



BNP PARIBAS

**REPORT OF THE
SUPERVISORY BOARD
OF BNP PARIBAS BANK
POLSKA S.A.
FOR 2024**

#BANKDOBRYCHDECYZJI



Table of contents

1. COMPOSITION OF THE SUPERVISORY BOARD OF BNP PARIBAS BANK POLSKA S.A. IN 2024.	3
2. INDEPENDENCE OF THE SUPERVISORY BOARD MEMBERS	4
3. ACTIVITIES OF THE SUPERVISORY BOARD IN 2024	5
4. COMMITTEES OF THE SUPERVISORY BOARD	8
4.1. AUDIT COMMITTEE.....	9
4.2. RISK COMMITTEE	12
4.3. REMUNERATION COMMITTEE	14
4.4. NOMINATION COMMITTEE	15
5. SELF-ASSESSMENT OF THE SUPERVISORY BOARD’S WORK IN 2024	16
6. ASSESSMENTS MADE BY THE SUPERVISORY BOARD IN CONNECTION WITH THE BANK’S ACTIVITY IN 2024	17
6.1. ASSESSMENT OF THE FINANCIAL STATEMENTS OF BNP PARIBAS BANK POLSKA S.A. FOR 2024, THE MOTION OF THE MANAGEMENT BOARD ON THE DISTRIBUTION OF PROFIT FOR THE FINANCIAL YEAR 2024, CONSOLIDATED FINANCIAL STATEMENTS OF BNP PARIBAS BANK POLSKA S.A. GROUP FOR 2024, THE REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF THE BNP PARIBAS BANK POLSKA S.A. GROUP IN 2024 (INCLUDING THE REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF BNP PARIBAS BANK POLSKA S.A. IN 2024 AND BNP PARIBAS BANK POLSKA S.A. GROUP SUSTAINABILITY REPORT IN 2024).....	17
6.2. ASSESSMENT OF THE COMPANY’S STANDING INCLUDING AN ASSESSMENT OF THE INTERNAL CONTROL, RISK MANAGEMENT AND COMPLIANCE SYSTEMS AND THE INTERNAL AUDIT FUNCTION;	21
6.3. ASSESSMENT OF THE COOPERATION WITH THE MANAGEMENT BOARD OF THE BANK, EXECUTION OF DISCLOSURE OBLIGATIONS TOWARDS THE SUPERVISORY BOARD AND INFORMATION ON REMUNERATION OF THE INDEPENDENT ADVISOR IN 2024	29
6.4. ASSESSMENT OF THE ADEQUACY AND EFFECTIVENESS OF INTERNAL GOVERNANCE, TOGETHER WITH THE ASSESSMENT OF COMPLIANCE WITH THE PRINCIPLES OF CORPORATE GOVERNANCE AND FULFILMENT OF DISCLOSURE OBLIGATIONS	30
6.5. ASSESSMENT OF THE RATIONALITY OF SPONSORSHIP, PHILANTHROPIC AND CSR ACTIVITY PURSUED BY THE COMPANY TOGETHER WITH ASSESSMENT OF THE ELIGIBILITY OF THE EXPENSES INCURRED FOR THIS PURPOSE	34
6.6. ASSESSMENT OF THE IMPLEMENTATION OF THE DIVERSITY POLICY WITH RESPECT TO THE MANAGEMENT BOARD AND SUPERVISORY BOARD AS REGARDS ENSURING VERSATILITY AND DIVERSITY OF SUCH BODIES, INCLUDING WITH RESPECT TO GENDER, EDUCATION, AGE AND PROFESSIONAL EXPERIENCE	38

The Supervisory Board presents this Report pursuant to Article 382 para. 3 and 3[1] of the Code of Commercial Companies and Partnerships, § 70 para. 1 items 7, 8, 14 and 71, para. 1 item 7, 8, 12 of the Ordinance of the Minister of Finance dated 29 March 2018 regarding the current and periodic information disclosed by issuers of securities and the provisions of the Articles of Association of BNP Paribas Bank Polska S.A. ("the Bank's Articles of Association"), the By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. ("the By-laws of the Supervisory Board"), Best Practice of WSE Listed Companies, the Corporate Governance Principles for Supervised Institutions ("the Corporate Governance Principles") adopted by Resolution No. 218/2014 of the Polish Financial Supervision Authority of 22 July 2014 and Recommendation Z of the Polish Financial Supervision Authority concerning internal governance rules in banks ("the Z Recommendation").

1. COMPOSITION OF THE SUPERVISORY BOARD OF BNP PARIBAS BANK POLSKA S.A. IN 2024.

The Supervisory Board is appointed by the General Meeting for a joint five-year term of office. The term of office of the Supervisory Board serving its mandate in 2024 began on 24 March 2021. The Supervisory Board is composed of twelve members. In 2024, at least a half of the Supervisory Board members had knowledge of the banking market in Poland, i.e. they have a good command of Polish and the relevant experience on the Polish market.

Table 1 Composition of the Supervisory Board as at 31 December 2024 along with the information on the independence of its members

No.	First name and surname	Function held in the Supervisory Board of the Bank
1.	Lucyna Stańczak-Wuczyńska	Chairwoman Independent Member
2.	François Benaroya	Vice-Chairman
3.	Jean-Charles Aranda	Member
4.	Małgorzata Chruściak	Independent Member
5.	Sophie Heller	Member
6.	Monika Kaczorek	Independent Member
7.	Vincent Metz	Member
8.	Piotr Mietkowski	Member
9.	Khatleen Pauwels	Member
10.	Jacques Rinino	Independent Member
11.	Mariusz Warych	Independent Member

Changes in the composition of the Bank's Supervisory Board between 1 January and 31 December 2024:

- On 25 June 2024, Mr Jarosław Bauc submitted his resignation from serving as a Supervisory Board member effective 2 July 2024 in relation to the permitted 12-year tenure of an independent member of the Bank's Audit Committee, pursuant to Article 129 para. 3 item 8 of the the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision.
- On 02 July 2024 the Ordinary General Meeting of the Bank appointed Ms Monika Kaczorek to the Supervisory Board as an independent member, effective 3 July 2024 until the end of the current five-year joint term of office of the Members of the Supervisory Board.
- On 22 November 2024 the Bank received a resignation of Ms Magdalena Dziewguć from the function of a member of the Supervisory Board of the Bank as of 21 November 2024. The reason behind the resignation of Ms Magdalena Dziewguć was a planned change of her professional path.

Pursuant to the Bank's Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A., based on the guidelines of the European Banking Authority of 2 July 2021 on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06) and the Polish Financial Supervision Authority's Methodology for assessing the suitability of members of bodies of supervised entities (published on 27 January 2020 and updated on 8 August 2023) as well as the Banking Law and other legal acts regulating the aforementioned issues, in 2024 members of the Supervisory Board were subject to individual suitability assessment (initial and periodic) and collective suitability assessment of the Supervisory Board as a whole. The individual and collective suitability assessments are performed at least once a year and in situations specified in the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A., followed by the Bank, including but not limited to putting forward candidates for Supervisory Board members (before appointment to the function), in the event of changes to the composition of the Supervisory Board or a material change in the Bank's business model. The Nomination Committee conducts an assessment of the individual and collective suitability of the Supervisory Board, and the results of the suitability assessment are presented by the Supervisory Board to the General Meeting. In 2024, members of the Supervisory Board presented diverse expertise, high levels of qualification, competence and professional experience. They ensured an appropriate level of collective supervision of all areas of the Bank's operations and guaranteed a broad and comprehensive representation of views in evaluating the work of the Bank's Management Board and the Bank's operations. At the same time, it should be noted with regard to the composition of the Supervisory Board that women's participation as at 31 December 2024 was at 45%.

2. INDEPENDENCE OF THE SUPERVISORY BOARD MEMBERS

There are five independent members of the Supervisory Board:

Table 2 Supervisory Board Members who meet the independence criteria as at 31 December 2024

First name and surname	Function held in the Supervisory Board of the Bank
Lucyna Stańczak-Wuczyńska	Chairwoman of the Supervisory Board, Chairwoman of the Nomination Committee, Chairwoman of the Remuneration Committee
Małgorzata Chruściak	Member of the Supervisory Board
Monika Kaczorek	Member of the Supervisory Board
Jacques Rinino	Member of the Supervisory Board, Chairman of the Risk Committee
Mariusz Warych	Member of the Supervisory Board, Chairman of the Audit Committee

According to the Articles of Association of the Bank, at least two members should be independent. As at 31 December 2024, Ms Lucyna Stańczak-Wuczyńska, Ms Małgorzata Chruściak, Ms Monika Kaczorek, Mr Jacques Rinino and Mr Mariusz Warych met the criteria concerning independent members of the Supervisory Board set forth in Article 16 para. 4 of the Articles of Association of the Bank.

In addition, the aforementioned members of the Supervisory Board had no actual or material connections with a shareholder holding at least 5% of the total number of votes in a company and they fulfilled the independence criteria set forth in Article 129 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision (Journal of Laws of 2019, 1421, consolidated text, as amended).

3. ACTIVITIES OF THE SUPERVISORY BOARD IN 2024

The year 2024 was a year when the Supervisory Board had to operate in an environment marked by change and challenge, such as an increasing geopolitical instability resulting from the war in Ukraine, now in its third year, the conflict in Gaza, the growing rivalry between the world's largest economies, the US and China, as well as the political change in the US at the end of the year. The continuing weak economic situation in Europe also posed a challenge, affecting Polish exporters, particularly in the industrial sectors. The year 2024 has also brought positive changes. Global inflation has clearly slowed down. In Poland, price pressures were also weakening, although increases in VAT on food and energy tariffs caused CPI inflation to accelerate again in the second half of the year. The domestic economy recorded a positive result in a difficult external environment and a GDP growth of around 2.5-3%, driven mainly by consumer spending. The Supervisory Board recognises the significant benefits arising from the current macroeconomic situation in Poland that can further strengthen the good standing of the Bank. A significant inflow of funds from the EU, in excess of EUR 20 billion (both from the current EU budget perspective and from NIP funds) heralds acceleration of both public and private investments in 2025. This should be particularly evident in the second half of the year, when inflation may again decline (the impact of regulated price rises will expire in July) With the decline in inflation and given the significant interest rate cuts in the world's major economies, the monetary easing cycle in Poland is also expected to resume.

In the opinion of the Supervisory Board, the Bank had successfully adapted its operations to the rapidly changing environment. In its work, the Supervisory Board was guided by concern for the proper and safe operation of the Bank, acting in accordance with the tenets of utmost care and objective judgement of the actions of the Management Board. The Supervisory Board fulfilled its duties arising from the applicable laws and the Bank's Articles of Association. These duties were defined in the "General Plan of Work for the Supervisory Board and its Committees in 2024". In addition, the Supervisory Board was updated on a regular basis on the most crucial events and decisions of the Management Board. Consequently, the Supervisory Board had adequate knowledge regarding the Bank's standing, the macroeconomic situation and the market environment, as well as the Bank's position versus its competitors in the banking sector. This allowed the Supervisory Board to assess the manner in which these factors affected the achievement of the objectives assumed by the Bank and its financial performance.

In 2024, the Supervisory Board exercised continuous oversight over the Bank's operations in all aspects of its business. Acting pursuant to the provisions of the Banking Law, Code of Commercial Companies and Partnerships, Articles of Association of the Bank, By-laws of the Supervisory Board and other applicable legal regulations, the Supervisory Board prepared an Annual Report on its activity, including also a summary of the activity of the Supervisory Board Committees, and presented it to the Ordinary General Meeting. The Supervisory Board also presented an Appraisal Report on the (separate and consolidated) financial statements (including the motion of the Management Board on profit distribution), the Management Board's report on the activities of BNP Paribas Bank Polska S.A. Group, as well as the Report presenting non-financial information of the Group. In addition to an assessment of the adequacy and effectiveness of the internal control system, the Supervisory Board evaluated the risk management system, compliance and the internal audit function. The Supervisory Board also made an assessment of the application of corporate governance principles, the functioning of the remuneration policy and policy on diversity as regards the election of members of the Bank's Management Board or Supervisory Board, as well as the rationality of the sponsorship policy and charitable policy pursued by the Bank.

The Supervisory Board's resolutions are effectively passed when all members of the Supervisory Board have been notified of the meetings, and the meeting is attended by at least a half of the Supervisory Board members, including its Chairperson or Deputy Chairperson. The Supervisory Board's resolutions are passed



by a simple majority of votes in an open voting. The Chairperson of the Supervisory Board orders a secret ballot at the request of a member of the Supervisory Board. The Supervisory Board may also pass written resolutions, without holding a meeting or by direct long-distance communication means, including but not limited to the telephone, audiovisual or electronic communication means. In 2024, all the resolutions of the Supervisory Board were effectively passed.

The Members of the Bank's Supervisory Board dedicated sufficient time to perform their duties on the Supervisory Board in 2024. In 2024, the Supervisory Board held 20 meetings, including 15 according to the written procedure. It adopted a total of 86 resolutions. The attendance rate of the Supervisory Board Members stood at 92,6%.

Table 3. The activity of the individual Supervisory Board members in 2024

Lucyna Stańczak-Wuczyńska	François Benaroya	Khatleen Pauwels	Jarostaw Bauc	Małgorzata Chruściak	Monika Kaczorek	Magdalena Dziejguć
20/20	20/20	19/20	8/9	17/20	11/11	13/17
Vincent Metz	Piotr Mietkowski	Mariusz Warych	Jean-Charles Aranda	Sophie Heller	Jacques Rinino	
19/20	20/20	20/20	19/20	15/20	20/20	

* meeting attendance / number of meetings

While discharging its duties, the Supervisory Board:

- assessed and provided the General Meeting with the Appraisal Report of the Supervisory Board on the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2023, the Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2023, and of the Management Board's Report on the Activities of BNP Paribas Bank Polska S.A. Group in 2023 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2023), the Report presenting non-financial information of BNP Paribas Bank Polska S.A. Group in 2023 (including non-financial information of BNP Paribas Bank Polska S.A. in 2023) and on the motion of the Management Board on the distribution of profit for the financial year 2023 together with the assessment of adequacy and effectiveness of the internal control system in BNP Paribas Bank Polska S.A. in 2023,
- provided the General Meeting with the Report on its activities in 2023,
- performed a self-assessment of the adequacy of the internal regulations governing the activities of the Supervisory Board, and a self-assessment of the effectiveness of its activities and submitted it to the General Meeting,
- passed resolution on the assessment of the adequacy of internal regulations regarding the functioning of the Management Board and the effectiveness of the Bank's Management Board,
- discussed the Bank's interim financial statements and results of each business line,
- discussed various aspects of operations of specific Areas of the Bank, including business lines,
- familiarised itself with the information on technology resilience of the Bank,
- accepted the Report on the implementation of the Bank Development Strategy in 2023,
- received updates on current situation regarding the CHF mortgage portfolio,
- reviewed the Annual Risk Management Report for 2023,

- passed resolution concerning allocation of BNP Paribas Bank Polska S.A. net profit for the financial year 2023,
- passed resolution on the approval of the "Risk Appetite at BNP Paribas Bank Polska S.A.",
- passed resolution on approval of the updated "BNP Paribas Bank Polska S.A. Recovery Plan",
- adopted resolution on the approval of "Compliance Policy in BNP Paribas Bank Polska S.A." and "Regulations for the operation of the Compliance Line".
- passed resolutions on the approval of the "Capital adequacy information of the BNP Paribas Bank Polska S.A. Group (disclosures)",
- passed resolution on the approval of the "Capital Contingency Plan of BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of the "BNP Paribas Bank Polska SA Capital Plan for 2025-2027",
- reviewed the Operational Risk Strategy in 2024 and passed resolution on the acceptance of the Operational Risk Strategy for 2025,
- passed resolution on the approval of the "BNP Paribas Bank Polska S.A. Capital Management Policy",
- discussed the topic and passed resolution on issuance of AT1 capital instruments,
- passed resolution on the acceptance of the "Risk Management Strategy at BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of the "Investment Strategy of BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of the "Policy for the acceptance of new products, services and activities as well as extraordinary transactions at BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of the "Strategy of Internal Audit Line for the years 2024-2026 at BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of the "Audit Plan for 2025 and Multiyear Audit Plan",
- passed resolution on the approval of "Internal Audit Charter of BNP Paribas Bank Polska S.A.",
- passed resolution regarding the "Conflict of Interest Management Policy at the BNP Paribas Bank Polska S.A.",
- discussed and passed resolution on the adoption of the 2025 financial plan and financial assumptions for the years 2026-2027,
- passed resolutions on issuing the opinion on amendments to the Articles of Association and on approval of the consolidated text of the Articles of Association,
- received information on the transformation of the Bank towards the organisation creating greater value,
- received Information on the current situation regarding the change of reference benchmarks from WIBOR to WIRON,
- reviewed loan processes and efficiency related projects,
- approved periodic reports on the implementation of the Bancassurance Policy in BNP Paribas Bank Polska S.A. and the the results of control on implementation of the Accounting Policy in that area,
- received updates on the topics discussed during the meetings of the Audit Committee, Risk Committee as well as Remuneration Committee and Nomination Committee,
- reviewed the annual reports on activity of the Compliance Line and Internal Audit Line,
- discussed reports on the claims, complaints and pending applications at BNP Paribas Bank Polska S.A. in 2024 and reviewed significant complaints or disputed matters in Customer relations,
- received the "Information on results of 2023 BCP/DRP tests and Plan of 2024 BCP/DRP tests",
- passed resolutions on amendments to the By-laws of the Supervisory Board, of the Management Board and Committees of the Supervisory Board of the Bank,



- passed resolutions on the Policy on the assessment of suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A. and Policy on the assessment of suitability of members of the Management Board and key function holders at BNP Paribas Bank Polska S.A.,
- passed resolution on the approval of the "Report on remuneration of the Members of the Management Board and Supervisory Board of BNP Paribas Bank Polska S.A. for 2023",
- passed resolution on the assessment of the functioning of the "Remuneration Policy for Employees of BNP Paribas Bank Polska S.A.",
- passed resolution on the determination of the terms and conditions of issuance of series A5 subscription warrants issued pursuant to Resolution No. 5 of the Extraordinary General Meeting of 31 January 2020 (as amended) and determination of the terms and conditions of issuance of series B2 subscription warrants issued pursuant to Resolution No. 39 of the Ordinary General Meeting of 27 June 2022,
- passed resolution on the approval of the "Policy on selecting the audit firm at BNP Paribas Bank Polska S.A." and the "Procedure for selecting the audit firm at BNP Paribas Bank Polska S.A.",
- passed resolution on the approval of successors for positions of the Management Board Members,,
- familiarised itself with the Information on employment and remuneration in 2024,
- passed resolution on setting the number of Management Board Members appointed for the new term of office at eight members and appointed the Management Board with its existing composition for a new, three-year tenure,
- passed resolutions on the appointment of the Members of the Committees of the Supervisory Board,
- Furthermore, the Supervisory Board passed resolutions on variable and fixed remuneration of the Management Board Members, collective periodical suitability assessment of the Supervisory Board Members and of the Management Board Members, verification of the level of target realisation by the Members of the Management Board in 2023, and approval of the individual Key Performance Indicators (KPI) for the Management Board Members to achieve in 2024.
- received information on the implementation of the ESG strategy that is built into the Bank's activities in a cross-cutting manner. ESG also constitutes a component of the assessment of the Bank's business activities and achievement of the strategic goals set out in the GOeyond Strategy. It is also embedded in the risk assessment, remuneration policy of the Bank and reporting. The Supervisory Board incorporates in its work the sustainable growth objectives in the manner they are reflected in the banking activity.

4. COMMITTEES OF THE SUPERVISORY BOARD

The Supervisory Board has established internal committees, composed of the members of the Supervisory Board. In 2024, the Committees exercised consultative and advisory functions for the Supervisory Board, facilitating its work. To this end, the Committees formulated, on a working basis, opinions, recommendations and decisions proposals regarding motions submitted to the Supervisory Board. The scope of duties and manner of operation of the committees are defined by the by-laws implemented by the Supervisory Board by a resolution.

Committees of the Bank's Supervisory Board:

- Audit Committee
- Risk Committee



- Remuneration Committee
- Nomination Committee

Table 4. Composition of the Supervisory Board and its committees as at 31/12/2024

No.	First name and surname	Function held in the Supervisory Board	COMMITTEES OF THE SUPERVISORY BOARD			
			Audit Committee	Risk Committee	Remuneration Committee	Nomination Committee
1.	Lucyna Stańczak-Wuczyńska	Chairwoman Independent Member	Member	Member	Chairwoman	Chairwoman
2.	François Benaroya	Vice-Chairman	Member	Member	Member	Member
3.	Jean-Charles Aranda	Member	Member			
4.	Małgorzata Chruściak	Independent Member		Member	Member	Member
5.	Sophie Heller	Member				
6.	Monika Kaczorek	Independent Member	Member			
7.	Vincent Metz	Member				
8.	Piotr Mietkowski	Member				
9.	Khatleen Pauwels	Member				
10.	Jacques Rinino	Independent Member		Chairman		
11.	Mariusz Warych	Independent Member	Chairman	Member		

4.1. AUDIT COMMITTEE

The Committee consists of five members, three of whom are independent members of the Supervisory Board. They meet the independence criteria referred to in the Act on Statutory Auditors, Auditor Firms and Public Supervision.

Composition of the Audit Committee

The composition of the Audit Committee as at 31 December 2024 was as follows:

- Mariusz Warych - Chairman of the Committee (independent member)
- Lucyna Stańczak-Wuczyńska - Member of the Committee (independent member)
- Monika Kaczorek – Member of the Committee (independent member)
- François Benaroya – Member of the Committee
- Jean-Charles Aranda - Member of the Committee

All Audit Committee members had adequate knowledge, competences and years of experience in finance and accounting:

- Mariusz Warych – competences in the area of accounting, financial audit and internal audit, attested by the CIA (Certified Internal Auditor) certification. A participant of the ACCA Coursework Programme.

Years of experience as an independent member on supervisory boards and audit committees (JSW, Selena FM, Ukrsibbank Ukraine). External Auditor at Ernst & Young auditing banks in Poland, the UK, Canada and the US. He evaluated the functioning of the audit committees. The Chairman of Chief Audit Executive Club in Poland. He built his knowledge and experience as the Chief Financial Officer at Citi Group (leasing companies), and regional coordinator at KBC Group overseeing the operations of KBC Group in Poland.

- Lucyna Stańczak-Wuczyńska holds a degree in economics and has 30 years of experience in banking and finance which she gathered while working in the banking sector, commercial banking and EBRD. She held multiple functions in the corporate governance area; she was a member of supervisory boards (or an observer) in banks in the Central Europe and a member of the audit and risk committees (in Alior Bank, among others). She gathered her knowledge and experience in the sector by managing for many years (as the head of EU Banks Team with EBRD London) a (debt and equity) portfolio of a significant group of banks in 12 European Union countries, in Central and Southern Europe.
- Monika Kaczorek - Committee Member since 15 July 2024. Graduate of the Institute of Applied Linguistics at the University of Warsaw. She qualified as a statutory auditor in 2001. She has many years of experience in auditing separate and consolidated financial statements, coordinating assurance and advisory services, supervising international strategic projects such as mergers, acquisitions, due diligence, IPO processes, gained, among others, through her work for international audit and advisory network of Mazars Group. She also was a Partner and Vice-President of the Board of Mazars Audyt. She served on the National Council of Statutory Auditors and she was also the Vice President of the National Council of Statutory Auditors She is a member of the Council of the Reporting Standards Foundation of the Association of Listed Companies and a member of the jury of the "Best Annual Report" competition.
- François Benaroya - holds a degree in economics. He built his knowledge and experience in banking during his many years of employment in the banking sector as a top executive in BNP Paribas Group. He was a management board member of BNP Paribas Bank Polska S.A. responsible for the Integration Area, and then for the Retail and Business Banking Area. He has held functions on the supervisory boards (Ukrsibbank Ukraine, TEB AS, MMCI Morocco) and in the management of Europe Mediterranean at BNP Paribas Group where he is responsible for the Central and Eastern Europe and for Turkey.
- Jean-Charles Aranda - holds a degree in economics with a specialisation in Internal Audit and Management Control. A Chartered Accountant. He built his experience at KPMG in Paris as a manager responsible for banking financial audit. For many years he served as Head of Mission at the BNP Paribas Inspection Générale's Central Accounting Team where he set up a new audit team dedicated to financial audits. CFO and COO of BNP Paribas El Djazaïr in Algeria. He joined BNP Paribas Bank Polska S.A. in 2017, initially as Executive Director of the Management Accounting and Capital Management Division and then as Vice-President of the Management Board responsible for the Finance Area. He also served as Vice-Chairman of the Supervisory Board of BNP Paribas TFI S.A. Currently CFO of Europe-Mediterranean at BNP Paribas.

Detailed information on the education background and professional experience of the Committee members is presented in the section "Supervisory Board" and at the Bank's website: <https://www.bnpparibas.pl/o-banku/wladze-banku>

Meetings of the Audit Committee were also attended by regular participants, including:

- Member of the Management Board supervising the Finance Area,

- Member of the Management Board supervising the Risk Area,
- Managing Director of the Internal Audit Line,
- Managing Director of the Compliance Line.

Meetings of the Audit Committee

The Audit Committee meetings are held at least four times a year or more frequently, as needed in view of the tasks performed, including a meeting before each publication of the Bank's financial results and reports.

The Audit Committee held fourteen meetings in 2024, including eight according to the written procedure. The Committee deliberated, among others, on the following issues at its meetings:

- financial statements for 2023,
- Report on Activities of the Bank's Group in 2023,
- Report presenting non-financial information for 2023,
- quarterly and interim financial statements for the year 2024,
- Information on capital adequacy of BNP Paribas Bank Polska S.A. Group,
- provision of additional services by the audit firm,
- plan of audits of financial statements,
- actions plans of the Internal Audit Line and Compliance Line,
- annual and periodic reports on the activity of the Internal Audit Line and Compliance Line,
- annual report on the assessment of the adequacy and effectiveness of the internal control system,
- periodic reports on the status of monitored post-control recommendations and implementation of the PFSA recommendations,
- SREP results,
- annual and quarterly reports on the claims, complaints and pending applications at the Bank,
- report on adherence to ethics principles and results of the review of cases of violation of internal regulations or applicable law by employees or organizational units of the company,
- information on the Bank's compliance with "Best Practice for WSE Listed Companies 2021" and on financial information communication in 2023,
- annual reports on the functioning of the system of supervision over the compliance of activities performed by the Brokerage House and by the Custody Services Department with the law,
- results of the review of the accounting and reporting process and review of the management accounting system,
- annual report on the Audit Committee activity for the Supervisory Board,
- drew up an annual report on the Committee activities in 2023, factoring in risk assessment of areas overseen by the Committee as well as measures taken and their effects.

Furthermore, the Committee carried out a periodic assessment of the activity of the external auditor. The Committee discussed and verified the updated regulations on accounting, audit and compliance and recommended that the Supervisory Board adopt them.

In 2024, all members of the Audit Committee took an active part in the Committee meetings and showed high commitment to the proper performance of their duties. The overall attendance rate of the Committee Members stood at 99%. The number and the duration of the meetings, as well as the access to the resources were sufficient to enable the Audit Committee full performance of its duties.

Supervision exercised by the Audit Committee over selection of an audit firm

The Audit Committee oversees the activity of the external auditor. The Committee gives recommendations to the Supervisory Board regarding the selection, or resignation from the services, of the entity authorised to audit financial statements. It also monitors compliance with the auditor's independence and objectivity principles and as well as the principles of information exchange. Furthermore, the Committee carries out a periodic assessment of the operations of the external auditor.

The Supervisory Board operates on the basis of documents prepared by the Audit Committee:

- "Policy on selecting the audit firm at BNP Paribas Bank Polska S.A.",
- "Procedure for selecting the audit firm at BNP Paribas Bank Polska S.A.",
- "Policy of providing permitted services other than an audit at BNP Paribas Bank Polska S.A. by the audit firm, entities affiliated with the audit firm and members of the audit firm's network."

These documents set out the rules to ensure that the selection of the audit firm is carried out correctly and in accordance with the applicable laws.

As a result of the auditor selection process started in 2023, the audit firm Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp.k. Was selected by means of resolution of the Supervisory Board of 15 September 2023 to review and audit the 2024-2025 financial statements of the Bank and the Group, including packages.

The audit firm Ernst & Young Audyt Polska, which is authorised to audit and review the separate financial statements of BNP Paribas Bank Polska S.A. and the consolidated financial statements of the BNP Paribas Bank Polska S.A. Group, including the reporting packages, has provided services for the Bank since 2024.

4.2. RISK COMMITTEE

The Risk Committee supports the Supervisory Board in performance of its supervisory duties pertaining to the risk management. The Risk Committee provided its opinion on the overall, current and future risk appetite of the Bank. The Risk Committee gave its opinion on the risk management strategy of the Bank and on the Management Board's submissions regarding the execution of that strategy. Together with the Supervisory Board, the Risk Committee oversaw the implementation of the risk management strategy by senior management. The Risk Committee also verified whether or not the prices of liabilities and assets offered to Customers fully reflected the Bank's business model and its risk strategy.

Every year the Risk Committee submits to the Supervisory Board an annual report on its activity.

Composition of the Risk Committee

Composition of the Risk Committee as at 31 December 2024:

- Jacques Rinino – Chairman of the Committee (independent member)
- François Benaroya – Member of the Committee

- Małgorzata Chruściak- Member of the Committee (independent member),
- Lucyna Stańczak-Wuczyńska - Member of the Committee (independent member)
- Mariusz Warych - Member of the Committee (independent member)

Since 1 January 2024 Mr Jacques Rinino has been chairing the works of the Risk Committee. Four Members of the Risk Committee, including the Committee Chairman, meet the independence criteria set forth in the "Act on Statutory Auditors, Audit Firms and Public Supervision".

Meetings of the Risk Committee

The Risk Committee meets at least four times a year. The meeting dates are set by the Committee chair. In 2024, the Risk Committee held seven meetings, including three according to the written procedure. During its meetings the Risk Committee discussed periodic reports on the following issues:

- credit risk,
- integrated risk,
- market risk and liquidity risk, recovery plan indicators, risk appetite indicators, risk of investments undertaken under the Investment Strategy, ESG risk,
- operational risk, internal control and fraud prevention,
- ALMT risk,
- legal risk,
- current situation regarding the CHF mortgage loans portfolio.

In addition, the Committee issued opinions and recommended that the Supervisory Board pass resolutions regarding, i.a.:

- risk appetite of BNP Paribas Bank Polska S.A.,
- investment strategy of BNP Paribas Bank Polska S.A.,
- BNP Paribas Bank Polska S.A. Capital Plan for 2025-2027,
- Capital Contingency Plan of BNP Paribas Bank Polska S.A.,
- Policy on Capital Management at BNP Paribas Bank Polska S.A.
- strategy for operational risk and internal control management in BNP Paribas Bank Polska S.A.,
- amended By-laws of the Risk Committee,
- Recovery Plan of BNP Paribas Bank Polska S.A.,
- Risk Management Strategy at BNP Paribas Bank Polska S.A.;
- Policy on internal capital adequacy assessment process in BNP Paribas Bank Polska S.A.

The Risk Committee also discussed the issuance of AT1 instruments and recommended adopting a resolution on the issuance of AT1 instruments to the Supervisory Board.

In 2024, in its deliberations, the Committee focused in particular on the following issues:

- legal risk arising from court cases related to loans in foreign currencies/loans denominated in CHF, depositary activity of the Bank, as well as the sanction of free loan,
- situation related to the CHF mortgage portfolio and progress in concluding voluntary settlements,
- phishing risk,
- ESG risk and issuance level of the Bank's portfolio,
- impact of the CRR3 Directive and Basel IV framework on the Bank, capital requirements and RWA.

The number of Committee Members attending the meetings of the Risk Committee ensured the correct course of all Committee meetings in 2024. The attendance rate was 100 %.

4.3. REMUNERATION COMMITTEE

The Remuneration Committee supports the Supervisory Board in its supervisory duties in the area of human resources management. The Committee monitors and supervises key processes, in particular those relating to the HR policy, professional development of employees and the remuneration policy. The competencies of the Committee include among others: analysing the performance of the Management Board members and presenting to the Supervisory Board proposals of recommendations in this respect as well as recommending to the Supervisory Board the key performance indicators for the Management Board members. Furthermore, the Committee gives opinions on and monitors succession plans for key positions in the Bank; the Committee also monitors the level and structure of remuneration of key function holders at the Bank. Each year, the Committee provides the Supervisory Board with annual information on the employment and remuneration structure in the Bank, as well as an annual report on its activities.

Composition of the Remuneration Committee

The Committee comprises at least three members appointed from among the Supervisory Board Members. Due to a resignation from the function of a Member of the Supervisory Board of the Bank handed in by Ms Magdalena Dzięwguć, effective as of 21 November 2024, the Supervisory Board appointed Ms Małgorzata Chruściak Member of the Remuneration Committee.

The composition of the Remuneration Committee as at 31 December 2024 was as follows:

- Lucyna Stańczak-Wuczyńska - Chairwoman (independent member)
- François Benaroya – Member of the Committee
- Małgorzata Chruściak – Member of the Committee (independent member) as of 5 December 2024.

Two Members, including the Chairwoman, meet the independence criteria defined in the Act on Statutory Auditors, Audit Firms and Public Supervision.

Meetings of the Remuneration Committee

The Remuneration Committee meets at least twice a year or as frequently as required for the Committee to fulfil its tasks and mission effectively. The meeting dates are set by the Committee chair. In 2024, the Remuneration Committee held seven meetings, including three according to the written procedure. During the Committee meetings the discussions touched upon:

- annual targets of the Management Board Members Bank and evaluation of target realisation,
- remuneration conditions and variable remuneration of the Members of the Management Board and directors managing the compliance area and internal audit area,
- report on employment and remuneration at the Bank in 2023,
- the Committee also: issued an opinion on the Report on remuneration of the Members of the Management Board and Supervisory Board of BNP Paribas Bank Polska S.A. for the year 2023,
- issued an opinion on the evaluation of the application of the Remuneration Policy at the Bank,
- passed resolution on the terms and conditions of issuance of series A5 subscription warrants issued pursuant to Resolution No. 5 of the Extraordinary General Meeting of 31 January 2020 (as amended) and determination of the terms and conditions of issuance of series B2 subscription warrants issued pursuant to Resolution No. 39 of the Ordinary General Meeting of 27 June 2022,

- issued an opinion on the pricing terms applicable to credit products for selected Members of the Management Board,
- issued an opinion on changes to the By-laws of the Remuneration Committee,
- prepared and discussed the Annual summary report on the Remuneration Committee activity for the Supervisory Board.

The number of Committee Members attending the meetings of the Remuneration Committee ensured the correct course of all Committee meetings in 2024. The attendance rate was 100%.

4.4. NOMINATION COMMITTEE

The Committee comprises at least three members appointed from among the Supervisory Board Members. The Nomination Committee members must have the relevant knowledge, competences and experience to be able to properly assess the composition of the Management Board and Supervisory Board and the candidates recommended for the Management Board and Supervisory Board. As part of the suitability assessment, which is carried out regularly once a year or whenever any circumstances have occurred that raise a need for an assessment, knowledge, skills and professional experience (i.a., with regard to the ESG risk management) are assessed. The detailed criteria matrix is enclosed to the *Policy on the assessment of suitability of members of the Supervisory Board of BNP Paribas Bank Polska S.A.*

Due to a resignation from the function of a Member of the Supervisory Board of the Bank handed in by Ms Magdalena Dziewguć, effective as of 21 November 2024, the Supervisory Board appointed Ms Małgorzata Chruściak Member of the Nomination Committee.

Composition of the Nomination Committee as at 31 December 2024:

- Lucyna Stańczak-Wuczyńska - Chairwoman of the Committee (independent member),
- François Benaroya – Member of the Committee,
- Małgorzata Chruściak – Member of the Committee (independent member) as of 5 December 2024.

As at 31 December 2024, two Members, including the Chairwoman, met the independence criteria defined in the Act on Statutory Auditors, Audit Firms and Public Supervision.

Meetings of the Nomination Committee

The Committee meetings take place as frequently as required for the Committee to fulfil its mission effectively, but not less frequently than twice a year. The meeting dates are set by the chair of the Nomination Committee. In 2024, the Nomination Committee held six meetings, including one according to the written procedure.

During the meetings the Committee:

- performed the periodic assessment of the individual and collective suitability of the Members of the Supervisory Board and Management Board, confirmed the positive assessment of the individual suitability and collective suitability of the Members of the Management Board and Supervisory Board,
- carried out an assessment of the individual suitability of candidates to the Supervisory Board and an additional assessment of the collective suitability of the Supervisory Board,
- carried out an assessment of the individual suitability of candidates for the members of the Committees of the Supervisory Board and additional assessment of collective suitability of specific Committees,



- accepted and presented to the Supervisory Board the recommendation regarding the target number of the Management Board members,
- discussed proposals of successors for critical positions of Management Board Members and executive directors,
- issued an opinion on the changes to the By-laws of the Nomination Committee,
- prepared and discussed the Annual summary report on the Nomination Committee activity for the Supervisory Board.

The number of Committee Members attending the meetings of the Nomination Committee ensured the correct course of all Committee meetings in 2024. The attendance rate was 100%.

5. SELF-ASSESSMENT OF THE SUPERVISORY BOARD'S WORK IN 2024

Having performed a thorough analysis, the Supervisory Board of BNP Paribas Bank Polska S.A. assessed that in 2024 continuous oversight over the Bank's activity in all areas was duly, reliably and exhaustively exercised, pursuant to the applicable law and the Bank's Articles of Association. It is the view of the Supervisory Board that it has fulfilled its duties diligently and effectively, and its composition has guaranteed a high level of qualifications, competence and extensive professional experience as well as knowledge of the Polish financial market, thus ensuring an appropriate level of collective supervision over all areas of the Bank's operations. Concurrently, in the opinion of the Supervisory Board, the professional experience and diversified competences of the members of the Supervisory Board enabled them to examine the topics in a thorough manner and provide opinions thereon, and to express a wide range of views while assessing the work of the Management Board and the functioning of the Bank.

In 2024, the Members of the Supervisory Board actively participated in the Board's and committees' meetings and showed commitment to duly perform their duties; their discussions covered the current situation of the Bank, the market changes as well as best practices and standards followed by listed companies.

The number and duration of the meetings, paired with the access to resources, proved sufficient for the Supervisory Board and enabled it to fully meet its obligations, whereas the documents prepared for the Supervisory Board contained important information and were provided for the meetings sufficiently in advance.

The Supervisory Board has concluded that the financial statements, in all material aspects, have been prepared:

- in accordance with the International Financial Reporting Standards approved by the European Union,
- based on properly maintained accounting records,
- in accordance with the provisions of the law governing preparation of the financial statements and provisions of the Bank's Articles of Association affecting the form and content of the financial statements,
- within the deadline set by law

and give a fair and clear view of all information material for the evaluation of the financial result of business activities as well as the economic and financial position of the Bank and BNP Paribas Bank Polska S.A Group.

6. ASSESSMENTS MADE BY THE SUPERVISORY BOARD IN CONNECTION WITH THE BANK'S ACTIVITY IN 2024

6.1. ASSESSMENT OF THE FINANCIAL STATEMENTS OF BNP PARIBAS BANK POLSKA S.A. FOR 2024, THE MOTION OF THE MANAGEMENT BOARD ON THE DISTRIBUTION OF PROFIT FOR THE FINANCIAL YEAR 2024, CONSOLIDATED FINANCIAL STATEMENTS OF BNP PARIBAS BANK POLSKA S.A. GROUP FOR 2024, THE REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF THE BNP PARIBAS BANK POLSKA S.A. GROUP IN 2024 (INCLUDING THE REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF BNP PARIBAS BANK POLSKA S.A. IN 2024 AND BNP PARIBAS BANK POLSKA S.A. GROUP SUSTAINABILITY REPORT IN 2024).

6.1.1 ASSESSMENT OF THE FINANCIAL STATEMENTS OF BNP PARIBAS BANK POLSKA S.A. FOR 2024

Pursuant to Article 382 § 3 of the Code of Commercial Companies and Partnerships and § 20 para. 1 item 2) letter a) of the Articles of Association of the Bank, the Supervisory Board of BNP Paribas Bank Polska S.A. conducted an assessment of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2024, the Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024 and BNP Paribas Bank Polska S.A. Group Sustainability Report in 2024), and the motion of the Management Board on distribution of profit for the financial year 2024.

The assessment covered in particular:

1. Separate financial statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2023 comprising:
 - a) separate statement of profit or loss for the period from 01 January 2024 to 31 December 2024, showing a net profit of PLN 2,320,798 thousand (two billion three hundred twenty million seven hundred ninety-eight thousand zloty),
 - b) separate statement of other comprehensive income for the period from 01 January 2024 to 31 December 2024 with a total comprehensive income of PLN 2,346,678 thousand (two billion three hundred forty-six million six hundred seventy-eight thousand zloty),
 - c) separate statement of the financial position prepared as at 31 December 2024 showing total assets of PLN 163,087,501 thousand (one hundred sixty-three billion eighty-seven million five hundred and one thousand zloty),
 - d) separate statement of changes in equity for the period from 01 January 2024 to 31 December 2024 showing an increase in equity by PLN 2,499,200 thousand (two billion four hundred ninety-nine million two hundred thousand zloty),
 - e) separate statement of cash flows for the period from 01 January 2024 to 31 December 2024 showing a net cash inflow of PLN 2,408,579 thousand (two billion four hundred and eight million five hundred seventy-nine thousand zloty)

and

2. Explanatory information to the Separate Financial Statements.

3. The Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024 and BNP Paribas Bank Polska S.A. Group Sustainability Report in 2024).
4. Motion of the Management Board on the profit distribution for the year ended 31 December 2024.
5. Report of the independent statutory auditor on the audit of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2024.

Based on the assessment of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2024, the Supervisory Board has concluded that the financial statements, in all material aspects, have been prepared:

- a) in accordance with the International Financial Reporting Standards approved by the European Union,
- b) based on properly maintained accounting records,
- c) in accordance with the provisions of the law governing preparation of the financial statements and provisions of the Bank's Articles of Association affecting the form and content of the financial statements,
- d) within the deadline set by law

and reliably and clearly present all information relevant for the assessment of the financial result on the business activity for the period from 01 January 2024 to 31 December 2024, as well as the economic and financial position of BNP Paribas Bank Polska S.A. as at 31 December 2024.

Assessment made by the Supervisory Board

Following careful examination of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2024 prepared by the Management Board, and the Report of the independent statutory auditor on audit of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2024, the Supervisory Board decides to give a positive opinion regarding the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2024, and recommend its approval to the Ordinary General Meeting.

6.1.2 ASSESSMENT OF THE MOTION OF THE MANAGEMENT BOARD ON THE PROFIT DISTRIBUTION FOR THE FINANCIAL YEAR 2024

The Supervisory Board, acting pursuant to § 20 para. 1, item 2) letter a) of the Bank's Articles of Association, hereby positively assesses the Management Board's motion on the net profit distribution for the financial year 2024, under which with regard to the profit after taxation (net profit) for the financial year 2024 in the amount of PLN 2,320,797,922.26 thousand (two billion three hundred twenty million seven hundred ninety-seven thousand nine hundred and twenty-two zloty and twenty-six grosz) it is resolved as follows:

- net profit in the amount of PLN 1 162 334 504,88 (one billion one hundred sixty-two million three hundred thirty four thousand five hundred four zlotys and eighty-eight groszy) shall be allocated to the dividend
- net profit in the amount of PLN 658 463 417,38 (six hundred fifty-eight million four hundred sixty-three thousand four hundred seventeen zlotys thirty-eight groszy) shall be transferred to the reserve capital



- net profit in the amount the amount of PLN 500,000,000 (five hundred million zlotys) to leave unallocated.

The Supervisory Board of the Bank issued a positive opinion on the above referenced motion of the Management Board and resolved to recommend that the Ordinary General Meeting pass a resolution on distribution of the net profit of BNP Paribas Bank Polska S.A. for the year 2024 in the amount of PLN 2,320,797,922.26 as per the motion of the Management Board of the Bank.

6.1.3 ASSESSMENT OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE BANK'S GROUP FOR 2024

Pursuant to § 20 para. 1 item 2) letter b) of the Articles of Association of the Bank, the Supervisory Board of BNP Paribas Bank Polska S.A. conducted an assessment of the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2024 and the Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024 and BNP Paribas Bank Polska S.A. Group Sustainability Report in 2024).

The assessment covered in particular:

1. The BNP Paribas Bank Polska S.A. Group Consolidated Financial Statements for the year ended 31 December 2024, comprising:
 - a. consolidated statement of profit or loss for the period from 01 January 2024 to 31 December 2024 showing net profit of PLN 2,358,268 thousand (two billion three hundred fifty-eight million two hundred sixty-eight thousand zloty),
 - b. consolidated statement of other comprehensive income for the period from 01 January 2024 to 31 December 2024 with a total comprehensive income of PLN 2,384,177 thousand (two billion three hundred eighty-four million one hundred seventy-seven thousand zloty),
 - c. consolidated statement of the financial position drawn up as at 31 December 2024 showing total assets of PLN 167,539,589 thousand (one hundred sixty-seven billion five hundred thirty-nine million five hundred eighty-nine thousand zloty),
 - d. consolidated statement of changes in equity for the period from 01 January 2024 to 31 December 2024 showing an increase in equity by PLN 2,532,781 thousand (two billion five hundred thirty-two million seven hundred eighty-one thousand zloty),
 - e. consolidated statement of cash flows for the period from 01 January 2024 to 31 December 2024 showing a net cash inflow of PLN 2,418,403 thousand (two billion four hundred eighteen million four hundred and three thousand zloty),

and

2. Explanatory information to the Consolidated Financial Statements.
3. The Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024 and BNP Paribas Bank Polska S.A. Group Sustainability Report in 2024).
4. Report of the independent statutory auditor on the audit of the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2024.



As a result of the assessment of the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2024, the Supervisory Board has concluded that the financial statements, in all material aspects, have been prepared:

- a) in accordance with the International Financial Reporting Standards approved by the European Union,
- b) based on properly maintained accounting records,
- c) in accordance with the provisions of the law governing preparation of the financial statements and provisions of the Bank's Articles of Association affecting the form and content of the financial statements,
- d) within the deadline set by law

and reliably and clearly present all information relevant for the assessment of the financial result on the business activity for the period from 01 January 2024 to 31 December 2024, as well as the economic and financial position of the BNP Paribas Bank Polska S.A. Group as at 31 December 2024.

Assessment made by the Supervisory Board

Following careful examination of the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2024 prepared by the Management Board, and the Report of the independent statutory auditor on the audit of the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2024, the Supervisory Board decides to give a positive opinion on the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2024, and recommend its approval to the Ordinary General Meeting.

6.1.4 ASSESSMENT OF THE REPORT OF THE MANAGEMENT BOARD ON ACTIVITIES OF BNP PARIBAS BANK POLSKA S.A. GROUP IN 2024 (INCLUDING THE REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF BNP PARIBAS BANK POLSKA S.A. IN 2024 AND BNP PARIBAS BANK POLSKA S.A. GROUP SUSTAINABILITY REPORT IN 2024).

The Supervisory Board of BNP Paribas Bank Polska S.A., acting pursuant to Article 382 § 3 of the Code of Commercial Companies and Partnerships, in performance of its duties, following a thorough review of the Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024 and the BNP Paribas Bank Polska S.A. Group Sustainability Report in 2024) ("the Report") concludes that this Report is factually correct, consistent with the books and documents, including information contained in the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2024 and the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2024.

The Supervisory Board finds that the Report includes material information on the financial and economic standing of the Bank and the Group, presents a fair view of the development and achievements of the Bank and the Group, including results achieved and a description of primary risks and threats.

The Report contains material information about the strategy, management, performance and prospects of the Bank, with due regard for the economic, social and environmental context, as well as non-financial aspects (ESG), including the Bank's impact on sustainable growth. The Report presents data for the period between

1 January and 31 December 2024 that pertain to the activities and financial performance related to



sustainable growth of the BNP Paribas Bank Polska S.A. Group, including BNP Paribas Bank Polska S.A. as a parent entity and companies that were part of the BNP Paribas Bank Polska S.A. Group as at 31 December 2024. The Supervisory Board monitors the implementation of the sustainable growth strategy that is executed by the Management Board of the Bank as the main governing body of BNP Paribas Bank Polska S.A.

In addition, it covers actual and potential risks and opportunities that may significantly affect the operations and financial performance of the Bank and its Group.

In addition, the Supervisory Board confirms that the above-mentioned Report complies, in all material respects, with the requirements of Articles 49 and 55 para. 2a of the Accounting Act and of the Regulation of the Minister of Finance of 29 March 2018 on current and regular information provided by issuers of securities and on conditions for the recognition as equivalent of information required by the laws of a non-member state. Furthermore, the Report meets the requirements set for the information on sustainable growth of the BNP Paribas Bank Polska S.A. Group ("the Group"), in compliance with disclosure obligations arising from the amended Accounting Act (following the transposition of the Corporate Sustainability Reporting Directive (CSRD), Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022) and European Sustainability Reporting Standards (ESRS).

Assessment made by the Supervisory Board

The Supervisory Board positively assessed the Report and recommends that the General Shareholders Meeting of BNP Paribas Bank Polska S.A. approve the Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024 and BNP Paribas Bank Polska S.A. Group Sustainability Report in 2024).

6.2. ASSESSMENT OF THE COMPANY'S STANDING INCLUDING AN ASSESSMENT OF THE INTERNAL CONTROL, RISK MANAGEMENT AND COMPLIANCE SYSTEMS AND THE INTERNAL AUDIT FUNCTION;

Assessment of the company's standing

The Supervisory Board reviewed the financial results and key performance indicators of the BNP Paribas Bank Polska S.A. Group, taking into account both external and internal factors.

In 2024, the BNP Paribas Bank Polska S.A. Group operated in an environment marked by geopolitical instability, with the ongoing war in Ukraine, the conflict in Gaza, growing competition between the world's largest economies – the U.S. and China – and political changes in the United States. Another challenge was the continued stagnation in key European economies, which impacted Polish exporters, particularly those in industrial sectors.

However, 2024 also saw positive changes. Inflation eased globally, and in Poland, price pressures began to subside, although VAT hikes on food and energy tariffs led to a renewed acceleration of CPI inflation in the second half of the year. Despite the difficult external environment, the national economy saw GDP growth of around 2.5-3%, driven mainly by consumer spending.

In December, the Monetary Policy Council (MPC) kept interest rates unchanged at 5.75%. The MPC noted that future decisions will depend on incoming data regarding inflation prospects and economic activity.



As regards the most significant developments that have negatively impacted the banking business, the Supervisory Board pointed out that the growth potential of the banking sector in Poland remained limited by low levels of investment and a number of other internal factors, including but not limited to, the issue related to the portfolio of CHF loans that continues to be the challenge for the entire sector. Costs of provisions for the legal risk associated with Swiss franc mortgages are already approaching PLN 90 billion. At BNP Paribas alone, those provisions reached PLN 4.8 billion. At the same time, it should be noted that while inflation remains stable, though still high, it continues to place pressure on administrative costs, resulting in a constant need to focus on improving operational efficiency. Furthermore, the sector is still grappling with some of the highest tax and regulatory burdens in Europe, such as the banking tax or credit holiday.

Thus, 2024 was a challenging but ultimately a very successful year for the Bank. The Bank achieved a historically high net income on banking activity at PLN 7.8 billion. Importantly, this growth was observed across the core revenue categories (excluding trading and other income). Net profit also reached an all-time high of PLN 2.4 billion. The quality of the loan portfolio remains excellent, as reflected in a very strong cost of risk.

The Bank's performance is the result of mindful decisions and well-thought-out development of the offer for the Bank's Customers, from the retail as well as the corporate segment. In addition to the continuous growth of its core banking business in loans and deposits, the Bank has placed significant emphasis on the development of sustainable financing, which totalled PLN 10.2 billion at the end of 2024. As the Bank of Green Changes, BNP Paribas Bank Polska S.A. supports its clients in transitioning to a low-carbon economy and encourages responsible financial decision-making. The Bank is consistently executing its strategy of financing investments that have a positive social, economic, and environmental impact. Additionally, the Bank collaborates with Envirly, a company providing a tool to manage carbon footprints and streamline ESG reporting, available to all of the Bank's business Clients.

The Bank continued to implement its GOBeyond Strategy for the years 2022-2025. In 2024, the Bank achieved very strong ratios in terms of return on equity (ROE), cost-to-income (C/I), and stabilisation of the cost of risk at a low level. Furthermore, for the purpose of ensuring a stable and safe level of capital and meeting regulatory requirements, the Bank issued AT1 instruments. The year 2024 also brought a good share of sustainable financing. One of the Bank's sustainable growth goals is to increase the number of customer service centres certified as "Barrier-Free Facilities" (a building accessibility standard for individuals with mobility impairments). As part of its efforts to combat social exclusion, 41% of the Bank's own customer service centres now meet this standard. The Bank's commitment to social and environmental issues was recognised, among others with a second place in the "ESG Ranking". The Bank maintains its ambition to improve its NPS ratio, consistently moving towards its strategic objective.

Throughout 2024, the Bank Group continued its focus on process transformation, optimisation and modernisation, leveraging AI and enhancing its digital capabilities, investing in innovation and in cybersecurity – all while keeping customer needs at the forefront. As part of its IT@Scale Strategy, the Bank pursued, among other things, the transformation of the core banking ecosystem, the development of maturity of management processes and IT services, and continued to build the data platform. Through innovative reskilling and upskilling programmes and the promotion of knowledge of new trends and technologies, the Bank expanded its digital competence. Innovations to ensure customer security were led, among others, by the implementation of behavioural protection in the GOMobile application. The Bank has also been the first in the market to deploy the BaseModel.ai tool, which allows the use of artificial intelligence in the development of modern banking services. The Bank's efforts were recognised with numerous awards, including the Best International Private Bank in Poland title and accolades from Global Finance and The

Digital Banker for excellence in business customer service and AI-driven innovation. In the Forrester's Technology Awards the Bank was appreciated for the implementation of the IT@Scale strategy.

The Bank's products continue to receive high praise, including its brokerage account, Visa Platinum credit card, Moje Konto Premium, and an account for "Influencers" (#WPŁYWOWI). In addition, the Bank has drawn from 40 years of experience in serving Affluent Customers, the market position and best practices of the BNP Paribas Group, which is number 1 in Wealth Management in the Eurozone. It currently has one of the largest offers of products and services that is available to family foundations. Wealth Management Advisors have been the first on the Polish market to also obtain the EFPA ESG certification.

The Bank follows the guiding principle of "People First: We Focus on People". In 2024, employee satisfaction, as measured by the eNPS index, surpassed the 2025 strategic target by 7 points, reaching 27 – an improvement from the baseline of -9 in 2021. This is a particularly important metric, as the Bank believes it has an indirect impact on the quality of its products and customer service. Committed and effective employees, managed by exceptional leaders, operating in the spirit of agile approach, and in line with the values of the organisational culture, help ensure the market success. The continuous development of leadership competences as well as future-oriented competences among employees allows them to find their footing and continuously develop in the current digital and changing times. The Bank has undertaken a number of measures to strengthen collaboration and support opportunities for employees to help them reach their full potential while respecting diversity and equal opportunities. These activities have a significant impact on the organisation's success – its innovative nature and reputation among its stakeholders. The above activities, supported by effective and digitised HR processes, an attractive employee offer and development opportunities, provide a full picture of the Bank as the organisation. In 2024, as part of creating a culture of continuous development, the Bank organised the fourth edition of the "I Can Do IT" programme. In addition, the Bank hosted its first-ever hackathon and continued the #UniversITy knowledge-sharing programme. Its corporate culture and workplace initiatives were recognised with the Digital University Award in two categories: Master of Innovation Leadership (awarded to the Bank's CEO) and Masters of Future-Oriented Culture. The Bank has continued to expand its broad range of employee wellbeing programmes, supporting staff networks and promoting work-life balance. It actively fosters workplace diversity, accommodating the needs of employees with disabilities and neuroatypical individuals. As part of its socially-beneficial activities, for seven years, the Bank has been a strategic partner of the Szlachetna Paczka (Noble Gift) initiative, supporting employees in charitable efforts. In 2024, this initiative provided Christmas aid to 157 families. The Bank was also awarded the Top Employer Poland certificate for the 11th time, confirming its adherence to the highest HR management standards. Furthermore, it received the Grand Prize in the Age category in the Polish Diversity Awards, a competition organised by the "My Company Polska" monthly.

In 2024, the Bank paid out dividend to its shareholders (50% of its 2023 profit), successfully delivering on one of the key objectives of the GOeyond Strategy.

Other significant developments in 2024 include:

- Entering into a synthetic securitisation transaction on the corporate loan portfolio totalling PLN 2,180 million (as at 31 December 2023) with the International Finance Corporation (IFC). The primary objective of the transaction was to free up capital, which the Bank will allocate to financing projects focused on climate change mitigation.
- Issuance of series M and series N shares as part of a conditional increase in share capital, leading to an adjustment in the registered capital of BNP Paribas Bank Polska S.A.

- Issuance of additional Tier 1 (AT1) instruments. The Bank issued capital bonds under Article 27a of the Bond Act of 15 January 2015 ("the Capital Bonds"), which on 28 November 2024 were acquired by BNP Paribas SA based in Paris. The issuance was conducted under the terms set out in the Supervisory Board resolution of 22 November 2024. The Capital Bonds do not include any rights of conversion into Bank shares and can only be redeemed through a temporary write-down. With the approval of the Polish Financial Supervision Authority (KNF) obtained on 31 December 2024, the Capital Bonds were classified as additional Tier 1 instruments.
- Activities related to implementation of the IT@Scale Strategy were recognised on the Polish and global market. In 2024, the New Technologies and Cybersecurity Area received a number of awards.
- The rating agency Sustainalytics recognised BNP Paribas Bank Polska S.A. as a leading institution in the ESG management area across Europe, awarding it the titles of Regional Top Rated and Industry Top Rated. The Bank also ranked among the best banks in this respect worldwide and maintained its position as the best bank in Poland in the ranking.
- The international financial magazines Global Finance and The Digital Banker recognised BNP Paribas Bank Polska as the Best Bank for Small and Medium Enterprises in Poland at the Best SME Bank Awards 2024 and the Best Bank for Medium-Sized Enterprises in Central Europe at the Global SME Banking Innovation Awards 2024.
- The BNP Paribas Foundation was awarded the title of "Benefactor of the Year" in the "Openness to Diversity" category for its commitment to the "Knowledge is Power" ("Wiedza do potęgi") tutoring and scholarship programme, which it has run in partnership with the Ocalenie Foundation for six years.

Assessment made by the Supervisory Board

The Supervisory Board has assessed the overall financial and economic position of BNP Paribas Bank Polska S.A. as stable. The Bank meets all requirements concerning operational security, capital adequacy, and liquidity, while ensuring the safety of customer funds. The Supervisory Board assesses the Bank's and the Group's financial performance in 2024 positively.

Assessment of adequacy and effectiveness of the risk management system with regard to material risks for the Bank.

The risk management system is an integrated set of principles, mechanisms and tools (including, without limitation, policies and procedures) relating to risk processes. Risk management is a part of the overall Bank management system. In addition to regulatory requirements, the Bank takes into account the specific nature, scale and complexity of business activities and the associated risk. Main objectives of the risk management system:

- ensuring the early detection and adequate management of all material risks associated with the business activity,
- supporting the implementation of the business strategy through effective control of the level of risk and its maintenance in line with the assumed risk appetite,
- a reflection of the approach towards the risk and risk culture adopted by the Bank,
- the measurement or estimation and monitoring of risks, including the safeguarding against possible losses through appropriate control mechanisms,
- risk mitigation by defining a system of limits and the rules to be followed if those limits are exceeded,

- defining the organizational structure adjusted to the level and profile of the risk assumed.

The risk management system functioning at the Bank is organized based on the three independent lines of defense (as in the case of the internal control system), used to define the roles and scopes of responsibilities in order to achieve an effective oversight and organization of risk management at the Bank.

The above set-up is outlined in the part of the Report pertaining to the internal control system.

The key role in the risk management system of the Bank is played by the Management Board, which determines the risk management strategy, risk appetite and adopts risk management policies, as well as defines the limits for material risks and risk control procedures. The risk management rules are laid down in the Risk Management Strategy at BNP Paribas Bank Polska S.A. defined by the Bank's Management Board and approved by the Supervisory Board.

The set-up of the risk management system at the Bank mainly takes account of the role of the Supervisory Board, Management Board, dedicated committees (including the Audit Committee and Risk Committee of the Supervisory Board, Assets and Liabilities Committee (ALCO), Risk Management Committee, Credit Committee, New Products, Activities and Organizations and Exceptional Transaction Validation Committee, Internal Control Coordination Committee), Risk Area, Compliance Line, Legal Line and selected units of Finance Area.

The risk management system is subject to regular review. The Bank's Management Board, through dedicated committees, receives regular and comprehensive information on the Bank's exposure to material risks, including i.a. credit risk, operational risk, liquidity risk and funding risk, as well as market and interest rate risks. Appropriate Committees, within the remit of their competences, define measures to be taken in case the Bank assumes an excessive risk.

The Risk Committee and the Supervisory Board received regular updates on material risks in the Bank's operations and assessment of the Bank's exposure to material risks, presented in reports prepared by the relevant units of the Bank's Head Office.

The identification of risks and detailed description of material risks are presented in the Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024).

The Supervisory Board assesses that the risk management system of the Bank fulfils the regulatory requirements, defined especially in the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the Risk Management and Internal Control Systems, and Remuneration Policy in Banks. The Bank has a coherent and transparent framework for monitoring and reporting of the risk level including for the predefined levels. The Supervisory Board is regularly provided with reports presenting the assessment of the identified risk level and periodic updates on efficiency of the measures taken by the Management Board of the Bank.

Moreover, the material risks are managed adequately, in accordance with the principles adopted by the Bank. The risk management at the Bank has a comprehensive and consolidated nature, suitably adapted to the scale of the Bank's operations.

Assessment of the internal control and compliance systems and the internal audit function.

The structure of the internal control system at the Bank complies with the requirements set forth in the Banking Law Act of 29 August 1997, the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the Risk Management System and the Internal Control System, and the Remuneration Policy of Banks, and Recommendation H of the PFSA. The internal control system is a component of the Bank's management system.

The purpose of the internal control system is to ensure effective and efficient operations of the Bank, reliability of its financial reporting, conformity to the risk management principles in effect at the Bank and compliance of the Bank's operations with the applicable laws, internal regulations and market standards. In pursuing those objectives, the Bank identifies detailed objectives and describes their link with significant processes at the Bank, as well as designs, implements and applies control mechanisms to attain them. The application of control mechanisms is documented and independently monitored, and their adequacy and effectiveness is tested and assessed by the internal audit unit.

The principles regarding the internal control set-up and execution are formulated in the "Internal Control Policy at BNP Paribas Bank Polska S.A.", approved by the Bank's Management Board. This document describes the main principles, organizational framework and standards for the functioning of the internal control environment at the Bank, in line with the regulatory requirements mentioned above. Detailed internal regulations covering the respective areas of the Bank's operations are aligned with the particular characteristics of the Bank's operations. The relevant organizational units of the Bank, in accordance with their individual remits, are responsible for developing detailed internal control regulations.

The Bank's internal control system, as well as the risk management system, are based on the model of three independent lines of defence:

- **the first line of defence** are the business units that are responsible for the risk management in the Bank's operational activities, including compliance with control mechanisms,
- **the second line of defence** consists of the organizational units of the Risk Area which are responsible for managing specific risks, including measuring, monitoring, controlling and reporting risks, independently of the first line, the Second Line of Defence Finance Bureau of the Finance Area, the Legal Line, the Custody Inspector of the Custody Services Department, the Regulations and Controls Team of the Brokerage House and the Compliance Line,
- **the third line of defence** consists of the operations of the Internal Audit Line, which carries out assessments of the adequacy and effectiveness of the risk management system and internal control system in the Bank's operations.

The internal control system is aligned with the specific nature of the Bank's business operations, the level of complexity of the processes functioning at the Bank, as well as the risk of irregularities. It also factors in the resources of the Bank. The Supervisory Board of the Bank performs an annual review of the adequacy and effectiveness of the internal control system in accordance with the adopted criteria.

The Supervisory Board concluded that the Management Board of the Bank was responsible for the operation of an adequate and effective internal control system, ensured its operational continuity, ensured compliance of the Bank's operations with the applicable laws and market standards, was responsible for efficient management of the compliance risk, as well as performed reviews of the Bank's procedures and ethical standards.

The Management Board implemented the necessary adjustments and improvements when there were changes to the level of risk to the Bank's operations, business environment factors, including legal and



regulatory requirements, and took the relevant actions to remedy irregularities identified by the internal control system.

Furthermore, the Management Board ensured alignment of the organizational framework with the level and profile of the risks assumed by the Bank that enabled effective performance of tasks. In addition, it defined the operating principles for the organizational units involved in the management of the Bank, and was responsible for the development, implementation and update of written policies, strategies and procedures in this respect. The Management Board also ensured the independence of the Internal Audit Line and Compliance Line.

The Supervisory Board oversees the implementation and ensuring of the operation of an adequate and effective internal control system at the Bank and reviews its adequacy and effectiveness on an annual basis, including the control function, the compliance unit and the internal audit unit.

The Supervisory Board makes its assessment based on developed and approved review criteria, taking into account opinions of the Audit Committee and information from the Management Board, findings and opinions of the statutory auditor and regulatory bodies, key insights from the parent entity and subsidiaries, as well as periodic and annual reports of the Internal Audit Line and Compliance Line.

As part of the assessment of the internal control system, the Supervisory Board concludes that:

1. The Internal Audit Line is responsible for assessing the adequacy and effectiveness of the management system, in particular the risk management system and internal control system, by performing audits included in the audit process defined by the Bank. The scope of the Internal Audit Line activities encompasses all activities of the Bank and all its organizational units, including activities of separate organizational units and subsidiaries. The Audit Committee and the Supervisory Board received regular updates on the progress with the 2024 Audit Plan. The Internal Audit Line monitors, on an ongoing basis, the situation at the Bank and any changes as may occur in its environment, and, where needed, makes the necessary adjustments to the Audit Plan, which are then approved by the Supervisory Board. The Internal Audit Line prepared written reports on completed audit assignments. In justified cases, it recommended taking measures to remedy the weaknesses identified in the risk management system and internal control system. In addition, the Internal Audit Line verified the implementation of the audit follow-up recommendations and made decisions to close out those recommendations after analysing the evidence of their implementation.
2. The Compliance Line provides support to the Management Board and the Supervisory Board with respect to the management of the following types of risk:
 - 1) compliance risk,
 - 2) money laundering and sanction violation risk.

Responsibilities of the Compliance Line include: identification, assessment, control and monitoring of the risk of non-compliance of the Bank's operations with the law, internal regulations and market standards adopted by the Bank, including in respect of activities described in Article 70 para. 2 of the Act on Trading in Financial Instruments. Additionally, the Compliance Line, as part of its control function, ensures compliance in certain areas of the Bank's operations (e.g., financial security, customer protection, professional ethics, and market conduct). It also carries out independent testing of the adequacy and effectiveness of first-line defence, specifically horizontal testing of controls that ensure the Bank's adherence to legal requirements, internal regulations, and market standards. The identification of the compliance risk relies, among others, on the analysis of changes in the regulatory environment of the

Bank, assessment of key compliance risk factors, findings of the competent supervisory authorities and internal audit, monitoring results for key control mechanisms, results of the application of the compliance risk control mechanisms, such as the assessment of internal regulations, new products and banking services. The assessment of the compliance risk is comprehensive, performed for all processes at the Bank, and documented as a risk map. Outcomes of the Compliance Line activities, including information on results of monitoring of the Bank's compliance risk level and profile, are submitted to the Management Board of the Bank, Audit Committee and the Supervisory Board as reports on the activities of the Line.

3. A vital organisational component of the Bank's internal control system is the Operational Risk, Internal Control and Fraud Prevention Line, responsible for the identification, assessment, monitoring and reporting of the operational risk, for taking actions to prevent frauds against the Bank, and for monitoring the internal control environment through the supervision and coordination of the Bank's horizontal and vertical testing process. The Operational Risk, Internal Control and Fraud Prevention Line prepares quarterly summary reports on control plans and execution, and results of horizontal and vertical testing at the Bank's organizational units (network and Head Office units). The reports are submitted to the Management Board of the Bank.

The Operational Risk, Internal Control and Fraud Prevention Line annually reports on vertical testing of key control mechanisms, and on the progress status of remedial and disciplinary measures covering the identified significant and critical irregularities.

The Operational Risk, Internal Control and Fraud Prevention Line supports the Management Board and the Supervisory Board in identifying and assessing the following types of risk, in particular:

- 1) operational risk,
- 2) fraud risk,
- 3) personal data risk.

4. Within the internal control system, an important role is also played by the structure of independent, organisationally separate operational control functions. As part of the first line of defence, this structure is responsible for coordinating and regularly conducting horizontal testing in the Bank in areas critical from the perspective of identified risks.

The Supervisory Board positively assesses the organisation of the Bank's internal control system, which is structured around three lines of defence and operates in accordance with applicable laws and prudential recommendations, particularly Recommendation H of the Polish Financial Supervision Authority.

Based on the established criteria, the Supervisory Board has found the adequacy and effectiveness of the internal control system (including the control function, compliance function, and internal audit function) to be generally satisfactory. While certain gaps were identified, they do not threaten the Bank's stability and the achievement of the control system objectives is ensured to a generally satisfactory degree. All identified gaps were subject to relevant action plans, with their implementation status regularly reported to the Audit Committee. With respect to material deficiencies identified by the internal control system, the Audit Committee monitored the implementation of action plans.

Furthermore, the Supervisory Board positively assesses the Management Board's oversight of the implementation of internal audit recommendations and regulatory recommendations, as well as the



Management Board's commitment to improving the Bank's operations based on the findings from the Supervisory Review and Evaluation Process carried out by the PFSA.

The Supervisory Board recognises the need for the Bank's Management Board to continue efforts to enhance and strengthen process owners' awareness of the importance of maintaining an adequate and effective internal control system. This includes the necessity of a proactive approach to risk management and internal control within the Bank's processes.

The Supervisory Board also emphasises the importance of the Management Board's ongoing focus on improving processes related to data quality assurance, the sale of the Bank's products and services, and the management of ICT environment and digital resilience.

Based on established criteria, the Supervisory Board assesses the effectiveness of the Compliance Line in 2024 as generally satisfactory.

In addition, the Supervisory Board asserts that the effectiveness of the management of the risk of non-compliance of the Bank's operations with legal regulations, internal regulations and market standards by the Management Board of the Bank is generally satisfactory.

Furthermore, the Supervisory Board assesses the adequacy and efficiency of the internal audit function as satisfactory. The Supervisory Board emphasised that the Internal Audit Line completed all audits planned for 2024 and achieved the assumed Key Performance Indicators (KPI) targets.

The Supervisory Board concludes that the adequacy of the Compliance Line and Internal Audit Line in 2024 was satisfactory. The Compliance Line and the Internal Audit Line have appropriate resources, expertise and experience necessary to perform their tasks and the mechanisms ensuring the independence of those functions operated efficiently and were not breached.

6.3. ASSESSMENT OF THE COOPERATION WITH THE MANAGEMENT BOARD OF THE BANK, EXECUTION OF DISCLOSURE OBLIGATIONS TOWARDS THE SUPERVISORY BOARD AND INFORMATION ON REMUNERATION OF THE INDEPENDENT ADVISOR IN 2024

The Supervisory Board positively assessed the cooperation with the Management Board, stressing the reliability, quality and timeliness of the information provided by the Management Board, as well as high quality of their content. Furthermore, the Supervisory Board recognised the active participation of the Management Board during the Supervisory Board meetings (presentation of motions submitted to the Supervisory Board and provision of relevant clarifications).

In the Supervisory Board's opinion, the Management Board has duly fulfilled its obligations under Article 380¹ of the Code of Commercial Companies and Partnerships.

The Supervisory Board notes that the comprehensive and detailed information provided by the Bank's Management Board eliminated the need for additional analyses, reports, or clarifications under Article 382 § 4 of the Code of Commercial Companies and Partnerships.

Similarly, there was no identified need to engage an advisor, selected by the Supervisory Board based on the authorisation under Article 382¹ of Code of Commercial Companies and Partnerships. As a result, no remuneration was paid on that account in 2024.

6.4. ASSESSMENT OF THE ADEQUACY AND EFFECTIVENESS OF INTERNAL GOVERNANCE, TOGETHER WITH THE ASSESSMENT OF COMPLIANCE WITH THE PRINCIPLES OF CORPORATE GOVERNANCE AND FULFILMENT OF DISCLOSURE OBLIGATIONS

Acting on the basis of Recommendation Z of the Polish Financial Supervision Authority, the Supervisory Board assessed the adequacy and effectiveness of the internal governance arrangements in place at BNP Paribas Bank Polska S.A. The assessment was informed, amongst others, by:

- motions and information presented to the Supervisory Board or its committees by the Bank's Management Board,
- the results of the Supervisory Board's assessment of the internal control system, the risk management system and compliance with the principles of corporate governance and other market standards applied at the Bank,
- the Management Board's assessment of compliance with ethics and standards of conduct at BNP Paribas Bank Polska S.A.,
- Self-assessment by the Management Board of BNP Paribas Bank Polska S.A. regarding adequacy of internal regulations as they apply to the operation and effectiveness of the Management Board,
- Self-assessment by the Supervisory Board of BNP Paribas Bank Polska S.A. regarding adequacy of internal regulations as they apply to the operation and effectiveness of the Supervisory Board.

The Supervisory Board confirms that the Bank has in place legally compliant, transparent and effective internal governance arrangements that are set out in the Articles of Association and the hierarchical system of internal regulations. Internal regulations are complete, i.e. they regulate all legally required issues and are up-to-date, issued in accordance with applicable laws and the Bank's Internal Legislation Methodology. The regulations are subject to periodic reviews whose purpose is to identify the necessity for update in line with amendments to the law, changes in the regulatory environment or Group standards, or for adjustment in line with current needs related to the operation of the Bank.

The regulations adopted at the Bank are comprehensive, up-to-date and adequate. They enable the Management Board and Supervisory Board to operate effectively and efficiently.

Internal governance at the Bank consists of:

- bank management system,
- bank organisation,
- principles of operation, powers, duties and responsibilities, as well as mutual relations between the Supervisory Board, the Management Board and key function holders at the Bank.

The Bank's organisation is transparent and well-structured, reflecting the Bank's size and risk profile, and the nature and scale of its operations, and it ensures the achievement of business objectives set and appropriate response to changing external conditions or sudden and unexpected occurrences, including the ability to continue current business operations. It also enables effective flow and protection of information, as well as effective fulfilment of tasks by the Management Board of the Bank and the Supervisory Board.

The Bank's organisational structure is presented in the Organisational Regulations of BNP Paribas Bank Polska S.A. and the Organisational Regulations of the Head Office of BNP Paribas Bank Polska S.A.

The Supervisory Board of BNP Paribas Bank Polska S.A. exercises ongoing supervision over all areas of operation of BNP Paribas Bank Polska S.A., also bearing in mind the role of the Bank as a parent company in relation to its subsidiaries. The powers of the Supervisory Board are set forth in the Banking Law, the Code of Partnerships and Commercial Companies, as well as other provisions of the law and the Bank's Articles of Association. The Supervisory Board acts pursuant to the By-laws passed by the Board itself. The composition

of the Bank's Supervisory Board and its committees is adequate in terms of the number of members and their conformity with the suitability criteria, both individually and as a whole body, which contributes to the effective exercise of ongoing supervision by the Supervisory Board.

The Management Board of the Bank manages the Bank's activities, including deciding how to perform tasks, controlling and supervising the process of their performance and analysing the outcomes. The scope of the Management Board's activities includes matters that do not fall within the competence of other statutory bodies of the Bank in accordance with the law or the Bank's Articles of Association. The division of Management Board tasks and responsibilities is governed by the internal regulation: Internal Division of Competence in the Management Board of BNP Paribas Bank Polska S.A.

The composition of the Bank's Management Board is adequate in terms of the number of members and their conformity with the suitability criteria, both individually and as a whole body, which contributes to the effective management of the Bank. Members of the Supervisory Board and the Management Board and key function holders at the Bank meet the condition of suitability, i.e. they have the knowledge, skills and experience necessary to perform their functions or fulfil their responsibilities, and ensure that those responsibilities are properly fulfilled.

The organisational structure of the Bank covers and reflects the entire scope of operation of the Bank and clearly identifies each key function with respect to both the division of tasks, powers, duties and responsibilities among the members of the Management Board of the Bank and the division of tasks, powers, duties and responsibilities among the organisational units, functions and positions. The risk of vacancies among the members of the Management Board and among persons responsible for carrying out critical tasks is mitigated (the Policy on the Appointment and Dismissal of Members of the Management Board and the Succession Planning Policy).

The process of organisational changes is described in the Rules of Procedure for Organisational Changes at BNP Paribas Bank Polska S.A. The organisational change solutions put in place at the Bank are driven by the Bank's strategy and serve as an important tool for achieving both business and financial goals, as well as other important objectives of the Bank's activity. Specifically, organisational changes reflecting the simplification of the management structure enable increased sales potential, improved information flow, stronger and more consistent management of processes and their quality, as well as increasing employee engagement and development opportunities.

The Principles of Corporate Governance at companies where BNP Paribas Bank is a shareholder or member are in place at the Bank to ensure an effective supervision of the Bank's subsidiaries and affiliates.

The relationship between the Bank's Management Board and Supervisory Board is sound and the tasks of the Supervisory Board and Management Board are mutually coordinated to ensure that both bodies operate effectively in carrying out the Bank's strategy and the risk management strategy. The Management Board provides the Supervisory Board with all information, documents, reports or explanations regarding the Bank's operations and assets, as well as reports and clarifications regarding the Bank's subsidiaries and affiliates.

The Bank has in place the "Remuneration Policy for Persons Having a Material Impact on the Risk Profile of BNP Paribas Bank Polska S.A." and the "Regulations on the Allocation and Payment of Variable Remuneration Components to Members of the Management Board of BNP Paribas Bank Polska S.A." The remuneration arrangements set out in these documents ensure the application of transparent and objective principles of employment and remuneration and are conducive to prudent and stable management of the Bank.

The Bank has adopted the Code of Conduct of the BNP Paribas Group. It introduces the principles of ethics that define the norms and ethical standards of conduct for members of the Bank's bodies and employees, culture and respect for co-workers, as well as other persons through whom the Bank conducts its business. The policies adopted by the Bank reflect zero tolerance for dishonest or non-compliant behaviour and apply to all Bank employees. In addition, the Bank's regulations and procedures enable employees and other



persons to report potential or actual violations, ensuring proper protection for whistleblowers and enabling the eradication of bad practices or improvement of the Bank's processes. An Ethics and Conduct Standards Committee has been established at the Bank and the Bank's Management Board carries out periodic assessments of compliance with ethics and standards of conduct, and reports the findings to the Supervisory Board. It is the view of the Supervisory Board that adherence to the principles of ethics and standards of conduct at BNP Paribas Bank Polska S.A. is generally satisfactory.

The Bank has regulations in place to manage conflicts of interest and anti-corruption issues, which are in line with the applicable laws (domestic and EU) and regulations of the Polish Financial Supervision Authority and the European Banking Authority.

The disclosure regulations adopted by the Bank ensure that disclosures are up-to-date, reliable, useful and consistent over time, and that the information is given in an understandable and transparent manner.

The risk management system in place at the Bank, its organisation, powers and responsibilities, as well as the mutual relations between the Management Board and the Supervisory Board, provide a guarantee of effective and prudent management both at the Bank's and the Group's level; in particular, this ensures the reliability of financial reporting, adherence to the Bank's risk management principles and compliance of the Bank's operations with the applicable laws, internal regulations and market standards. The risk management system in place at the Bank fully addresses the nature of the Bank's risk exposure and encompasses all material risks.

The Bank has implemented an Outsourcing Policy which sets out the rules applicable to BNP Paribas Bank Polska S.A. as regards entrusting other entities, including entities of the group of which the Bank is a member, with the performance of banking intermediation services, factual acts related to banking operations and acts related to participation in trading in financial instruments. The Policy complies with the law and the guidelines of the Polish Financial Supervision Authority and the European Banking Authority.

As far as the implementation of new products is concerned, the Bank operates pursuant to the Rules of Acceptance of New Products, Services, and Business, and Exceptional Transactions at BNP Paribas Bank Polska S.A. These rules set out:

- the manner and procedure of acceptance of new products, services and business and exceptional transactions at BNP Paribas Bank Polska S.A., taking into account the applicable rules in place at the BNP Paribas Group, the law in force in Poland, the rules of corporate social responsibility, sustainable development and personal data protection,
- the course of the various processes that must be carried out in order to gain approval for and launch a new product, service or business in the Bank's offer or to introduce significant changes regarding existing products or services,
- requirements to be fulfilled and the roles and responsibilities of the various participants in the approval process for exceptional transactions.

The Supervisory Board positively evaluates the internal governance arrangements implemented at the Bank.

6.4.1 ASSESSMENT OF THE BANK'S COMPLIANCE WITH THE PRINCIPLES OF CORPORATE GOVERNANCE FOR THE SUPERVISED INSTITUTIONS OF 22 JULY 2014 ISSUED BY THE FINANCIAL SUPERVISION AUTHORITY

The Bank abides by the "Corporate Governance Principles for Supervised Institutions" ("the Principles") issued by the Polish Financial Supervision Authority on 22 July 2014. The document outlines internal and external

relations of supervised institutions, including relations with shareholders and Customers, their organisation, operation of internal control, key systems and internal functions, as well as statutory bodies and rules of their collaboration.

The "Corporate Governance Principles for Supervised Institutions", issued by the PFSA on 22 July 2014, were adopted by the Bank's Management Board and Supervisory Board in December 2014, and the General Meeting in February 2015.

The Bank's position regarding the application of the "Corporate Governance Principles for Supervised Institutions" was updated in 2022 and expressed in the Resolution of the Bank's Management Board dated 17 February 2022, and later confirmed by the Supervisory Board on 02 March 2022 and adopted by the General Meeting on 27 June 2022. It is posted on the Bank's website: <https://www.bnpparibas.pl/relacje-inwestorskie/lad-korporacyjny/zasady-ladu-korporacyjnego-knf>.

BNP Paribas Bank Polska S.A. represents that it has adopted and follows all the "Corporate Governance Principles for Supervised Institutions", issued by the Polish Financial Supervision Authority.

Pursuant to § 27 of the Principles, the adherence to "Corporate Governance Principles for Supervised Institutions" is subject to an annual review and assessment of the Supervisory Board, and the assessment result is included in this Report and made available on the Bank's website.

The Supervisory Board concludes that in the period covered by the report it has not identified any breaches of the "Corporate Governance Principles for Supervised Institutions" adhered to by the Bank; therefore, it confirms that the Bank and its bodies complied in 2024 with all the "Corporate Governance Principles for Supervised Institutions".

6.4.2 ASSESSMENT OF THE BANK'S COMPLIANCE WITH THE DISCLOSURE OBLIGATIONS CONCERNING COMPLIANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES SPECIFIED IN THE BEST PRACTICE OF COMPANIES LISTED ON WARSAW STOCK EXCHANGE 2021

Since 1 July 2021, the Bank has been subject to corporate governance principles laid down in the "Best Practice of WSE Listed Companies 2021" which were enacted pursuant to Resolution No. 13/1834/2021 passed on 29 March 2021 by the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. The Bank's Management Board adopted the principles of corporate governance set out in the "Best Practice of WSE Listed Companies 2021" by way of Resolution 49/BZ/42/2021 of 30 July 2021.

Pursuant to §29(3) of the Rules of Giełda Papierów Wartościowych w Warszawie S.A.; and in keeping with the rules set out in the relevant resolutions of the WSE Management Board, the Bank is required to provide the Warsaw Stock Exchange, via the Electronic Information Base (EIB), with reports on the application of the corporate governance principles and the Bank submits such a report. In 2024, the Bank released two such reports, according to the changes made to the Bank's bodies, a report on full (100%) compliance with the Best Practice of WSE Listed Companies 2021 and a report summing up the application of the principles in 2023.

The Bank carries out an annual review of the status of the application of the "Best Practice of WSE Listed Companies" and submits an update to the Supervisory Board to that effect (the information concerning 2024 was presented to the Supervisory Board during a meeting on 12 March 2025). Furthermore, as a listed company, the Bank is required to include a statement on the application of the corporate governance principles in its annual report, as per § 70(6)(5) of the Minister of Finance Regulation of 29 March 2018 on current and periodic information (...). The said statement includes an assessment of the application of the "set of corporate governance principles to which the issuer is subject" (PFSA principles) and the "set of corporate governance principles that the issuer chose to apply voluntarily" (Best Practice of WSE Listed Companies 2021). Being a part of the annual report, the statement is published on the Bank's website,

together with more detailed information on the application of both sets of corporate governance principles:

<https://www.bnpparibas.pl/relacje-inwestorskie/lad-korporacyjny>.

Following the publication of the Annual Report, the Bank also publishes a report on the application of “Best Practice of WSE Listed Companies 2021” via the EIB system. All reports and historical information are posted on the Bank’s website at: <https://www.bnpparibas.pl/relacje-inwestorskie/lad-korporacyjny/dobre-praktyki-spolek-notowanych-na-gpw> .

During the reporting period, the Bank did not identify any breaches of the adopted Best Practice principles.

In implementing the Best Practice for WSE Listed Companies 2021, the Bank utilises multiple communication channels. The primary communication tool is the Bank’s website, specifically its investor relations section: <https://www.bnpparibas.pl/relacje-inwestorskie> (English version: <https://www.bnpparibas.pl/investor-relations>). Other key channels used for communication with analysts and investors include investor conferences (held, among others, following the publication of quarterly financial results and on specific topics), participation in capital market conferences, as well as one-on-one meetings and teleconferences.

One of the most important goals enshrined in the information policy is to ensure equal access to information. When decisions are made by the General Meeting, appropriate access to information is provided not only through the above tools but also via the publication of current reports and relevant documents on the Bank’s website. This includes draft resolutions and supporting materials for the General Meeting, particularly those not previously disclosed to the public (such as justifications for draft resolutions).

In the opinion of the Supervisory Board, the Bank Management Board duly fulfilled the disclosure duties arising from the principles set out in the “Best Practice for WSE Listed Companies 2021”, the duties arising from the WSE Rules and from regulations concerning the performance of disclosure duties by publicly listed companies.

6.5. ASSESSMENT OF THE RATIONALITY OF SPONSORSHIP, PHILANTHROPIC AND CSR ACTIVITY PURSUED BY THE COMPANY TOGETHER WITH ASSESSMENT OF THE ELIGIBILITY OF THE EXPENSES INCURRED FOR THIS PURPOSE

The Supervisory Board assessed the activities carried out in 2024 in the area of corporate social responsibility (CSR) and sustainable growth, which include sponsorship, charitable and socially-beneficial activities. Each of those activities derives from the decision made by the Bank Management Board, supported by an analysis of benefits for the Bank and its stakeholders; it is in accordance with the standards of corporate social responsibility (CSR) and sustainable growth, and accounts not only for the Bank’s economic impact on its surroundings but also the environmental, social and governance (ESG) factors. That way the Bank ensures that its actions are credible, stable and transparent for all stakeholders.

In 2024, the Bank undertook targeted and effective actions in the area of CSR and sustainable growth, including charitable acts and sponsorship activities. The actions undertaken by the Bank illustrated its commitments: “The BNP Paribas brand is permanently tied with care about the environment and matters that are important to society” and “A Bank that is involved in the lives of local communities” under the “Positive” pillar as part of the Bank’s GOeyond Strategy for the year 2022-2025, as adopted in 2022.



Sponsorship actions

The purpose of the sponsorship policy of the Bank is to build the brand and reinforce the brand awareness among the audiences. By pursuing the sponsorship policy, the Bank creates its positive image. The direction of sponsorship activities is set by the global sponsorship strategy of BNP Paribas Group. As part of that strategy, the Bank promotes tennis and culture, particularly cinema. The Bank sponsors tennis events in Poland, film festivals, cultural and business events. The activities are coordinated by the the Brand Strategy and Activation Department operating within the Communication, Marketing, Customer Experience and Engagement Line.

Key figures to illustrate sponsorship activities carried out in 2024:

- more than PLN 6.5 million spent on sponsorship activities,
- sponsorship provided for 8 film events (as name partner of four events): BNP Paribas Green Film Festival, BNP Paribas Summer Cinema, Mastercard OFF Camera (strategic partner), BNP Paribas Two Riversides Film and Art Festival, BNP Paribas Warsaw SerialCon, All Inclusive Film Festival, UKRAINE! 9. Film Festival, 9 Hills Festival.
- partner of three international business events in Poland.

Table 5. Sponsorship spending at Bank in 2024:

Film events	PLN 4,781,000
Tennis events	PLN 1,147,000
Other sponsorship activities	PLN 642,000

Social and charitable activities

The Bank develops its social, charitable and philanthropic activities wherever it can make an actual positive difference. Preventing social exclusion, supporting diversity and financial education are given priority. The activities were coordinated by the Brand Strategy and Activation Department and BNP Paribas Foundation, which carries out actions to combat inequalities, including foundation's own and twinning scholarship programmes, is involved in environmental charitable activities and facilitates voluntary activity for employees.

The most important social and charitable activities in 2024:

- engagement by employees of the Bank and BNP Paribas Group companies in various initiatives for society and the environment, including: the employee volunteering programme called "Możesz na mnie polegać" ("You Can Count on Me"),
- involvement of the employees of the Bank and BNP Paribas Group companies (2,740 volunteers) in the annual voluntary activity called "Szlachetna Paczka" (Noble Box),
- engagement of 169 Local Bank Ambassadors for local communities,
- involvement of the employees of the Bank and BNP Paribas Group companies in "Dobre Kilometry" (Good Kilometres) campaign that supports social organisations,
- 408 employees participated in the individual philanthropy programme called "Wspieram cały rok" (I support all year long),

- a scholarship and development programme called “Klasa” (“Class”) which supports the eighth grade students who want to continue education in good secondary schools in larger cities and for whom such opportunity would be impossible without financial support,
- a tutoring and scholarship programme “Wiedza do potęgi” (“Knowledge to the Power”) which helps young refugees and immigrants to find their way in the Polish education system,
- the 'Dream Up' programme, which supports the development of social-emotional competences and self-esteem in disadvantaged children and youth through arts education,
- environmental philanthropy, or acting for the climate by protecting and restoring key ecosystems, and by educating people on these topics.

Charitable donations

The expenditures from the donations budget are made to support growth and civic activity, improve the quality of life in local communities, take actions to reduce inequalities, support social engagement of employees as part of the Local Grant Programme (among others), reinforce the activities of the Bank Local Ambassadors, and promote responsibility in the area of healthcare and environment protection. Support for selected non-governmental organisations or institutions is aimed to increase the effectiveness of their socially useful activities.

Table 6. Charitable donations given by Bank to non-governmental organisations in 2024

Beneficiaries of charitable donations in 2024	Amount
BNP Paribas Foundation	PLN 3,700,000
Beneficiaries of Local Grants Programme	PLN 300,000
Organisation supporting social integration and diversity	PLN 1,079,000
Organisations supporting education and culture	PLN 1,159,000
Trade unions	PLN 50,000
Strategic Partnership with the Noble Box Project	PLN 670,000
Organisations promoting environment protection	PLN 574,000

Measurable effects of the social, charitable and sponsorship activities

Social, charitable and sponsorship activities translate into the quality of life of the beneficiaries and also into the Bank’s image as a reliable partner.

Table 7. Beneficiaries of the social programmes of the Bank and BNP Paribas Foundation in 2024:

Beneficiaries of the social programmes of the Bank and BNP Paribas Foundation in 2022	2024
Beneficiaries of initiatives implemented as part of the “Volunteering Projects Competition”	4,732 participants
Families that received packages from our employees volunteering as part of the Noble Box Project	157 families

Students from smaller towns taking part in the "Class" scholarship programme in school year 2023-2024	72 students
since the beginning of the program	897 students
Young refugees in Poland who received scholarships and support as part of the "Knowledge to the Power" partnership programme with the Ocalenie Foundation in school year 2023-2024	100 students
since the beginning of the program	200 students
Participants of classes as part of the BAKCYL – Bankers for the Financial Education of Youth Programme	216 students
Participants of the 3rd edition of the "Dream Up" Programme	47 children
Participants of "Meetings with Music"	474,742 students

According to an independent study conducted by Ipsos Sp. z o.o. in 2024, the Bank successfully halted the strong downward trend in brand and image indicators that had resulted from significant marketing budget reductions in 2023. In 2024, BNP Paribas Bank Polska is increasingly recognised as a sponsor of cinema.

Table 8. Image of the Bank in 2024 vs 2023:

Bank BNP Paribas image	2023	2024
A bank that is trustworthy	19	17
A bank that notices and responds to changes around us	19	18
I like that bank	14	14
It sponsors cinema	13	16
It sponsors tennis	26	27
It accounts for environmental and social aspects in its operations	21	19
It is fair and its activities are transparent to clients	16	15
A bank that cares about financial education	11	11

Sample size in the table: N= 3,853 interviews for 2023, N= 3,747 interviews for 2024.

Detailed information on our sponsorship, charitable and CSR activities is available to the public in the following publications:

- 1) Report of the Management Board on Activities of the BNP Paribas Bank Polska S.A. Group in 2024 (including the Report of the Management Board on Activities of BNP Paribas Bank Polska S.A. in 2024 and BNP Paribas Bank Polska S.A. Group Sustainability Report in 2024) that constitutes the Integrated Annual Group Report for 2024. The Report describes the organization's approach to the climate changes, as recommended by the Task Force on Climate-related Financial Disclosures, or TCFD. The publication lists actions undertaken by BNP Paribas Bank Polska S.A. to support the implementation of the 17 Sustainable Development Goals adopted by the United Nations. The document has been

verified externally and is disclosed to the public as an integral part of the Integrated Annual Report of the Group for 2024. The Integrated Annual Report of the BNP Paribas Bank Polska S.A. Group for 2024 will be published online in April 2025 and will be promoted to the internal and external audiences.

- 2) Annual Factual and Financial Report on the Activity of BNP Paribas Foundation presents the Bank's charitable activity, in accordance with the rules of reporting for public benefit organizations which arise from the Justice Minister Regulation of 8 May 2001 on Framework Scope of Report on Foundation Activities (Journal of Laws No. 50 of 8 May 2001, item 529).

The Supervisory Board's evaluation of the Bank's sponsorship, charitable and social policy pursued in 2024 is positive. The Bank's activity supports, in a rational manner, the implementation of the business mission and the GObeyond Business Strategy for 2022-2025, and most significantly the undertakings: "The BNP Paribas brand is permanently tied with care about the environment and matters that are important to the society" and "A Bank that is involved in the lives of local communities" under the "Positive" Pillar, and it accounts for the needs of the company's stakeholders – Clients, employees, local communities, business partners, and professional organisations.

The Supervisory Board is of the view that the Bank's sponsorship and charitable policy was pursued in a prudent and effective manner. All initiatives were well-thought-out and consistent. Such activities helped build and reinforce the positive image of the Bank as a socially responsible corporate citizen.

6.6. ASSESSMENT OF THE IMPLEMENTATION OF THE DIVERSITY POLICY WITH RESPECT TO THE MANAGEMENT BOARD AND SUPERVISORY BOARD AS REGARDS ENSURING VERSATILITY AND DIVERSITY OF SUCH BODIES, INCLUDING WITH RESPECT TO GENDER, EDUCATION, AGE AND PROFESSIONAL EXPERIENCE

The Bank has a diversity policy which forms a formal part of the Policy for Suitability Assessment of the Supervisory Board Members and Policy for Suitability Assessment of the Management Board Members and Key Function Holders at BNP Paribas Bank Polska S.A.

The application of criteria ensuring diversity in the governing bodies of the Bank is a legally binding requirement arising from the specific legal regulations and the European Banking Authority (EBA) Guidelines binding on banks. The Bank is an entity regulated and supervised by the Polish Financial Supervision Authority. The correctness and the quality of the diversity policy application is monitored, among other things, as part of individual and collective suitability assessments verification by the Polish Financial Supervision Authority. When selecting members for the Company's governing bodies and key function holders, the Bank accounts for the following criteria, among other things: reputation, integrity and ethical behaviour, devoting sufficient time to performing their duties, lack of conflict of interest, independent judgement, knowledge, skills and experience of candidates.

In its suitability assessment policy, the Bank ensured that diversity is promoted on the Management Board and Supervisory Board, from the moment a diversified pool of candidates is built, in order to reach a broad scope of attributes and competences of the Management Board Members and Supervisory Board, obtain different points of view and experience, and enable the Company's governing bodies to give independent opinions and make reasonable decisions.

The Bank warrants diversity in that it accounts for criteria, such as: gender, education and professional experience, specialist know-how, age and geographical provenance, in the processes of appointment and suitability assessment. The Bank attaches great weight to actual implementation of diversity, also by way of ensuring an adequate share of women on the Bank's governing bodies. As at 31 December 2024, the share of women on the Supervisory Board was 45%, whereas the share of female members on the Bank Management Board was 37.5%.

Diversification in terms of age and length of service at the Bank as at 31 December 2024

Age	< 30 years.	30-50 years	>50 years	Total
Supervisory Board	0	2	9	11
Management Board	0	2	6	8
Total	0	4	15	19

Length of service at the	<5	5-10	10-15	15-20	20-25	>25	Total
Supervisory Board	8	2	1	0	0	0	11
Management Board	2	4	1	0	1	0	8
Total	10	6	2	0	1	0	19

Adherence to the principle of diversity is monitored not only at the level of the Bank's governing bodies but also at the managerial level. At Senior Management Positions, the share of women is 38%.

As regards the selection of the Management Board and Supervisory Board members in terms of education background and experience, the Bank followed the rules arising from Article 22aa of the Banking Law Act, the provisions of Recommendation Z and the Bank's Articles of Association.

The Supervisory Board has a positive opinion on the best practices applied by the Bank in regard to the diversity policy towards all Bank employees' regardless of their position, with special focus on the suitability of the governing bodies of the Bank and its key managers.

Summary

As assessed by the Supervisory Board, 2024 was a year of mindful decisions. The Bank achieved positive results, every quarter saw an increase in NBI, high return on equity (ROE) and a constantly improving cost control. In addition, in 2024 the Bank paid a dividend (50% of profit for 2023) for the first time in history, thanks to which one of the goals of the GOBeyond Strategy was accomplished. The Bank is consistently resilient to adversities in the business environment, has an increasing number of Clients and a growing loan portfolio. It has a wide choice of credit, investment and transactional products for every type of Customer. Effectiveness at the Bank has consistently been improving, risk management and cost of risk remain consistently at the forefront of the sector, and liquidity buffers are at safe levels. The Bank continues its digital transformation, both internally and at the Customer level, particularly in the retail sector. It has a

strong position in the area of sustainable financing (it is present in the most important investment projects in the country), stays committed to innovation and consistently carries out the GOeyond strategy. The Supervisory Board especially appreciates the fact that the Bank is an organisation that puts stress on the promotion of its values and is socially committed to initiatives that bring important and significant changes to the social environment in which we live. ESG reporting of the Bank may be a benchmark for others.

Based on the assessment, the Supervisory Board concludes that the situation of BNP Paribas Bank Polska S.A. is stable. The responsible attitude and commitment of the entire employee team, as well as very good cooperation with the Management Board, based on an effective and transparent flow of information, are other achievements worthy of notice.

