



BNP PARIBAS

**RESOLUTION No. 3
of the Nomination Committee of BNP Paribas Bank Polska S.A.
dated 5 December 2022**

on conducting of collective adequacy assessment of the Supervisory Board of BNP Paribas Bank Polska S.A.

acting on the basis of § 5 sec. 2 item 15) of the By-Laws of the Nomination Committee in connection with from point 5.1. sec. 5 lit. a) Policy on the assessment of suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. it is resolved as follows:

§ 1

1. In relation to information about Mr. Stefaan Decraene's resignation from the function of a member of the Supervisory Board as at 31 December 2022 the Nomination Committee has conducted an additional collective adequacy assessment of the members of the Supervisory Board and concluded that the assessment result is positive.
2. Summary results of collective suitability assessment constitutes appendix to this resolution.

§ 2

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

Summary results of collective suitability assessment of the Supervisory Board

With regard to information about Mr. Stefaan Decraene's resignation from the function of a member of the Supervisory Board of BNP Paribas Bank Polska S.A., the Nomination Committee has performed an additional collective adequacy assessment of the Bank's Supervisory Board Members (as an entire body acting in a new composition) – in line with the current Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. – during the meeting held on 5 December 2022.

I. Actions undertaken for the purpose of the additional collective suitability assessment:

- 1) Analysis of documentation already collected for the purpose of individual suitability assessment of the members of the Supervisory Board, i.e.:
 - a) CVs,
 - b) Self-assessment questionnaires,
 - c) Obligatory Representations (self-declarations):
 - i. on compliance with suitability requirements,
 - ii. on individual financial situation and property value,
 - iii. on no tax arrears.
- 2) Verification of reputation, honesty and ethics as well as potential conflicts of interest or reported irregularities in the past conduct of Mr Stefaan Decraene and the remaining members of the Supervisory Board by way of using available sanction lists.

II. Summary results of the secondary suitability assessment:

- 1) Analysis of the collected documents as well as verification of the sanction lists conducted by the Nomination Committee has confirmed that the Supervisory Board of BNP Paribas Bank S.A., to be composed of:
 - 1) Lucyna Stańczak-Wuczyńska – Chairperson of the Supervisory Board;
 - 2) Francois Benaroya – Vice-Chairperson of the Supervisory Board;
 - 3) Magdalena Dzięguć – Member of the Supervisory Board;
 - 4) Jarosław Bauc – Member of the Supervisory Board;
 - 5) Jean-Paul Sabet – Vice-Chairperson of the Supervisory Board;
 - 6) Mariusz Warych – Member of the Supervisory Board;
 - 7) Vincent Metz – Member of the Supervisory Board;
 - 8) Piotr Mietkowski – Member of the Supervisory Board;
 - 9) Małgorzata Chruściak – Member of the Supervisory Board;
 - 10) Geraldine Conti – Member of the Supervisory Board;
 - 11) Khatleen Pauwels – Member of the Supervisory Board.

as at the effective date of Mr. Stefaan Decraene's resignation, still meets the criteria of collective adequacy assessment of the members of the Supervisory Board as an entire body, regarding:

- 1) knowledge, skills and abilities, and professional experience,
- 2) reputation, integrity and ethics,
- 3) conflict of interests,
- 4) contribution of the time necessary to sufficiently perform position-related tasks,

5) independence of judgement.

- 2) The Nomination Committee has concluded that the individual competencies of each particular member of the Bank's Supervisory Board, as identified in this summary, complement the competencies of other members in such a way that allows them for exercising proper level of collective supervision over all areas of the Bank's activities, and providing ability to effectively challenge and monitor decisions made by the Bank's Management Board and that the Bank's Supervisory Board as an entire body has the appropriate level of expertise, skills and experience to understand the measures taken by the Bank including those relating to the significant risks for the Bank.
- 3) The Nomination Committee concluded that the composition of the Supervisory Board ensures a proper level of diversity The participation of women in the Supervisory Board (as at the effective date of Mr. Stefaan Decraene's resignation) is at the level 45% and participation of men in the Supervisory Board is at the level 55%.
- 4) The Nomination Committee concluded that Mr. Stefaan Decraene, who has already resigned from the function of a member of the Bank's Supervisory Board, has duly performed his duties of a member of the Supervisory Board and that no irregularities were found with regard to his reputation, honesty and ethics, potential conflict of interest, time devotion to his function during the term of office and independence of judgment.
- 5) In light of the aforementioned elements of the assessment the Nomination Committee positively assesses the collective adequacy of the members of the Bank's Supervisory Board in the composition as listed in point II sec. 1) above.