOLUTION No 3
of the Nomination Committee of BNP Paribas Bank Polska S.A.
dated 7th February 2023**

**on conducting of individual and collective periodical suitability assessment of the Supervisory
Board members of BNP Paribas Bank Polska S.A.**

acting on the basis of § 5 para.2 point 1 of the Nomination Committee By-laws of the of BNP Paribas Bank Polska S.A., and in connection with the Policy on the assessment of suitability of members of the Supervisory Board at BNP Paribas Bank Polska S.A., it is hereby adopted as follows:

§ 1.

The Nomination Committee based on the documents submitted by Advisory Team conducted the individual and collective suitability assessment of the Supervisory Board members of BNP Paribas Bank Polska S.A. and made conclusion that the result of the assessment is positive. Report on the results of the periodic assessment of the individual and collective suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A. constitutes Appendix No 1 to this resolution.

§ 2.

The resolution comes into force on the day of its adoption.

*Appendix No. 1 to the resolution No. 3 of the
Nomination Committee at BNP Paribas Bank Polska
S.A. dated 7 February 2023*

Report on the results of periodic assessment of individual and collective suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

I. Introduction

On 7th February 2023 the Nomination Committee performed a periodic assessment of the suitability of the Supervisory Board Members in accordance with:

- 1) Methodology on Assessment of Suitability of Members of Governing Bodies of Entities Supervised by the Polish Financial Supervision Authority published by the PFSA ("the PFSA Methodology"),
- 2) Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.
- 3) Banking Law Act of 29 August 1997 ("the Banking Law"),
- 4) Guidelines of the European Banking Authority (EBA) and the European Securities and Markets Authority (ESMA) on the Assessment of the Suitability of Members of the Management Body and Key Function Holders of 2 July 2021 (EBA/GL/2021/06).

II. Actions undertaken to perform the suitability assessment

The Nomination Committee indicates that the following measures have been taken to perform a periodic assessment of the Supervisory Board Members:

- 1) the following documentation and information necessary to perform a periodic assessment of the Supervisory Board Members have been gathered:
 - a) suitability self-assessment questionnaires filled in by the assessed Supervisory Board Members, according to the template which constitutes an attachment to the Policy,
 - b) declarations on compliance with suitability requirements, signed by the assessed Supervisory Board Members, including on whether the information provided for the previous suitability assessment (no criminal record and no arrears in taxes) is up to date,
 - c) financial disclosure statements of the assessed Supervisory Board Members,
 - d) statements on the performance of duties of a Supervisory Board Member;
- 2) credibility of information provided by the Supervisory Board Members has been verified with the use of available sanctions lists - a report on a review of databases and publicly available registers has been prepared,

- 3) a detailed analysis of gathered documents and information has been performed and relevant reports have been prepared on their basis:
 - a) a report on the results of (periodic) reassessment of individual suitability of each Member of the Supervisory Board,
 - b) a report on the results of (periodic) reassessment of collective suitability of the Supervisory Board Members.

III. Summary of suitability assessment results

The Nomination Committee has noted that all required documents necessary for the periodic suitability assessment have been submitted by the Supervisory Board Members in full. Their reliability has been confirmed based on the available sanctions lists.

On the basis of the documents gathered, the Nomination Committee has stated that the Supervisory Board of BNP Paribas Bank Polska S.A. in the following composition:

1. Lucyna Stańczak-Wuczyńska – Chairperson of the Supervisory Board;
2. François Benaroya – Vice-Chairperson of the Supervisory Board;
3. Magdalena Dziewguć – 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 Chrusiak – Member of the Supervisory Board;
10. Geraldine Conti – Member of the Supervisory Board;
11. Khatleen Pauwels – Member of the Supervisory Board;
12. Grégory Raison – Member of the Supervisory Board

meets the criteria of assessment with regard to:

1. Reputation, integrity and ethics,
2. Expertise, experience and skills,
3. Independence,
4. Diversity,
5. Conflict of interests,
6. Dedicating the time necessary to perform position-related tasks, independence of judgement.

Based on the information included in the questionnaires of the self-assessment of suitability and the aforementioned documentation, the Nomination Committee has concluded that the respective Members of the Supervisory Board of BNP Paribas Bank Polska S.A. have the necessary expertise, skills and experience to perform the functions of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. and give the warranty of due performance of these duties, thus meeting the statutory requirements specified, among others, in Article 22aa of the Banking Law Act.



The Nomination Committee has not identified any actual conflicts of interest and has concluded that each Member of the Supervisory Board is able to dedicate sufficient time to perform his or her duties on the Bank's Supervisory Board.

The Nomination Committee has also assessed the competence in ESG risk management and ML/FT risk management, based on the completed self-assessment questionnaires and concluded that the knowledge of the Supervisory Board members in this area is adequate.

As part of the collective suitability assessment, the Nomination Committee has concluded that the competencies of the Members of the Bank's Supervisory Board complement each other in such a way as to allow for proper level of collective supervision over all areas of the Bank, and that the Supervisory Board as a whole has the appropriate level of expertise, skills and experience to understand the measures taken by the Bank, including the main risks they entail.

At the same time, the Nomination Committee concluded that the Supervisory Board in the aforementioned composition ensures an appropriate level of diversity as required by the Bank's Policy. The proportion of women on the Supervisory Board of the Bank is 42% and the proportion of men is 58%.

The Nomination Committee confirms that no recommendations need to be made as a result of the assessment of the individual and collective suitability of the Supervisory Board.

The Nomination Committee recommends to the General Meeting the adoption of a resolution on the **positive** assessment of the individual and collective suitability of the Supervisory Board Members.

The Nomination Committee declares that the process of the periodic suitability assessment of the Supervisory Board Members has been performed in a full, fair and impartial manner, taking into account all circumstances relevant to the results of the assessments.

Warsaw, 7 February 2023