



## **Self-assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. of Adequacy of Internal Regulations Regarding the Functioning of the Supervisory Board and Effectiveness of the Supervisory Board**

Acting under Recommendation 8.9, included in Recommendation Z issued by the Polish Financial Supervision Authority (PFSA) relating to internal governance principles in banks, on 12 March 2025 the Supervisory Board of BNP Paribas Bank Polska S.A. performed a self-assessment of the adequacy of the internal regulations regarding the functioning of the Supervisory Board, and a self-assessment of the effectiveness of its activities.

### **I. Adequacy of the internal regulations regarding the functioning of the Supervisory Board:**

The assessment was performed according to the following regulations:

- Articles of Association of BNP Paribas Bank Polska S.A.;
- By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A.;
- By-laws of the Audit Committee of BNP Paribas Bank Polska S.A.;
- By-laws of the Risk Committee of BNP Paribas Bank Polska S.A.;
- By-laws of the Remuneration Committee of BNP Paribas Bank Polska S.A.;
- By-laws of the Nomination Committee of BNP Paribas Bank Polska S.A.;
- Code of Conduct of the BNP Paribas Group;
- Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.;
- Policy on the Appointment and Dismissal of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.;
- Remuneration Policy for Members of the Supervisory Board of BNP Paribas Bank Polska S.A.;
- Regulations on Granting Credit Products to Members of the Bodies of BNP Paribas Bank Polska S.A., Managerial Position Holders at BNP Paribas Bank Polska S.A. and their Affiliates in Terms of Capital or Organisation;
- Strategy of the Bank and the Group of BNP Paribas Bank Polska S.A.;
- Organisational Regulations of BNP Paribas Bank Polska S.A.;
- Rules of Procedure for Organisational Changes at BNP Paribas Bank Polska S.A.;
- Policy on the Management of Conflict of Interest at BNP Paribas Bank Polska S.A.;
- Anti-Corruption Policy at BNP Paribas Bank Polska S.A.;
- Risk Strategy at BNP Paribas Bank Polska S.A.;
- Internal Control Policy at BNP Paribas Bank Polska S.A.;
- Information Policy of BNP Paribas Bank Polska S.A. regarding Capital Adequacy (Section 8 of the CRR2);



- Individual Reporting Standard of BNP Paribas Bank Polska S.A.; (Principles of performing disclosure obligations resulting from the listing of the Bank's shares on the Warsaw Stock Exchange);
- Internal Audit Charter of BNP Paribas Bank Polska S.A.;
- Audit Strategy.

The aforesaid regulations are subject to periodic reviews whose purpose is to identify the necessity for update in line with amendments to the law, changes of the regulatory environment or the BNP Paribas Group standards, or for adjustment to current needs related to the activities of the Supervisory Board and its committees.

In 2024, the amendments introduced to the above mentioned regulations consisted mainly in harmonising the provisions with the updated provisions of the Banking Law, Whistleblower Protection Act, guidelines and recommendations of the Polish Financial Supervision Authority and the European Banking Authority (EBA) concerning the principles of supervision over the products, and management decisions for retail banking products, the assessment of suitability of members of the management body and key function holders, the compliance management strategy and procedures with AML/CFT provisions as well as the Group standards.

**Based on the above internal regulations, the Bank's Supervisory Board assesses that:**

- 1) The above mentioned documents are up-to-date, comprehensive and adequate, that is they regulate all issues required by law; they enable the Supervisory Board to operate efficiently and effectively. The Supervisory Board ensures in particular effective exercise of permanent supervision over all areas of the Bank's operations, including over the risk management system and the internal control system.
- 2) The solutions adopted in the Bank's internal regulations with regard to the functioning of the Supervisory Board ensure its proper composition, its day-to-day operations and the performance of its duties, including proper communication and effective flow of information with other bodies and units of the Bank. In particular:
  - a) The composition of the Bank's Supervisory Board and its committees is adequate in terms of the number of members and their conformity with the suitability criteria, both individually and as a whole body, therefore, adequate selection of Supervisory Board members in terms of their competence, skills and experience, ethical norms and standards of conduct, as well as diversity, is ensured.
  - b) The Supervisory Board committees, that is the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee duly fulfil their consulting and advisory role and support the work of the Supervisory Board.
  - c) The Supervisory Board members dedicate sufficient time to perform their tasks and obligations related to the function exercised at the Supervisory Board and the Supervisory Board Committees.
  - d) The solutions adopted in the regulations guarantee that the Supervisory Board members have access to all information on the Bank's operations or its assets on an ongoing basis, including documents related to the operations of the Bank and its subsidiaries, and efficient flow of information. They also give the authority to use external expertise, analyses and opinions, drawn up at the request of the Supervisory Board.
  - e) Appropriate resources for training are provided for the members of the Supervisory Board.



- f) The adopted solutions ensure that the members of the Supervisory Board properly understand the Bank's management principles, their role and are aware of the risk culture at the Bank.
  - g) The solutions adopted in the regulations guarantee that the Supervisory Board members actively perform their duties, with due care and commitment. They act and make decisions independently, following their own opinions and views, acting in the Bank's interest. The Members of the Supervisory Board are provided with the opportunity for an open discussion, in which they can communicate their views in a constructive manner that challenges the solutions and decisions adopted in the Bank.
- 3) The tasks of the Supervisory Board and the Management Board are coordinated, ensuring effective operation of both bodies with the aim of implementing the GOeyond Strategy and development of the Bank.
  - 4) The principles relating to the Supervisory Board members' remuneration are appropriate to the function held and to any additional workload due to tasks performed for a given Supervisory Board committee, as well as appropriate to the complexity of the organisational structure, scale of operations and complexity of the Bank. The Supervisory Board's remuneration does not depend on the Bank's short-term results, yet it supports the achievement of long-term objectives.
  - 5) The disclosure regulations adopted by the Bank ensure that disclosures are up-to-date, reliable, useful and consistent over time, and that the information is given in an understandable and transparent manner.

Summing up, the risk management system in place at the Bank, its organisation, powers and responsibilities, as well as the mutual relations between the Management Board and the Supervisory Board, provide a guarantee of effective and prudent management and supervision, both at the Bank and the Group level; in particular, ensuring the reliability of financial reporting, adherence to the Bank's risk management principles and compliance of the Bank's operations with the applicable laws, internal regulations and market standards.

## **II. Effectiveness of the activities of the Supervisory Board:**

In 2024, the Supervisory Board held 5 meetings and 15 votings in writing, concluding with the adoption of effective resolutions.

The agendas for the meetings of the Supervisory Board covered all issues required by law and regulations. Activities which the Supervisory Board was obliged to perform were completed on time and with due diligence. The decisions were made after prior review and thorough analysis and the Supervisory Board held a discussion and effectively adopted resolutions in all presented cases. The course of the discussions, comments, conclusions and opinions raised were duly reflected in the minutes of the meetings of the Supervisory Board.

## **III. Summary:**

In consideration thereof, the Supervisory Board of the Bank hereby assesses that:

- 1. the internal regulations regarding the operation of the Supervisory Board are up to date and adequate,
- 2. it acted effectively and with due diligence.