Directors' knowledge, skills and experience – Diversity and complementarity

[sustainability statements]

When the Corporate Governance, Ethics, Nominations and CSR Committee (CGEN) reviews the skills and experience of potential directors, it is careful to maintain the diversity and collective skills of the Board of directors in light of changes to the Bank's strategy and in accordance with the Suitability policy.

These candidates are identified and recommended on the basis of criteria that combine personal and collective skills, according to the procedures in the Internal Rules (article 4.2.1) and by the Suitability policy (section II "Identification of, selection of and succession plan for Members of the management body and Key function holders"), which ensure their independence of mind.

To make informed and judicious decisions in all circumstances, the Board of directors has established individual expertise in the banking and financial fields (including risk management, banking regulation and compliance, particularly as regards anti-money laundering and combatting the financing of terrorism), as well as recognised individual experience acquired within the General Management of large international companies, to understand the Group's business model and the associated risks.

The Board of directors also ensures complementarity between directors, with members able to understand the major issues, challenges and emerging risks that the Bank is currently facing, and more specifically:

- environmental and social issues:
  - Mr. Jean Lemierre (Chairman of the Board of directors): Mr. Jean Lemierre has been Chairman of the Board of directors of BNP Paribas since 1 December 2014. As Chairman of the European Bank for Reconstruction and Development (EBRD) from 2000 to 2008, whose operations are guided by the promotion of sustainable and environmentally-friendly development, he has worked to promote CSR, by ensuring that funded projects were socially and environmentally sustainable, while respecting the rights of the workers and communities concerned. Among his various mandates, Mr. Jean Lemierre is a member of the Board of directors of the Institut de la Finance Durable, which aims to coordinate, federate and accelerate the action of the Paris financial centre to achieve the ecological transition and transform the economy towards a low-carbon and inclusive model, aligned with the objectives of the Paris Agreement and the United Nations Sustainable Development Goals;
  - Mr. Jean-Laurent Bonnafé (director and Chief Executive Officer): Mr. Jean-Laurent Bonnafé has been a director and Chief Executive Officer of BNP Paribas since 2011. Under his management, BNP Paribas has begun an ambitious policy of engagement in society, notably with a clear energy transition strategy and initiatives in favour of ethical responsibility. Aware of the need to integrate the Group's CSR strategy into its business model, in 2022, Mr. Jean-Laurent Bonnafé presented a strategic plan entitled GTS (Growth, Technology, Sustainability), approved by the Board of directors, whose Sustainability pillar aims to accelerate the Group's commitments in terms of sustainable finance around five priority areas aligned with the client objectives and the United Nations Sustainable Development Goals (Savings, sustainable investments and financing; Transition to carbon neutrality; Circular economy; Natural capital and biodiversity; Fight against exclusion). The Group has notably undertaken an alignment of portfolios to achieve carbon-neutrality objectives by 2050 while laying out a CO_2 emissions reduction trajectory corresponding to financing of the sectors with the highest levels of emissions and aligning business lines with shared objectives taking into account client transitions. Under the direction of Mr. Jean-Laurent Bonnafé, the integrated model and all the Group's business lines are fully mobilised and committed to supporting customers in their transition to a sustainable and low-carbon economy. Among his various mandates, Mr. Jean-Laurent Bonnafé is Vice-Chairman of *Entreprises pour l'Environnement*, an association that brings together some sixty major French and international companies from all sectors of the economy, committed to ecological transition; he is also a member of the Board of directors of the *La France s'engage* foundation, whose objective is to promote the commitment of civil society in innovative, solidarity-based initiatives that are useful to as many people as possible;
  - Mr. Jacques Aschenbroich (independent director): Chairman of the Board of directors of Orange, former Chairman and Chief Executive Officer of Valeo, Mr. Jacques Aschenbroich has proven expertise in sustainable development, both in terms of governance and environmental and social management. The groups that he chairs or has previously led have made strong commitments in terms of reducing and neutralising their greenhouse gas emissions. Amongst his various mandates, Mr. Jacques Aschenbroich, until 2023, was Vice-Chairman of the *Institut de la Finance Durable*, which aims to coordinate, federate and accelerate the action of the Paris financial centre to achieve the ecological transition and transform the economy towards a low-carbon and inclusive model, aligned with the objectives of the Paris Agreement and the United Nations Sustainable Development Goals. Mr. Jacques Aschenbroich is Chairman of the Governance, Ethics, Nominations and CSR Committee, which monitors the Company's strategy in terms of CSR, and a member of the Financial Statements Committee, which monitors the process of preparing and publishing sustainability information;
  - Ms. Juliette Brisac (director representing employee shareholders): Ms. Juliette Brisac has been Chairwoman of the Supervisory Board of FCPE Actionnariat Monde since 2020 and a director of BNP Paribas since 18 May 2021. She is Senior Advisor to the Director of Corporate Engagement of

BNP Paribas [1], whose mission is to define and implement the strategy of engagement in the main sectors related to the future of society, such as economic development, the environment and energy and climate transition, social integration, regional development, diversity and human rights. Ms. Juliette Brisac is also a member of the internal association *Bénévolat de Compétences et Solidarité*. Ms. Juliette Brisac is a member of the Financial Statements Committee, which monitors the process of preparing and publishing sustainability information;

- Ms. Valérie Chort (Independent director): Ms. Valérie Chort has extensive experience in corporate social and environmental responsibility. At Deloitte, she was responsible for the practice of sustainable development and climate change as well as the development of business advisory services for the Americas. She then joined the Corporate Citizenship and Sustainability Department of Royal Bank of Canada (RBC) and at the same time was appointed Executive Director of the RBC Foundation. Amongst her various mandates, Ms. Valérie Chort is a director of the International Institute for Sustainable Development. Ms. Valérie Chort is a member of the Financial Statements Committee, which monitors the process of preparing and publishing sustainability statements;
- Ms. Monique Cohen (Independent director): Until 2024, Ms. Monique Cohen was Senior Advisor of Seven2, an independent investment company specialising in the financing of SMEs and mid-sized companies in France and continental Europe, including long-term value creation based on the sustainable development of its portfolio companies. Through her experience and responsibilities, Ms. Monique Cohen has proven skills in both the governance of the organisation, one of the pillars of CSR, and the integration of CSR into companies' business models. Ms. Monique Cohen is a member of the Governance, Ethics, Nominations and CSR Committee, which monitors the Company's strategy in terms of CSR, which she previously chaired;
- Ms. Daniela Schwarzer (Independent director): Ms. Daniela Schwarzer is a leading expert in European and international affairs. She is a member of the Executive Board of the Bertelsmann Foundation, which participates in the research and financing of projects, in particular in the fields of education, climate and digital transformation and topics related to Europe and democracy. Ms. Daniela Schwarzer was previously Executive Director for Europe and Central Asia of the Open Society Foundation, a network of foundations whose objectives are to promote democratic governance, human rights and economic, social and legal reforms. Amongst her various mandates, Ms. Daniela Schwarzer is Chairwoman of the German Institute for Foreign Cultural Relations (IFA), an organisation dedicated to international relations as well as cultural and social policy, and a member of the Boards of directors of the Institut Jacques-Delors, the German Institute on International Relations (DGAP) and the Institut Jean-Monnet. Ms. Daniela Schwarzer is a member of the Corporate Governance, Ethics, Nominations and CSR Committee, which monitors the Company's strategy in terms of CSR;

- digital transformation challenges and cybersecurity risks:
  - Mr. Guillaume Poupard (Independent director): Mr. Guillaume Poupard has extensive experience in cyber defence and digital security, acquired in particular within the French Defence Procurement Agency (ANCA), as Chief Executive Officer of the French National Agency for Information Systems Security (ANSSI) as well as Deputy Chief Executive Officer of Docaposte, the digital subsidiary of La Poste Groupe, in charge of technological assets. As Chief Trust Officer of the Orange Group [2] Mr. Guillaume Poupard helps accelerate the development of innovative offers in cybersecurity, cloud and trusted artificial intelligence. Amongst his various mandates, he is Co-Chairman of the National Council for AI and Digital Technology (CIAN). Mr. Guillaume Poupard is a member of the Internal Control, Risk Management and Compliance Committee, which monitors digital security issues;
  - Mr. Jacques Aschenbroich (Independent director): Mr. Jacques Aschenbroich is Chairman of the Board of directors of Orange, one of the main telecommunications operators in the world, which aims to become a leader in cybersecurity in Europe;
  - Ms. Marie-Christine Lombard (Independent director): Ms. Marie-Christine Lombard is Chairwoman of the Management Board of Geodis, a global leader in logistics, which uses the most modern technologies to reduce costs and improve supply chain efficiency (automation, robotics, sensors, autonomous driving, advanced parcel tracking, data analysis and artificial intelligence).

(1) From 1 January 2026.
(2) From 1 February 2026.

In terms of diversity, the Board of directors also complies with both quantitative and qualitative criteria that it has set for itself, relating to the number of directors, the balanced representation of women and men, international experience and the diversity of nationalities, age and seniority, which are added to the criteria of personal and collective qualities (1).

Thus, at 31 December 2025:

- the Board of directors has 16 members (2);
- the percentage of women is 46% excluding the three directors representing employees or employee shareholders (3) (and 50% including all directors);
- the Board of directors has members with international backgrounds and experience (4);
- five nationalities are represented (5);
- five directors are of nationality other than French or have dual nationality (6);
- the balance in terms of age and seniority is respected.

The table below reflects this diversity within the Board of directors and lists more specific contributions made by each of the directors.

Director	Age(1)	Gender	Nationality	Areas of expertise	End of term of office
Jean LEMIERRE (Chairman)	75	M	French	Banking/Finance Risks/Regulation monitoring International business operations Governance CSR Geopolitics AML/CFT	2026
Jean-Laurent BONNAFÉ (Director and Chief Executive Officer)	64	M	French	Banking/Finance Risks/Regulation monitoring International business operations Governance CSR AML/CFT	2028
Jacques ASCHENBROICH	71	M	French	International business operations Governance Transformation CSR Digital/Cybersecurity	2026
Juliette BRISAC (Director representing employee shareholders)	61	F	French	Banking/Finance Risks/Regulation monitoring CSR	2027
Valérie CHORT	62	F	Canadian	Banking/Finance CSR AML/CFT	2028
Monique COHEN	69	F	French	Banking/Finance Risks/Regulation monitoring CSR AML/CFT	2026
Hugues EPAILLARD (Director representing employees)	59	M	French	Organisation representing employees	2027
Vanessa LEPOULTIER (Director representing employees)	42	F	French	Organisation representing employees	2027
Lieve LOGGHE	57	F	Belgian	Banking/Finance International business operations Governance Transformation	2028

(1) Section VI "Skills and diversity of the members of the Board of directors" of the Suitability policy.
(2) Including one executive director (Mr. Jean-Laurent Bonnafé, director and Chief Executive Officer) and fifteen non-executive directors.
(3) In accordance with the provisions of the French Commercial Code.
(4) North America, Latin America, Asia, Europe.
(5) German, Belgian, Canadian, French and Dutch.
(6) These five directors represent at least 30% of the total number of directors and at least 40% of the number of directors appointed by the Annual General Meeting (excluding directors representing employees).

Director	Age[1]	Gender	Nationality	Areas of expertise	End of term of office
Marie-Christine LOMBARD	67	F	French	Banking/Finance International business operations Governance Transformation Digital/Cybersecurity	2027
Bertrand de MAZIÈRES	68	M	French	Banking/Finance Risks/Regulation monitoring AML/CFT Governance	2028
Christian NOYER	75	M	French	Banking/Finance Economy/Monetary policies Risks/Regulation monitoring International business operations AML/CFT	2027
Nicolas PETER	63	M	German	Finance International business operations Governance Transformation CSR	2028
Guillaume POUPARD	53	M	French	Digital/Cybersecurity Transformation Risks/Regulation monitoring	2028
Daniela SCHWARZER	52	F	German	Economy/Monetary policies CSR Geopolitics AML/CFT	2026
Annemarie STRAATHOF	63	F	Dutch	Banking/Finance Risks/Regulation monitoring AML/CFT	2027

(1) At 31 December 2025.

Furthermore, the additional information referred to in the Afep-MEDEF Code on employees are indicated in sections 7.1.4 “Significant actions in the area of gender equality” and 7.2 "The system concerning employees of this document".

BNP Paribas complies with the rules referred to in article L.22-10-10, 2° *bis* of the French Commercial Code relating to gender balance on the Board of directors [1]. Its composition complies with article L.225-18-1 of the French Commercial Code and it was not necessary to make provisional appointments under article L.225-24, paragraph 4 of the French Commercial Code in order to achieve said balance.

1.c Directors’ ethical conduct

As far as the Board of directors is aware, there are no proven conflicts of interests between BNP Paribas and any of the directors. The Suitability policy requires directors, in any case, to report any situation likely to constitute a conflict of interest to the Chairman; the Board of directors may then ask the director in question to refrain from taking part in voting on the relevant issues.

As far as the Board of directors is aware, none of its members has been found guilty of fraud or been associated, as member of an administrative, management or supervisory body, or as Chief Executive Officer, with any insolvency, receivership or liquidation proceedings during at least the last five years.

As far as the Board of directors is aware, no member has been subject to any official public accusation and/or sanction and no director has been prohibited from performing his or her duties during at least the last five years.

There are no arrangements or agreements with key shareholders, customers, suppliers or other persons that involve the selection of any member of the Board of directors.

The directors must carry out their duties in a responsible manner, particularly as regards the regulations relating to insider dealing. They are notably required to comply with legal requirements relating to being in possession of insider information. Under the terms of the Internal Rules, they must also refrain from carrying out any transactions in BNP Paribas shares that could be regarded as speculative (article 4.3.1 of the Internal Rules). They are informed of the periods during which they may, except in special circumstances, carry out any transactions in BNP Paribas shares (article 4.3.1 of the Internal Rules).

(1) As necessary, it is specified that the proposals made by the Board of directors regarding the renewal of the terms of office of directors at the end of the Shareholders' Annual General Meeting scheduled for 2026 also comply with these rules.