BNP PARIBAS

Policy

on the Assessment of Suitability of members of the Supervisory Board of

BNP Paribas Bank Polska S.A.

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1. General Provisions

1.1. Definitions

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

1) **Advisory Team –** a team consisting of the Compliance Line Managing Director, Legal Line Managing Director and Human Resources Executive Director;

2) **Bank** – BNP Paribas Bank Polska SA with its registered office in Warsaw;

3) **Banking Law** – the Act of August 29, 1997 - Banking Law (i.e. Journal of Laws of 2022 item 2324);

4) **BNP Paribas Group** – the capital group of the Bank's majority shareholder within the meaning of Article 3(1)(44) of the Accounting Act (Journal of Laws of 2021, item 217, as amended), which is a company governed by French law under the name of: BNP Paribas SA with its registered office in Paris;

5) **BNP Paribas Group Code of Conduct** – a document titled "BNP Paribas Group Code of Conduct", accepted for use in the Bank on the basis of the Management Board Resolution;;

6) **Candidate** – a person appointed to serve as a member of the Supervisory Board for the first time or re-appointed for another term of office at the Supervisory Board;

7) **Code of Best Practices** – corporate governance rules for companies listed on the WSE Main Market - "Best Practices of WSE Listed Companies 2021" adopted by the Exchange Supervisory Board in Resolution No. 13/1834/2021 of March 29, 2021 (Good Practices 2021, DPSN2021);

8) **EBA Guidelines** – guidelines of the European Banking Authority of 2 July 2021 on the suitability assessment of members of the management body and key function holders (EBA / GL / 2021/06);

9) **ESG risks** –(Environmental and Social responsibility; Governance) risk to the sustainable development of the organization resulting from the materialization of non-financial risk factors in the field of environmental issues (environmental risk), social responsibility (social risk) and enterprise management/corporate governance (entity governance risk);

10) **General Meeting** – an ordinary or extraordinary general meeting of the Bank's shareholders;

11) **HR Area** – the Human Resources Management area separated in accordance with the current organizational structure of the Bank's Headquarters, responsible for human resources management at the Bank;

12) **Substantive Unit** – an organizational unit in the Bank's Headquarters, separated in accordance with the current organizational structure of the Bank's Headquarters, being part of the HR Area, the task of which is to carry out operational and technical activities related to the assessment of Persons subject to suitability assessment;

13) **Management Board** – the management board of the Bank;

14) **ML / FT risk** – the risk of money laundering or terrorist financing practices in an organization resulting from improper implementation or application of anti-money laundering and counter-financing procedures and internal control measures;

15) **Nomination Committee** – a committee of the Supervisory Board;

16) **Organisational unit –** an organisational unit of the Bank within the meaning of the "Organisational Regulations of BNP Paribas Bank Polska S.A.;

17) **PFSA –** the Polish Financial Supervision Authority (Komisja Nadzoru Finansowego) with its registered office in Warsaw;

18) **PFSA Methodology –** the Methodology for the assessment of the suitability of the members of the bodies of entities supervised by the Polish Financial Supervision Authority, Module 1. Methodology for the assessment of the suitability of the members of the bodies of Banks, entities managing protection schemes, insurance undertakings, reinsurance undertakings, pension societies, published on August 9, 2023.

19) **Person subject to suitability assessment or Person assessed –** a candidate for a Supervisory Board member or a Supervisory Board member who is subject to an individual or collective suitability assessment carried out under the Policy;

20) **Policy** – Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.;

21) **Recommendation Z** – PSFA recommendation (Rekomendacja Z) on the principles of internal governance in banks published by the Polish Financial Supervision Authority on 9 October 2021 (PFSA Official Journal of 2021 item 29).

22) **Supervisory authority** – the Polish Financial Supervision Authority, which performs banking supervision to the extent and under the terms set forth in the Act of 29 August 1997 – Banking Law and the Act of 21 July 2006 on Financial Market Supervision, as well as the European Banking Authority (EBA), to the extent that it may set out common standards and regulatory and supervisory practices for assessing the suitability of members of bodies of financial institutions;

23) **Supervisory Board** – the supervisory board of the Bank.

1.2. Purpose of the Policy

1.2.1. The Bank implements a policy of assessing the individual suitability of candidates to serve as members of the Supervisory Board and of already appointed members of the Supervisory Board, as well as assessing the collective suitability of members of the Supervisory Board as a whole body.

1.2.2. The Policy is intended to ensure a consistent system for selecting candidates to serve as members of the Supervisory Board including the assessment of Candidates in terms of meeting the objectives of the adopted diversity policy and assessing their competence in terms of their knowledge, skills and professional experience, and the guarantee they give for the proper performance of their functions at the Bank, which relates in particular to reputation, integrity and reliability as well as the ability to perform the entrusted function in a prudent and stable manner. The Policy is also intended to ensure a consistent system for assessing compliance with the condition of individual suitability of already appointed members of the Supervisory Board, and the collective suitability of members of the Supervisory Board as a whole body in accordance with the requirements referred to in Article 22aa of the Banking Law, EBA Guidelines, the FSA Methodology, Recommendation Z, Code of Best Practices as well as other legal instruments regulating the aforementioned scope of the Bank's activities.

1.2.3. The Policy contributes to more effective management of the Bank by ensuring that the members of the Supervisory Board are suitable persons to perform this function and that, collectively, the members of the Supervisory Board as a whole body, at all times, have the appropriate combined level of knowledge, skills and professional experience necessary to properly perform the Bank's supervisory function, including monitoring and remedying the actions of the Management Board.

1.2.4. The Policy contributes to ensuring the comprehensiveness of the composition of the Supervisory Board as a body of the Bank by way of electing to its composition persons who ensure diversity under the terms of the Policy. The Policy defines the goals and criteria of diversity in accordance with the requirements referred to in the EBA Guidelines, the Code of Best Practices and other legal acts regulating this scope of the Bank's activities.

1.2.5. The Policy also determines the sufficient number of independent members and defines the criteria of assessing which of the members of the Supervisory Board may be considered independent in the sense that they currently do not have, nor ever had, any connections with or relations to the Bank or members of the Management Board that could have an significant impact on an objective, measured assessment of the situation by those members of the Supervisory Board and could reduce theirs capacity to make independent decisions.

1.3. Scope of the Policy

1.3.1. The Policy applies to each appointed Supervisory Board member and to all candidates for Supervisory Board members.

1.3.2. The Policy sets out the Bank's suitability assessment actions, including:

1) the rules for carrying out individual suitability assessments of Supervisory Board members and collective suitability assessments of members of the Supervisory Board as a whole body;
2) the methodology for carrying out suitability assessments,
3) criteria for carrying out suitability assessments,
4) procedure for carrying out the suitability assessment,
5) rules for monitoring the validity of the suitability assessment carried out,
6) rules for ensuring that the Supervisory Board has an adequate number of independent members and contributes to increasing the diversity of its composition,
7) rules governing the process of introducing into duties and managing the process of succession.

1.4. Responsibility for implementing and monitoring the Policy

1.4.1. Subject to the provisions of paragraphs 1.4.3 and 1.4.4, the Management Board is responsible for implementing the Policy and for developing any amendments to it, in particular if the Supervisory Board issues a recommendation in this regard.

1.4.2. The General Meeting approves the Policy and the amendments hereto proposed by the Management Board based on the opinion of the Supervisory Board.

1.4.3. The Supervisory Board gives its opinion on the amendments to the Policy proposed to the General Meeting by the Management Board, taking into account the recommendations of the Nomination Committee, as well as taking into account any comments from members of the Advisory Team, or recommendations from the Bank's internal audit function.

1.4.4. The Supervisory Board is, subject to paragraph 1.4.5, responsible for:

1) reviewing the process of implementation of the Policy and monitoring its actual application, particularly in terms of achieving the assumed objectives of the Policy, including:
   a) observance of the principle of diversity in the composition of the Supervisory Board,
   b) suitability of the Supervisory Board as a whole body within the framework of the general corporate governance rules and the corporate culture of the Bank and the BNP Paribas Group,
2) recommending to the General Meeting and the Management Board the need for and scope of amendments to the Policy, in particular on the basis of comments from the Advisory Team or the head of the unit from the HR Area, or on the basis of recommendations from the Bank's internal audit function,
3) day-to-day monitoring of situations that may have an impact on the individual or collective suitability assessment of Supervisory Board members.

1.4.5. The Advisory Team reviews information on the application of the Policy on a day-to-day basis and evaluates whether the Policy complies with generally applicable laws or the Bank's internal regulations, as well as with the recommendations of the supervisory authority, and reports to the Supervisory Board on compliance risks identified in this regard or instances of non-compliance of the Policy. The Advisory Team may update the wording of the Instruction explaining the suitability assessment process constituting Appendix 1 to the Policy, without the need to amend the Policy.

1.4.6. When performing the tasks referred to in paragraphs 1.4.1-1.4.5, the competent corporate bodies of the Bank and the Advisory Team are supported by the Substantive Unit.

1.4.7. The Substantive Unit in cooperation with other relevant organizational units, including the Management Board and Organization Office, and if necessary – also with the participation of independent, external advisors, performs technical activities related to the suitability assessment of Persons subject to suitability assessment.

1.5. Effective date of the Policy

1.5.1. The Policy in the wording set forth herein takes effect as of the date of approval by the General Meeting of Shareholders.

1.5.2. Supervisory Board members are subject to suitability assessments in accordance with the Policy as of the effective date hereof.

2. Rules for carrying out suitability assessments

2.1. Assumptions of the suitability assessment process

2.1.1. The suitability assessment process covers Supervisory Board members and candidates for Supervisory Board members with regard to whom an initial and follow-up individual suitability assessment, as well as a collective suitability assessment of Supervisory Board members as a whole body is carried out.

2.1.2. Members of the Supervisory Board are appointed and dismissed by the General Meeting on the terms resulting from the Policy of appointing and dismissing members of the Supervisory Board of BNP Paribas Bank Polska S.A. taking into account the results of the initial suitability assessment of the Candidate or the collective assessment of members of the Supervisory Board as a whole body - in cases where such an assessment is additionally carried out.

2.1.3. Supervisory Board members are selected in such a way as to ensure that competent persons who will properly perform the function entrusted to them are selected.

2.1.4. Assessing the suitability of Supervisory Board members is one of the mandatory components of the process of appointing Supervisory Board members. However, a positive result of the suitability assessment is not tantamount to a decision appointing the Person subject to assessment as a Supervisory Board member.

2.1.5. Individual suitability of a person to be assessed in the selection process means that the person meets the following requirements:
   1) he/she has a sufficient level of knowledge, skills and professional experience to perform a reliable assessment and control of management decisions, as well as to understand the activities of the Bank and the related risks, including sufficient competence in the knowledge of ESG and ML/FT risk management, as well as appropriate personal competencies, which together guarantee the proper performance by that person of the function entrusted to him,
   2) he/she gives a guarantee of proper performance of the function entrusted to him/her, in view of, among other things, impeccable reputation, integrity and ethics in past conduct that together render such person reliable,
   3) he/she demonstrates independence of judgment,
   4) he/she devotes a sufficient amount of time to the performance of the function entrusted to him/her and complies with requirements on holding several positions (the number of positions or functions/activities held or performed at the same time),
   5) he/she contributes to the overall suitability of the Supervisory Board as a whole body.

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

2.2. Individual suitability assessment criteria

2.2.1. The individual suitability assessment of a Person subject to assessment is carried out taking into account the following criteria:
   1) knowledge, skills and professional experience in:
      a) significant areas of the Bank's activities and the major risks that may arise from the activities of the Bank or its clients and counterparties, including ESG risks and ML/FT risks;
      b) significant areas of sector/financial competence, including financial and capital markets, solvency and models;
      c) bank management and strategic planning skills and experience;
      d) information technology and cybersecurity;
      e) local and regional markets;
      f) financial accounting and reporting;
      g) legal and regulatory environment;
      h) management of national groups and the risks associated with the structures of such groups;
      i) risk management, including ESG and ML/FT risk, and risk management of non-compliance with generally applicable or internal legal regulations and internal audit recommendations;;
   2) in terms of guarantee of proper performance of the assigned function, taking into account, inter alia:
      a) the person's reputation,
      b) financial standing,
      c) criminal record,
      d) ability to make independent judgments, taking into account behavioural traits,
      e) the absence of a potential conflict of interest;
   3) in terms of spending sufficient time to perform the assigned function, taking into account:
      a) the number of other activities, or functions or mandates held at the same time,
      b) actual participation in the work of the Supervisory Board.

2.2.2. In assessing whether the Person subject to assessment fulfils the requirement to have the relevant knowledge, skills and professional experience, his/her competence are considered jointly.

2.2.3. In assessing whether the requirement for the guarantee of proper performance of the assigned function is fulfilled, all of the demonstrated predispositions of the Person subject to assessment (in terms of the tested behavioural traits), the previous conduct of this person, as well as other known events or circumstances concerning this person, including the surrounding circumstances, such as the passage of time since that person committed the infringement or prohibited act, the behaviour of the given person in the period since the infringement or prohibited act was committed, and the relation of the prohibited act or infringement to

the role performed by that person, are analysed. The person's conduct in both the professional and personal initiatives or activities in a public domain over an extended period of time is assessed.

2.2.4. The detailed matrix of assessment criteria, according to which the individual suitability assessment is carried out, corresponds in its scope to the criteria set out in the model consolidated form for (primary and follow-up) individual suitability assessment of candidates for, and persons holding the position of, the members of the bodies of banks and entities managing protection schemes (hereinafter also referred to as "PFSA model individual assessment form"), as part of the PFSA Methodology.

2.3. Collective suitability assessment criteria

2.3.1. The collective suitability assessment of members of the Supervisory Board as a whole body includes the competence of each Supervisory Board member in terms of:
1) the ability to organise his/her tasks effectively and efficiently,
2) the ability to present his/her views and influence the decision-making process within the Supervisory Board,
3) the ability to understand and review decisions made by the Management Board,
4) the ability to challenge management practices applied and decisions made by the Management Board.

2.3.2. In terms of knowledge, skills and professional experience of members of the Supervisory Board as a whole body, the collective suitability assessment covers the areas for which Supervisory Board members are collectively responsible.

2.3.3. In assessing the collective suitability of members of the Supervisory Board as a whole body, consideration is given to their activities in the Supervisory Board's committees.

2.3.4. The detailed matrix of assessment criteria, according to which the collective suitability assessment is made, corresponds in its scope to the criteria set out in the model form of collective suitability assessment of the members of the bodies of supervised entities and the audit committee's collective suitability assessment form, which have been published by the PFSA Office as part of the PFSA Methodology.

2.4. Independence of the Supervisory Board members

2.4.1. There should not be less than two independent members in the composition of the Supervisory Board. At the same time, the Bank ensures that the Audit Committee, the Risk Committee, the Remuneration Committee and the Nomination Committee is composed by a majority of independent members, including the Chairperson of those committees. The Chairperson of the Risk Committee should not act as a chairperson of any other committee.

2.4.2. The independence of a Supervisory Board member is to be understood as follows:
1) he/she meets the independence criteria for a member of the audit committee specified in the Act on Statutory Auditors, Audit Firms and on Public Supervision, as well as the independence criteria specified in the Good Practices of Companies Listed on the WSE;
2) he/she neither had in the past nor currently has relationships or connections with the Bank as an institution, the Bank's shareholders or members of the Management Board of such nature that could affect his/her objective and balanced judgment, or that could restrict him/her from making independent (impartial) decisions within the Supervisory Board,
3) he/she jointly meets the other independence criteria set forth in the Bank's Articles of Association.

2.4.3. As part of the general tasks of the Supervisory Board, independent members of the Supervisory Board play a key role in:
1) increasing the effectiveness of the Bank's control mechanisms and exercising sound supervision of the Bank's management decision-making,
2) ensuring proper management of conflicts of interest concerning Management Board members,
3) ensuring that the interests of all stakeholders, including minority shareholders, are duly considered in discussions and decisions made by the Supervisory Board,
4) ensuring that no member of the Supervisory Board or a small group of members of the Supervisory Board has an advantage in the decision-making process.

2.4.4. Circumstances disqualifying a person from being an "independent" member of the Supervisory Board are specified in the "Independence" section of the PFSA consolidated individual assessment form published by the PFSA Office as part of the PFSA Methodology.

2.5. Diversity in the composition of the Supervisory Board

2.5.1. The Bank promotes diversity in the composition of the Supervisory Board in order to reach a wide range of competencies, as well as to attract a variety of experiences and viewpoints to ensure independent opinions in order for the Supervisory Board to make the best possible decisions.

2.5.2. The Bank takes into account the diversity issue when proposing candidates for Supervisory Board members.

2.5.3. The Bank seeks to ensure sufficient diversity in the composition of the Supervisory Board in terms of the following criteria:
1) gender,
2) age,
3) geographic origin,
4) education, professional experience and seniority,
5) skills or expertise.

2.5.4. The Bank strives to maintain a share of the under-represented gender in the Bank's Supervisory Board of at least 30% of the composition, taking into account the provisions of the "Gender Balance Policy at BNP Paribas Bank Polska S.A".

2.5.5. The Bank strives to ensure that the composition of the Supervisory Board is characterised by a balanced age structure that provides a broad spectrum in terms of education, professional experience, as well as skills and expertise.

2.5.6. The Bank assesses diversity in the Supervisory Board in terms of education, professional experience and expertise taking into account the Bank's current and strategic objectives, years of service, as well as current and planned priority projects.

2.5.7. As regards ensuring diversity in the composition of the Supervisory Board in the context of geographical origin, the Nomination Committee takes into account the Bank's cooperation within the BNP Paribas Group.

2.5.8. In searching for candidates for Supervisory Board members, one should not be guided by the objective of increasing the diversity of its composition to the detriment of the functioning of the Supervisory Board as a whole body or to the detriment of the collective suitability assessment of the members of the Supervisory Board as a whole body or the individual suitability assessment of the already appointed members of the Supervisory Board.

2.5.9. The Bank documents its assessment of the diversity of the Supervisory Board composition as part of its annual review of the Supervisory Board's activities and, if necessary, determines the reasons why these are not met, as well as identifies corrective measures to increase, in the indicated aspect, diversity in the composition of the Supervisory Board and the deadlines within which such measures should be implemented.

3. Methodology for carrying out suitability assessments

3.1. The individual suitability assessment of a Supervisory Board member is carried out as part of:
1) initial assessment – which is carried out in connection with the selection of or appointment of a candidate for a Supervisory Board member to the Supervisory Board,
2) periodic (follow-up) assessment – which is carried out once a year,
3) additional (follow-up) assessment – which is carried out in the event of circumstances affecting the previous individual or collective suitability assessment of Supervisory Board members, in particular in the cases described in **Table 1** in the Instruction explaining the suitability assessment process, which constitutes **Appendix 1** to the Policy.

3.2. When making an additional suitability assessment, the nature of the circumstances necessitating the assessment is taken into account, including whether they are individual or collective in the context of the scope of duties assigned to a member or members of the Supervisory Board as a whole body, and the credibility and reliability of the circumstances constituting the basis for such an assessment.

3.3. The suitability assessment is carried out based on the analysis of information provided by the Person subject to assessment, including information constituting the content of the declarations and forms published by the PFSA Office as part of the PFSA Methodology. Verification of information is made on the basis of documents, certificates or attestations issued by public registers or other authorities and entities provided by the Person subject to assessment, information held by the Bank and as well as conversations with persons indicated for references, if the Person subject to assessment disclosed them.

3.4. Suitability assessment is carried out using model assessment forms: (i) the PFSA consolidated individual (primary and follow-up) assessment form for candidates for, and persons holding the position of, the members of the bodies of banks and entities managing protection schemes, (ii) the collective suitability assessment form for the members of the Supervisory Board, (iii) the collective suitability assessment form for the members of the audit committee, published by the PFSA Office as part of the PFSA Methodology.

3.5. The performance of a suitability assessment involves at least the following steps on the part of the Bank:

1) verifying the information in the fields filled in by the Person subject to assessment in the consolidated individual suitability assessment form,
2) verifying the documents submitted by the Person subject to assessment, including CVs, other documents, certificates or attestations, as well as verifying the information contained therein regarding the Person subject to assessment,
3) checking the references, if any, submitted by that person,
4) optionally – conducting an assessment interview (assessment panel) to verify the factual accuracy of the assurances or statements made by the Person subject to assessment, or to obtain supplementary information on that person,
5) formulating the result of the suitability assessment by filling in the relevant fields of the consolidated suitability assessment form.
6) in the case of internal candidates (recruited internally within the Bank), the assessment takes into account how they perform the duties entrusted to them e.g. m.in. on the basis of information obtained through consultations with other organisational units of the Bank (i.e. the Internal Audit Division, the Compliance Monitoring Division, the Operational Risk, Internal Control and Anti-Fraud Division, as well as, if necessary, also with other organisational units of the Bank competent in terms of substantive scope).

3.6. The suitability assessment takes into account the information disclosed in the relevant public records (criminal record including expungement or statute of limitations) at the time of the assessment.

3.7. For the purpose of the periodic or additional (follow-up) suitability assessment, it is possible to use a statement of the Person assessed that the information contained in the assessment forms or in the documents, certificates or attestations submitted by him/her as part of the previous assessment remains valid. Notwithstanding the foregoing, the Bank requires the Persons assessed to submit updated certificates from public registers, not later than 12 months from the date of issuing the previous certificate.

3.7.1. The suitability assessment of Supervisory Board members should be approved by the General Meeting. In the case of assessing the suitability of a candidate for a Supervisory Board member, the General Meeting's approval of the assessment is carried out with the support of the Nomination Committee and, if necessary, also with the support of the Advisory Team.

3.7.2. The assessment of suitability in its particular aspects is carried out taking into account the principle of proportionality, including, depending on the criterion, such elements as the scale, nature and complexity of the Bank's activities, the number of the Supervisory Board members, the need to ensure the proper functioning of the Bank, ensuring the proper performance of management and supervisory tasks, incompatibility of offices, etc.

4. Procedure for carrying out a suitability assessment

4.1. General rules

4.1.1. In the course of assessing the suitability of the Persons subject to assessment, all parties involved are required to act in accordance with generally applicable laws, including those relating to the processing and protection of personal data, as well as the Bank's internal regulations, including the BNP Paribas Group Code of Conduct, and in accordance with the values of the BNP Paribas Group.

4.1.2. Persons subject to suitability assessment are obliged to provide all information/documents required for an individual suitability assessment to be carried out, including:

1) with regard to an initial suitability assessment:
   a) a properly completed initial (primary) individual assessment form compliant with the model consolidated form for (primary and follow-up) individual suitability assessment of candidates for, and persons holding the position of, the members of the bodies of banks and entities managing protection schemes, published by the PFSA Office as part of the PFSA Methodology;
   b) statements in accordance with the templates constituting Appendix 2 and Appendix 3 to the Policy;
   c) ;up-to-date (prepared no later than 30 days before submission) certification from the Criminal Register or the criminal register in the country where the Person assessed had a place of residence in the period of 10 years preceding the suitability assessment,
   d) a valid certificate of no tax arrears (issued no later than 30 days prior to submission) issued by the Tax Office or the relevant foreign tax authority from the country in which the Assessed Person has tax residence
   e) other documents, such as CVs, certificates or attestations at the request of the Management Board and Organization Office, the Nomination Committee or the Advisory Team;
2) with regard to a follow up or an additional suitability assessment:
   a) a properly completed individual follow up assessment form compliant with the model consolidated form for (primary and follow-up) individual suitability assessment of candidates for, and persons

holding the position of, the members of the bodies of banks and entities managing protection schemes, published by the PFSA Office as part of the PFSA Methodology – comprising the relevant form fields if the information/statements contained in the form submitted for the purpose of the earlier suitability assessment have changed, have been updated or have become outdated, unless provided as part of an additional suitability assessment within the past 12 months;

b) statements in accordance with the templates constituting **Appendix 3**
c) up-to-date certification from the Criminal Register or the criminal register in the country where the Person subject to assessment had a place of residence in the period of 10 years preceding the suitability assessment – If the assessment is carried out after 12 months from the date of issuing the previous information;
d) a current certificate of no tax arrears (issued no later than 30 days before submission) issued by the Tax Office or the relevant foreign tax authority from the country in which the Assessed Person has tax residence, if the assessment is carried out after 12 months from the date of issue of the previous certificate.

4.1.3. Before completing the merged individual suitability assessment formBefore completing the consolidated individual assessment form or submitting certificates and the statement referred to in paragraph 4.1.2 point 1(b) or paragraph 6.2.1 point 2(b), the Persons subject to assessment are invited to read the Instruction explaining the suitability assessment process attached as **Appendix 1** to the Policy.

4.1.4. The Person assessed shall complete the consolidated individual suitability form in the sections marked to be completed by that person, omitting the sections to be completed by the Bank. The Person assessed shall attach the documents indicated in the forms confirming the truthfulness of the information contained therein.

4.1.5. For the purpose of monitoring the occurrence of situations that may affect individual or collective suitability, the Persons subject to suitability assessment are obliged to immediately notify the Nomination Committee or the Advisory Team of any circumstances that affect their compliance with the requirements applicable to suitability assessment, including but not limited to the circumstances specified in **Table 1** in the Instruction explaining the suitability process, constituting **Appendix 1** to the Policy.

4.2. Procedure for carrying out a suitability assessment

4.2.1. With regard to candidates for members of the Supervisory Board, an individual initial suitability assessment is carried out before they take up their functions.

4.2.2. In special cases, the assessment may be carried out within no later than one month after taking up the functions of a Supervisory Board member if:

1) the Supervisory Board member was appointed and nominated by the General Meeting of Shareholders, without being proposed by the Bank,
2) a complete suitability assessment carried out prior to the appointment of the Supervisory Board member would impair the proper functioning of the Supervisory Board as a body of the Bank, including as a result of the occurrence of the following situations:
   a) where the need to replace a member or members of the Supervisory Board arises suddenly or unexpectedly,
   b) where the Supervisory Board member is removed because he/she is no longer considered a suitable person to properly perform his/her function.

4.2.3. An individual periodic suitability assessment of the Supervisory Board member, as well as a collective assessment of members of the Supervisory Board as a whole body, is carried out once a year.

4.2.4. The suitability assessment process is carried out at such a pace that allows for effective business decision-making. In particular, the entire suitability assessment process for a single Person subject to assessment should not take more than 90 days.

4.2.5. The substantive unit, in cooperation with other relevant organisational units, i.e. the Internal Audit Division, the Compliance Monitoring Division, the Operational Risk, Internal Control and Anti-Fraud Division, and, if necessary, also with other organisational business units of the Bank competent due to their substantive scope or with the participation of independent, external advisors, performs technical activities related to the assessment of suitability.

4.2.6. In the event of a negative individual initial assessment of a candidate for a Supervisory Board member, an additional collective suitability assessment of the remaining members of the Supervisory Board is carried out, taking into account the fact that an additional person cannot be immediately appointed to the Supervisory Board.

4.2.7. In the event of a negative individual periodic suitability assessment of a Supervisory Board member, or a negative collective suitability assessment of members of the Supervisory Board as a whole body, appropriate corrective measures are taken within a specified timeframe. Corrective measures may include in particular:

1) a new division of responsibilities among the current members of the Supervisory Board,

2) replacement of certain members of the Supervisory Board,
3) appointment of additional members of the Supervisory Board;
4) taking measures to mitigate the occurrence of conflicts of interest on the part of the Supervisory Board member,
5) arranging for a single training session for certain members of the Supervisory Board or arranging for a training session for all members of the Supervisory Board.

4.2.8. In the event of occurrence of circumstances that may significantly affect the previous assessment of the individual or collective suitability of Supervisory Board members, in particular in the event of:
1) the Bank becoming aware of potential or attempted commission of a crime by a Supervisory Board member in the area of money laundering or financing of terrorism, or the Bank becomes aware of circumstances that may undermine the result of the previous suitability assessment of members of the Supervisory Board (e.g., complaints, information about their conduct in the private sphere, etc.) or of other reasonable doubts concerning the credibility of a Supervisory Board member,
2) Supervisory Board members taking up other functions in the management boards and supervisory boards in other entities,
3) occurrence of other circumstances stipulated in **Table 1** of the Instruction explaining the suitability process attached as **Appendix 1** to the Policy,

4.2.9. The Substantive Unit immediately takes the necessary steps to collect relevant information or documents, which are then presented to the Nomination Committee and the Supervisory Board, respectively, for further analysis.

4.2.10. The Supervisory Board promptly analyses the impact of the circumstances, as referred to in section 7, on the suitability assessment of a member of the Supervisory Board or members of the Supervisory Board as a whole body, initiating, if necessary, an additional individual or collective suitability assessment, and then takes appropriate measures to maintain suitability, bearing in mind the need to involve the General Meeting in this process.

4.2.11. If more than one of the aforementioned circumstances requiring the Bank to carry out a suitability assessment arises simultaneously, the relevant suitability assessment may be carried out once.

4.3. Notifications of the suitability assessment being carried out

4.3.1. The Bank provides the PFSA with information on the results of its individual or collective suitability assessment of members of the Supervisory Board, and if requested by the PFSA – also provides the PFSA with relevant documentation pertaining to the assessment of the person concerned.

4.3.2. The Bank promptly notifies the PFSA of a negative individual assessment of a Person subject to assessment. A notification also includes information on the corrective measures taken or planned and the timeframe for their implementation.

4.3.3. The Bank promptly notifies the PFSA of the results of the negative periodic suitability assessment of members of the Supervisory Board as a whole body. A notification also includes information on the measures taken or planned to correct these deficiencies and the timeframe for their implementation.

4.3.4. The Bank promptly notifies the PFSA of the dismissal of a Supervisory Board member, explaining the reasons for such dismissal.

4.3.5. In the event of dismissal of a member of the Supervisory Board as a result of his/her negative individual suitability assessment, the Bank additionally completes the collective suitability assessment form in accordance with the template published by the PFSA Office, presenting in tabular form the results of the assessment in terms of meeting the requirements of knowledge, experience and skills members of the Supervisory Board and areas of specialization of members of the Supervisory Board.

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

5.1. The Management Board, with the support of the Substantive Unit, is responsible for determining the process of introducing into duties for newly appointed Supervisory Board members and the succession process in the event of their resignation or dismissal from office.

5.2. The objective of the introduction process is to:
1) facilitate the understanding of the applicable statutory provisions, executives and administrative provisions by Supervisory Board members
2) facilitate their understanding of the Bank's organisational structure, strategy and business model, the Bank's risk profile and other arrangements related to the Bank's management by providing them with sufficient knowledge regarding their role as Supervisory Board members;

3) provide them with a general and, if necessary, individually tailored training programme;
4) provide Supervisory Board members with knowledge of the culture and values, behaviours and strategies associated with the Bank.

5.3. The Bank will allocate adequate human and financial resources for effective induction and training of Supervisory Board members to ensure that the person concerned is suitable to hold the position of a Supervisory Board member and fulfils the requirements applicable to his/her position.

5.4. Newly appointed members of the Supervisory Board will receive all necessary introductory information no later than 1 month after taking the position. On the other hand, the induction of a new member of the Supervisory Board will be accomplished within a period of 6 months.

5.5. Where members of the Supervisory Board are subject to requirements for acquiring a certain amount of knowledge and skills, training and induction will be aimed at remedying the identified deficiencies in a timely manner, if possible, prior to the actual taking of position, and otherwise immediately after the actual taking of position. These goals should be achieved no later than one year after taking the position.

5.6. Supervisory Board Members, at Supervisory Board meetings, are presented with information on issues relevant to the competence of the Supervisory Board, inter alia, related to changes in regulatory requirements, new areas of activities, strategic objectives and risks inherent in the Bank's activities, thus ensuring the continuous development of the knowledge, skills and competencies of the Supervisory Board members, to the effect that each member of the Supervisory Board can independently familiarise himself/herself with information that may have a material impact on the prudent and stable management of the Bank.

5.7. All documents submitted to the Supervisory Board and documents containing key information from the perspective of the Bank's management and supervision of the Bank's management are available simultaneously in Polish and in English.

5.8. An interpreter from Polish into English is at all times available to non-Polish speaking members of the Supervisory Board, including – at each request of at least one member of the Supervisory Board – the assistance of an interpreter during meetings of the Supervisory Board.

5.9. Training rules for newly appointed Members of the Supervisory Board should be and regularly adapted to reflect any significant changes in the management system or changes in generally applicable or internal legal regulations, as well as the implementation of strategic changes in the Bank, the introduction of new products or other significant changes and situations. On the market.

5.10. In cases necessary to ensure the proper performance of the entrusted tasks or identified competency gaps in the field of individual or collective suitability, as well as in the case of reported individual and collective development needs, actions are taken to supplement or acquire the expected competencies by members of the Supervisory Board.

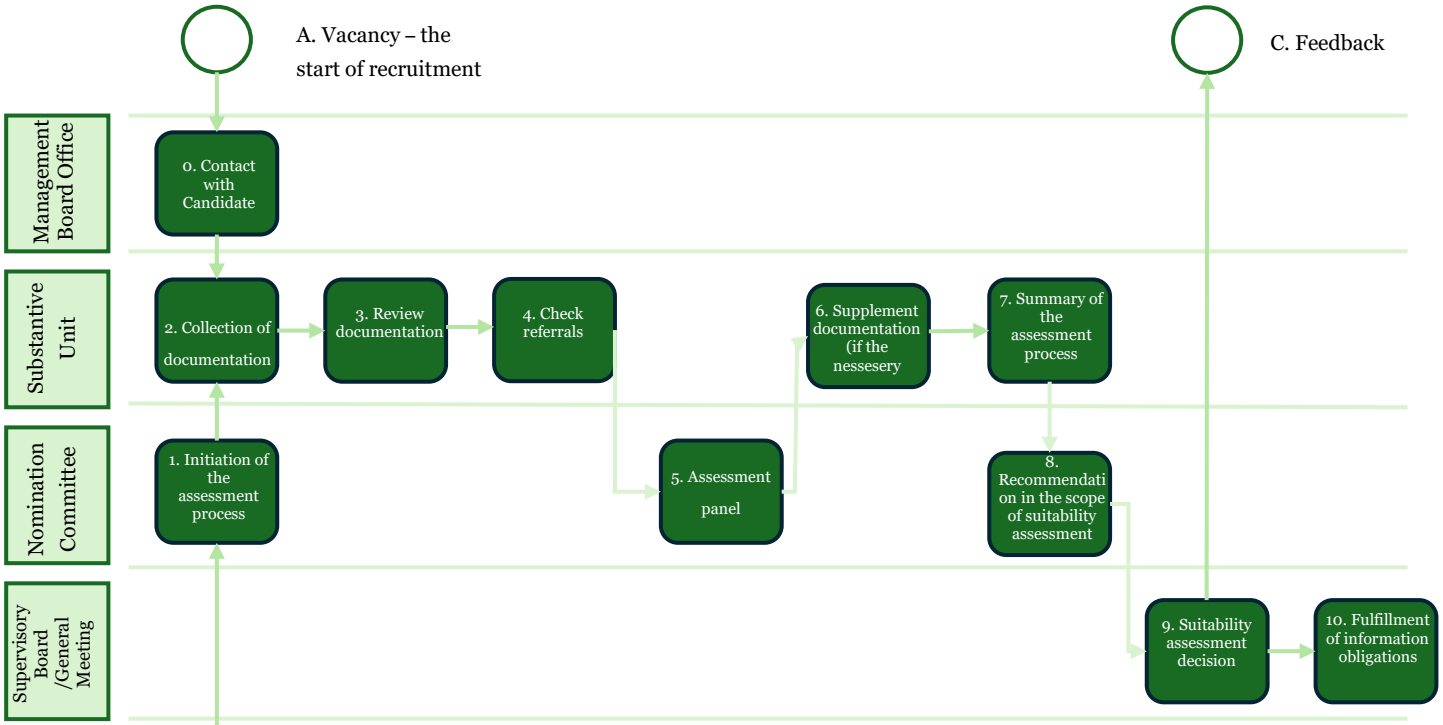
5.11. The Bank will identify areas in which training is required for the Supervisory Board as a whole and for its individual members.

5.12. The members of the Supervisory Board are required to update and develop the knowledge and skills necessary to perform their duties. For this purpose, a member of the Supervisory Board may apply by his/her own for induction or training.

5.13. The organisation of the reported development activities of members of the Supervisory Board is carried out by the unit responsible for improving competencies and organising training in cooperation with the Board Office, the Substantive Unit, as well as with other organisational units of the Bank, which are appropriate in terms of the substantive scope of the development activity.

Appendix 1 Instruction explaining the suitability assessment process

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



* If, as a result of information obtained at any stage of the process, the candidate will not continue, feedback will be provided after that stage.

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

Process	Stage in the process	Description of actions
A Vacancy – the start of recruitment of a candidate or the occurrence of circumstances requiring reassessment of collective suitability of Supervisory Board members as a whole body (A)	1	An event that initiates an individual assessment process is the beginning of recruitment of a candidate for the Supervisory Board or a circumstance requiring the initial collective assessment of Supervisory Board members. The following circumstances may trigger the process of collective reassessment of members of the Supervisory Board as a whole body: 1) occurrence of significant changes in the composition of the Supervisory Board, including: a) appointment (appointment) of new members of the Supervisory Board, including as a result of direct or indirect acquisition or increase of a significant block of the Bank's shares, b) reappointment of members of the Supervisory Board for another term of office, c) resignation of any member of the Supervisory Board, d) change of job requirements for members of the Supervisory Board, e) change in the composition of the Supervisory Board committees, including the appointment of new members or any change in the composition of the Audit Committee, Nomination Committee, Risk Committee, Remuneration Committee and Technology Committee - in terms of meeting the criteria specific to these committees, f) in the event of disclosure of circumstances that may affect the collective assessment of the members of the Supervisory Board as a whole body, g) in the event of a significant change in the individual assessment of any member of the Supervisory Board, h) in any other case having a significant impact on the collective suitability of members of the Supervisory Board. The process is initiated and coordinated by the Nomination Committee with the support of the Substantive Unit, which undertakes appropriate technical activities before the scheduled date of the Nomination Committee meeting.

Process	Stage in the process	Description of actions
B. Circumstance requiring of reassessment of individual suitiability of Supervisory Board member (B)	0	1. An event that initiates an individual reassessment process may be the following circumstances: 1) there are reasonable doubts concerning the validity of an individual or collective assessment of Supervisory Board members, due to: a) receiving information that a Supervisory Board member has been charged in criminal proceedings or in proceedings for a fiscal offence, or that a Supervisory Board member has caused significant property losses, b) the PFSA having issued reservations as to the results of the assessment, c) media information concerning the Persons subject to assessment, which will be considered relevant to the assessment process, d) becoming aware of other circumstances that may undermine the result of the previous assessment of Supervisory Board members (e.g., complaints, information on additional time commitment related to the external position); e) reprimand issued by external institutions: e.g. the Polish Financial Supervision Authority, the Office of Competition and Consumer Protection (UOKiK), the Inspector General's Office of Competition and Consumer Protection (GIIF), fines, as well as irregularities in the internal control system of the 3rd LO. 2) events having a material impact on the reputation of a Supervisory Board member or the Bank as an institution, including if Supervisory Board members do not comply with the Bank's conflict of interest policy, 3) as part of the Supervisory Board's review of internal management principles, 4) in the event that a person is entrusted with additional competencies/takes up additional positions or in the event of a change in the scope of competencies or responsibilities for the position of a particular Supervisory Board member or the appointment of a Supervisory Board member to another position, 5) if material breaches of duties of members of the Supervisory Board are identified, 6) if there are regular or flagrant cases of negative individual or collective assessment of Supervisory Board members, 7) in any other case if the Advisory Team or the Nomination Committee determines that the circumstance has a material impact on the suitability of the Supervisory Board member. 2. The process is initiated and coordinated by the Nomination Committee with the support of the Substantive Unit, which undertakes appropriate technical activities before the scheduled date of the Nomination Committee meeting.
Initial recruitment/secondary suitability assessment		The Management Board Office makes contact with the Candidate or a member of the Supervisory Board and, together with the Instruction explaining the suitability assessment process constituting **Appendix 1** to the Policy, provides him with all relevant forms and templates of statements prepared by the Substantive Unit, or - at the Candidate's

Process	Stage in the process	Description of actions
Collection of documentation A and B	2.	1. The Advisory Team defines the scope of the suitability assessment, including the scope of information and documents required from the Person subject to assessment. In particular, the Advisory Team determines whether and to what extent the Person subject to assessment completes the PFSA consolidated individual assessment form published by the PFSA Office as part of the PFSA Methodology. 2. The Management Board Office obtains from the Candidate information and documents necessary to carry out the suitability assessment, in particular: 1) CV of the Person assessed, 2) the relevant fields of assessment forms filled out by the Person assessed, 3) statements signed by the Person assessed, using the templates constituting **Appendix 2, Appendix 3,** to the Policy - if they are required in a given case, 4) a list of references (if available and voluntarily provided by the Candidate), 5) other documents confirming information on education, skills and professional experience (these may also be certificates or certificates of completion of professional qualification courses such as ACCA, CIM, CFA, diplomas and other distinctions), 6) documentation necessary for the assessment regarding the devoting of sufficient time by the evaluated Candidate or a member of the Supervisory Board. 3. All documents are collected in accordance with the applicable law, in particular in terms of personal data processing and protection. 4. Where the assessed person refuses to provide any of the required documents which may contain the data of key importance for the assessment process, the Advisory Team may, in consultation with the Nomination Committee, decide to reject the relevant candidate. 5. The Substantive Unit verifies the documents provided by the Management and Organization Office. If they are incomplete or incorrectly filled in, the Substantive Unit requests, via the Management Board Office, the Person subject to assessment to complete them; and after receiving them, it verifies the documents again. 6. The Head of the Remuneration, Benefits and Reporting Department maintains records of all external professional and political functions of assessed persons. The records are updated based on the statements received from the assessed persons or after receiving information of such changes in a different manner.

Process	Stage in the process	Description of actions
Review documentation (A and B)	3.	1. The Advisory Team reviews the documents provided by the assessed person in terms of competence profile and requirements for the specific position (guidelines included in the job descriptions and in the regulations regarding the values, the principles of ethical behaviour, and the principles of governance applicable in the Bank). 2. The Advisory Team reviews the reliability of candidates using the available sanction lists). A negative result means that the assessed person is excluded from the recruitment process (in the case of candidates for the position of a Supervisory Board member) or it means that relevant corrective measures are undertaken with regard to the assessed person in accordance with the applicable law (in the case of the existing Supervisory Board members). 3. If the result of the documentation review clearly shows that the assessed person does not have the expected qualifications (i.e. the result is incompatible with the minimum requirements included in the competence and position profile, or does not meet the requirements of the other assessment criteria (including reputation, conflict of interest), the Advisory Team decides to exclude the assessed person from the recruitment process (in the case of candidates for the position of a Supervisory Board member) or takes appropriate corrective measures with regard to the assessed person in accordance with the applicable law (in the case of the existing Supervisory Board members).
Check referrals (A and B)	4.	1. With regard to the assessed persons who were positively reviewed in terms of documentation, the Advisory Team may perform a referrals check on the basis of a list of contacts provided voluntarily by the assessed person. 2. References are checked during phone calls or meetings in terms of: 1) knowledge, skills, and professional experience, 2) professional successes and failures, including awarded distinctions, 3) competencies specific to the position, 4) guarantee (while as part of the guarantee, the reputation, honesty and ethics as well as independence of judgement is subject to assessment) – in line with the BNP Paribas Group Code of Conduct applicable at the Bank), 3. The final product of the work of stages 3 and 4 is a summary of the analysis of documentation and references prepared by the Advisory Team, as well as appropriate assessment forms filled in by the Person to be assessed, in accordance with the templates published by the Polish Financial Supervision Authority, which are then submitted to the Nomination Committee. In preparing the above-mentioned materials, the Advisory Team cooperates with the Substantive Unit and/or the Office of the Management Board and the Organization.

Process	Stage in the process	Description of actions
Assessment panel (optional) (A and B)	5.	1. The Nomination Committee reviews the summary statement and documentation provided by the Advisory Team. 2. The Nomination Committee/Advisory Team may decide to conduct an assessment interview (assessment panel). An assessment interview refers to the following aspects: education, knowledge, professional experience, skills and expertise, reputation, honesty, ethics and independence of judgement, and potential conflicts of interest. Personal competencies may also be verified during the interview, as set out in the section of the assessment form concerning the competencies of the Person assessed. a) The Nomination Committee/Advisory Team shall delegate a minimum of two persons from its composition to conduct the assessment interview. It is advisable that at least one of these persons is a member of the management staff of the Policy Unit. It should be ensured that the composition of the interview team will exclude potential conflicts of interest (e.g. evaluating a supervisor). Persons delegated to conduct an assessment should evaluate the person subject to assessment objectively and be free from pressure from any side. b) Assessment interviews are held at a time agreed upon by the assessed person and the Nomination Committee / Advisory Team. If the assessed person fails to attend the meeting twice (and his/her absence is not justified by important reasons), this may serve as a basis to exclude the assessed person from the recruitment process (in the case of candidates) or to undertake relevant steps with regard to the assessed person (in the case of the existing members of the Supervisory Board) in accordance with the applicable law. 3. During the assessment panel, the Nomination Committee / Advisory Team relies on the documentation submitted by the candidate, referrals, competence- and position-related requirements. 4. If the Nomination Committee entertain significant doubts or has insufficient information on the assessed person, they may decide to deepen the assessment process. Then, they request the Advisory Team to complement documentation (perform additional tasks) within the limits of the applicable law.
Supplement documentation (A and B)	6.	1. Upon the request of and within the scope specified by the Nomination Committee, the Advisory Team takes actions to obtain additional information to support the process of suitability assessment of members of the Supervisory Board. 2. If the action recommended by the Nomination Committee requires the assistance of external parties (e.g. independent consultants), the Advisory Team is responsible for recommending the conclusion of relevant agreements, including non-disclosure agreements and personal data protection agreements. In particular, attention should be paid to the need (legal obligation) to inform the assessed persons on the activities commissioned to external parties.
Summary of the assessment process / initial assessment (A, B and D)	7.	1. The Advisory Team prepares a compilation of the suitability assessment results and makes an initial suitability assessment in the assessment questionnaire; 2. In the case of a collective assessment, the Advisory Team, based on the individual assessment questionnaires, makes an initial assessment in the collective assessment questionnaire.

Process	Stage in the process	Description of actions
Recommendation in the scope of suitability assessment (A, B and D)	8.	1. The Nomination Committee prepares a recommendation for individual or collective suitability assessment based on the recommendation of the Advisory Team. 2. The final product of the work of stages 7 and 8 in the suitability assessment process is a summary of the suitability assessment process prepared by the Advisory Team in a document form, in cooperation with the Substantive Unit and approved by the Nomination Committee, which should include: 1) a list of actions taken as part of the suitability assessment, 2) a list of documents provided by the Person subject to assessment and/or subcontractors, 3) conclusions from the audit (information about any shortcomings, doubts of the Advisory Team /Nomination Committee), 4) the initial assessment of the Advisory Team and the recommendation of the Nomination Committee regarding the suitability assessment, expressed in the prepared suitability assessment forms.
Suitability assessment decision (A, B and D)	9.	1. The final decision on the suitability assessment belongs to the General Meeting, or in the case of an additional suitability assessment, if it is carried out (due to the nature of the circumstances resulting in the obligation to carry it out immediately) before the General Meeting is convened - to the Supervisory Board as a whole body. 2. The decision on the suitability assessment is made based on the recommendations from the Nomination Committee by adopting or rejecting it (in line with the applicable majority of votes and in line with the applicable minimum number of the attendees). Decisions are made in an independent manner. 3. In the case of a negative assessment of a person performing the function of a member of the Supervisory Board, or the Supervisory Board as a whole body, measures are taken to restore the state in which all the members of the Supervisory Board as well as each of the Supervisory Board as a whole body meet the criteria of suitability. 4. The final product of works at this stage is: a) an assessment form specifying the result of the assessment of the suitability of the Candidate or member of the Supervisory Board, together with an assessment form consistent with the standard integrated individual assessment form of the Polish Financial Supervision Authority published by the Office of the Polish Financial Supervision Authority as part of the Polish Financial Supervision Authority's Methodology, together with attached documentation presented by the Person subject to the assessment, b) report from the meeting of the competent authority; an annex to the protocol is a summary of the suitability assessment process.
Feedback for the assessed person (A and B)	C.	1. The assessed person has the right to receive information on the course of suitability assessment process, and in particular to receive: 1) a list of actions taken to assess suitability, 2) a list of documents reviewed during the process, 3) suitability assessment results. 2. The above information is provided to the assessed person no later than 30 days from the date of completion of the assessment process. 3. The Bank is obliged to ensure anonymity of interviewees and confidentiality of specific information / component opinions that affected the final suitability assessment.

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

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

No.	Criterion	Adopted suitability criteria assessment methods	
		Standard – used obligatorily	Additional – used optionally
1	Guarantee – reputation, honesty and ethics	• **Statement of the Candidate or the Person subject to assessment constituting Appendix 2** - confirmation of the (non)occurrence of circumstances that could adversely affect the reputation of the Person subject to assessment • **Assessment form** compliant with the PFSA consolidated individual assessment form published by the PFSA Office as part of the PFA Methodology - issues subject to suitability assessment under this criterion • **Certificate of No Tax Arrears (Tax Certificate)** – issued by the Tax Office or the relevant foreign tax authority • **Review of databases and publicly available registers (National Criminal Register, , etc.) -** verification of information provided by the person being assessed • **Statements of the Person subject to assessment constituting Appendixes 3,** to the Policy - fulfilment of the entrusted function (duties).	• **Press screening** (media screening) – number and nature of events related to the name of the assessed person, including: o Archive and current media monitoring o Evaluation of the tone of information (positive / negative context). • **Expert report** developed by subcontractors that has been commissioned by the Bank – professional and private reputation areas • **Referral check** (if the assessed person voluntarily makes available a list of contacts) – contact with the representatives of previous employers/the media/institutions/ persons confirming the assessed person's impeccable opinion.
2	Knowledge, experience and abilities	• **Assessment form** compliant with the PFSA consolidated individual assessment form published by the PFSA Office as part of the PFA Methodology - the scope of knowledge, skills and professional experience of the Person assessed, including issues relating to ESG risks and ML/FT risks, and the list of managerial functions and areas of specialization. • **CV analysis** - analysis of professional experience as well as knowledge and skills, including education, trainings, distinctions, certificates, certificates • **Recruitment interview** - an interview with the Candidate based on information regarding experience and competence or behavioural requirements (in the case of initial assessment) • **Checking references** (if the Person subject to suitability assessment voluntarily provides a list of contacts) - contact with representatives of former employers / associates / business partners •	• **Assessment Centre** – a practical examination of the competencies of the person being assessed performed by employees of the HR Area or independent subcontractors • **Expert report** developed by subcontractors, commissioned by the Bank – professional experience – confirmation of successful milestones and the employment history
3	Guarantee – conflict of interests	• **Assessment form** compliant with the PFSA consolidated individual assessment form published by the PFSA Office as part of the PFA Methodology- confirmation of no conflict of interest and information on functions performed in entities other than the Bank that may potentially give rise to a conflict of interest. • **Review of the presence of the Person subject to assessment in the National Court Register** - confirmation of the absence of a conflict of interest. • **CV analysis** - analysis of current and past professional and social functions in terms of possible conflicts of interest.	• **Expert report** developed by subcontractors, commissioned by the Bank – professional experience and interpersonal relations – exclusion of potential conflict of interests

Table 3. Detailed criteria for the assessment of suitability

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

Criterion	Verified scope
Guarantee – Reputation, honesty, ethics and criminal record	1. Leading to **bankruptcy proceedings, composition proceedings or similar proceedings** in any of the managed organisations or to the status of an insolvent debtor; 2. **Entries in criminal registers, convictions in civil and administrative cases and in disciplinary proceedings** (including a ban on holding positions in commercial law companies); including a conviction for an intentional or fiscal offence, excluding offences under private prosecution; 3. **Criminal sentence, pending proceedings or prosecution for an offence, in particular:** 1) offences under the laws governing banking, financial, securities, insurance activity, or concerning securities markets or securities or payment instruments, including laws on money laundering and terrorist financing, market manipulation, or insider dealing and usury, 2) offences of dishonesty, fraud, or financial crime, 3) fiscal crimes, 4) other offences under legislation relating to companies, bankruptcy, insolvency, or consumer protection. 4. Subject to **relevant current or past investigations and/or enforcement actions ,** in particular by any other **regulatory** or **professional bodies** for non-compliance with any relevant provisions, regulations or accepted practices and norms; 5. Subject to **administrative sanctions for non-compliance with provisions governing banking, financial, securities, or insurance activities or those concerning securities markets, securities or payment instruments, or any legislation on financial services;** 6. Subject to **proceedings in business dealings** in the past: 1) any evidence that the person has not been transparent, open, and cooperative in its dealings with supervisory or regulatory authorities 2) refusal of any registration, authorisation, membership, or license to carry out a trade, business, or profession; or revocation, withdrawal, or termination of such registration, authorisation, membership, or license; or expulsion by a regulatory or government body, 3) the reasons for termination of employment relationship or dismissal from any position of trust, fiduciary relationship, or a similar situation, or having been asked to resign from employment in such a position, 4) disqualification by competent authority from holding managerial functions in a business, 5) other evidence that the person is acting in a manner inconsistent with high standards of behaviour. 7. **Evaluation of past and present business activities** and **stability of financial condition** in terms of their potential impact on the assessed person's reputation – within the applicable law: 1) inclusion on the **list of unreliable debtors** or any negative records on this kind of list conducted by a credit bureau *(if available),* 2) doubtful **financial and business performance of the entities owned or directed by the person** or in which the person had or has significant shares, with particular focus on any rehabilitation, bankruptcy and winding-up proceedings and whether and how the person has contributed to the situation that led to the proceedings, 3) **declaration of personal bankruptcy,**

Criterion	Verified scope
	4) **civil lawsuits, administrative proceedings or criminal prosecutions**, major investments or engagements and borrowings to the extent that they may have a significant impact on the financial condition. 8. Information on: 1) **investigations, administration proceedings, enforcement proceedings, or sanctions by a supervisory authority** which the person has been the subject of, 2) whether an assessment of reputation as a person running a credit institution has already been conducted by another **competent authority** (including the identity of that authority and the evidence of the outcome of this assessment), 3) whether any previous assessment by an authority from another (non-financial) sector **has already been conducted** (including the identity of that authority and evidence of the outcome of this assessment, 4) large investments or loans taken out that may significantly affect the financial standing of the assessed person, economic entities owned or directed by that person or in which he or she holds a significant share, 5) materialization of ESG risk or ML/FT risk as a result of the Assessed Person's act or omission. 9. **Information on the discharge of duties of the Management Board, Supervisory Board and Audit Committee.** 1). Irregularities detected as a result of inspections, including internal audits and controls, audits of external entities (e.g. IPS), inspections of administrative bodies excluding the PFSA 2). Irregularities detected as a result of supervisory activities carried out by the supervisory authority (PFSA or other competent authority)
Knowledge, experience and abilities	1. **Knowledge** acquired through education and training: 1) level and profile of education (relation with banking and finance or other relevant areas, i.e. education in banking and finance, economics, law, accounting, audit, administration, financial regulations, IT technology and quantitative methods) 2) other information specified in the PFSA consolidated individual assessment form published by the PFSA Office as part of the PFSA Methodology; 2. **Practical experience gained from previous occupations** (for the last 10 years); 1) nature of the managerial position and its place in hierarchy, 2) length of service, 3) scope of competence, decision-making powers, and responsibilities, 4) technical know-how gained through the position about the business of a credit institution and the understanding of risks in credit institutions, 5) number of subordinates. 3. **References from employers** (at least for the last 3 years); 4. **Knowledge, skills and experience** in the field of Bank management, business area management, risk management in banking activities, including ESG risk and/or ML/FT risk management, and personal competences (behavioral requirements): 1) specific information resulting from the completion by the Person assessed of the PFSA consolidated individual assessment form published by the PFSA Office as part of the PFSA Methodology.
Guarantee – conflicts of interest	1. **Potential conflicts of interest**, i.e.: **1)** any financial (e.g. loans, shareholdings)

Criterion	Verified scope
	2) non-financial interests or relationships (e.g. close relations such as a spouse, cohabitant, child, parent or other relation with whom the person shares a household) of the person and his/her close relatives to members of the governing body and Key Function Holders in the Bank, the parent institution and subsidiaries and controlling shareholders 2. **Declaration of the person's ability to perform their duties independently** without undue influence from other persons, including: 1) barriers related to past and/or present positions held in a credit institution or other companies, 2) personal, professional or other economic relationships with the members of the management body performing management functions in the Bank, in its parent company or subsidiaries, 3) personal, professional or other economic relationships with the controlling shareholders of the Bank, with its parent entity or subsidiaries, 4) personal (e.g. close family links) or professional relationships with employees of an institution or entity falling within the scope of prudential consolidation, 5) other employment or recent employment, 6) personal or professional ties with certain stakeholders (e.g. related to significant suppliers, consulting companies or providers of other services); 7) membership in a body, exercising control over a legal person or other entity having conflicting interests with the supervised entity in which the person performs or is to perform the function; 8) social activity constituting a conflict of interest against the activity of the Bank in accordance with the person's declaration. 3. **Situations described in the Policy on the management of conflicts of interest between employees at BNP Paribas Bank Polska S.A.**
Spending the time necessary to perform functions	1. **In assessing sufficient amount of time spent by a Person subject to suitability assessment , the Bank shall primarily consider:** 1) the number of managerial functions at financial or non-financial companies performed by a given person at the time, taking into account possible synergies if such functions overlap, including action on behalf of a legal person or in the capacity of a substitute member of the governing body; 2) functional and expedient considerations for combining functions in several entities (e.g. possible synergies in the case of performing these functions in the same group, due to ensuring a specific standard of management or supervision over entities from the same capital group); 3) he/she size, nature, scale, and level of complexity of operations of the entity in which a given person performs a managerial function, and in particular whether the entity in question is not from the EU; 4) geographic presence of a given person and travelling time required for that type of position; 5) the number of meetings scheduled for the governing body in which a given person performs his/her role; 6) any necessary meetings of the Supervisory Board convened, in particular, with the competent authorities or other internal or external shareholders outside the planned formal meetings of the body; 7) the nature of a specific position hold by a given person or that person's duties, including particular functions, such as CEO, President, Chairman or Member of the Committee, and whether a given person performs any executive or non-executive function, along with the need of that person to take part in meetings of the company mentioned in point 1 and in the Bank. 8) managerial functions in organisations which do not attempt to achieve mainly commercial ends that are conducted by a given person at the same time; 9) other external professional, social or political activity and other functions as well as significant action conducted in the financial sector and beyond, both in the EU and beyond; 10) necessary introduction to obligations and training; 11) an accessible meaningful comparative analysis of time spending; 12) attendance of the assessed person at the meetings of the body, as well as the result of a long absence of one of the members of the body. **Calculation of the number of managerial functions** 1) Each member of the Supervisory Board limits their additional managerial obligations. It is necessary to ensure that a Supervisory Board member only performs one of the following combinations of managerial functions:

Criterion	Verified scope
	a) one position in the management board and two positions in the supervisory board (non-executive function) b) four positions in the supervisory board (non-executive function) 2) The following executive and non-executive functions shall be considered as one managerial function if: a) they are performed as part of the same capital group, b) they are performed in institutions belonging to the same institutional protection scheme, as long as the conditions defined in Article 113(7) of Regulation (EU) No 575/2013 are met, c) they are performed within enterprises (including non-financial entities) in which the Bank holds a significant stake of shares. 3) Moreover, if functions are regarded as one, the following principles shall apply: a) several managerial functions shall be regarded as one executive function if it concerns at least one executive function; in other cases, the function shall be regarded as one non-executive function, b) all managerial functions performed within enterprises in which the Bank holds a significant stake of shares but which are not subsidiaries as part of the same group shall be regarded as one managerial function. A managerial function in such enterprise shall be regarded as one separate managerial function, c) if the Supervisory Board member performs managerial functions in various groups or enterprises, all managerial functions performed within the same institutional protection scheme shall be regarded as one managerial function. d) if there are many institutions within the same group holding major stakes of shares, the manager function in such an enterprise shall be regarded with consideration of a consolidated situation (based on an accounting scope of consolidation) institution as one separate managerial function. e) where the Supervisory Board member performs managerial functions in various groups or enterprises, all managerial functions performed within the same institutional protection scheme referred to in Article 91(4)(b)(i) of Directive 2013/36/EU shall be regarded as one managerial function. In the event of application of the principle defined in Article 91(4)(b)(i) of Directive 2013/36/EU regarding the calculation of executive functions as part of the same institutional protection scheme leads to a higher number of managerial functions than those permitted under the principle defined in Article 91(4)(a) concerning the calculation of the number of managerial functions as part of a group, then the lower number of managerial functions shall apply. f) managerial functions performed in entities which do not aim at achieving mainly commercial ends shall be disregarded while calculating the number of managerial functions in line with Article 91(3) of the Directive. However, this activity should be taken into account while assessing the amount of time spent by a specific member.
Guarantee – independence of judgment	Questions included in the self-assessment questionnaire in response to which the person must provide examples of particular behaviours in terms of: 1) courage, conviction and strength to effectively evaluate and challenge decisions proposed by other members of the Supervisory Board; 2) the ability to ask the right questions; 3) the ability to resist group-thinking.

Criterion	Verified scope
Audit Committee assessment criteria	The Committee as a whole body should meet the following criteria: 1) Independence – a majority of members, including the chairperson, 2) Knowledge and skills in accounting or financial statements – at least one member, 3) knowledge and skills in banking – at least one member,

Nomination Committee assessment criteria	The Committee as a whole body should meet the following criteria: 1) Independence – a majority of members, including the chairperson, 2) Knowledge and experience in the Bank's activities – at least one member, 3) Knowledge and skills with respect to the selection process and qualification requirements
Remuneration Committee assessment criteria	The Committee as a whole body should meet the following criteria: 1) Independence – a majority of members, including the chairperson, 2) Knowledge and experience in the scope of policy and practice of compensations – at least one member; 3) Knowledge and experience in the scope of compensations in relation to risk management and control (i.e. in relation to using the mechanism of adapting the structure of compensations to the Bank's risk profile and capital) – at least one member.
Risk Committee assessment criteria	The Committee as a whole body should meet the following criteria: 1) Independence – a majority of members, including the chairperson, 2) The chairperson of the risk committee should not act as a chairperson of any other committee. 3) Knowledge and skills in relation to practices of risk management and control mechanisms.
Technology Committee assessment criteria	The Committee as a whole body should meet the following criteria: 1) Knowledge in the field of information and communication technologies, including cybersecurity (ICT).

Table 4. Additional suitability reassessment criteria of the members of the Supervisory Board as a whole body

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

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

Appendix 2
Statement on compliance with suitability requirements

Statement[1]

As I am required to provide the information necessary for the assessment of my suitability, I represent that:

☐ I have not been convicted in Poland by a final court judgement* –

☐ No criminal or fiscal criminal proceedings against me have been conditionally discontinued by a final judgement in Poland* –

☐ No injunctive relief has been ordered against me in criminal or fiscal criminal proceedings in Poland* –

in cases of crimes or fiscal offenses, including crimes against the activities of state institutions and local government, crimes against the administration of justice, crimes against the credibility of documents, crimes against property, crimes against economic turnover, crimes against money and securities, or fiscal crimes.

☐ I have not been convicted by a final court judgement in other countries.

☐ I am in no arrears towards the State Treasury, including tax arrears towards the State Treasury, competent units of local government or other State legal persons, the Social Security Institution or other public institutions *

☐ I confirm the statements made in this form and I represent pursuant to Article 31a of the Banking Law that I am aware of criminal liability for making false statements.

☐ At the same time, I represent that I have read and agree to comply with the Policy on the Management of Conflict of Interest in BNP Paribas Bank Polska S.A." and the "Policy on the management of conflicts of interest between employees at BNP Paribas Bank Polska S.A.

.....

(date and legible signature of the person making the statement)

* If a specific part of the statement cannot be made as it would be contrary to the facts, cross out such part and use the relevant section of the assessment form compliant with the PFSA Methodology to describe in detail the cases of conviction, the type of injunctive relief, sentences imposed, status of tax arrears, etc.

Appendix 3 Financial disclosure statement of the Supervisory Board Member

Statement

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

My financial situation and assets do not adversely affect:

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

in particular through:

- circumstances that may affect the economic interest[2],
- personal or professional ties with owners of significant stakes in the Bank, or employees of the Bank and other BNP Group entities, significant counterparties of the Bank, competitors or political organisations,

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

I confirm the statements submitted in this form and pursuant to Article 31a of the Banking Law Act, I declare that I am aware of the criminal liability for making a false statement.

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

[2] Circumstances negatively affecting economic interest include:

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