Should the Member of the management body decide to accept the new directorship yet without resigning from an existing directorship, said member shall be required to hand in their letter of resignation as a Member of the management body of BNP Paribas. The SCA shall record their resignation in a report to be submitted to the CGEN for formal acceptance, the effective date of which shall be decided by the Board of directors. Any Member of the management body who no longer believes they are able to perform their functions on the Board of directors, or on any Specialised committee of which they are a member, shall be required to resign.

At least once a year, the SCA shall ask Members of the management body to update their "EBA Form" listing all directorships held by each Member of the management body, with their availability table in attachment.

This will enable the SCA to verify compliance with CoMoFi and the ongoing availability of all Members of the management body.

V. Reputation, honesty and integrity of Members of the management body

Members of the management body must at all times meet the requirements of reputation, honesty and integrity.

Candidates and Members of the management body shall immediately notify the Chairman of the Board of directors and the SCA of:

- **a)** any ongoing procedure and associated consequences by which they may be affected in the context of criminal, civil, administrative or other action conducted by any public authority in France or abroad;
- **b)** any disciplinary measure;
- **c)** any previous approval rejection issued by the competent banking or financial authorities in France or abroad;
- **d)** any rejection, withdrawal, removal, disqualification or cancellation of registration, authorisation, membership or licence affecting the exercise of any commercial or professional activity;
- **e)** any sanction imposed by a professional body in France or abroad;
- **f)** any dismissal for professional misconduct or removal from corporate office;
- **g)** any situation set out in a) to f) above affecting a company of which they are a director, significant shareholder or partner.

The SCA shall retain the supporting documentation on which the CGEN's analysis and conclusions are based, in accordance with legislative and regulatory provisions on personal data protection. In this regard and at the request of the Chairman of the Board of directors or, as applicable, of the Chairman of the CGEN, the SCA may conduct any investigation it may deem to be necessary, including holding an interview with the person concerned.

Where the Chairman of the Board of directors or the Chairman of the CGEN, as applicable, is notified of the occurrence of any of the aforementioned events, the CGEN shall be notified in order to get its opinion on the reputation of the Member of the management body, based on its analysis of the declared situation, and may demand the resignation of the member in question. The opinion shall subsequently be submitted to the Board of directors and, where the opinion is supported, it shall be notified to the interested party by the Chairman of the Board of directors. The Board of director's decision shall be recorded in the minutes of the meeting.

Furthermore, all Members of the management body undertake to act with loyalty and integrity towards the other Members of the management body and the shareholders of the Company. Failing this, the Chairman of the Board of directors or the Chairman of the CGEN, as applicable, may refer the matter to the CGEN for its opinion on the loyalty and integrity of the Member of the management body in question, and may decide to demand their resignation.

VI. Competence and diversity of Members of the management body

a. General principles

To enable decisions to be taken in an informed and judicious manner in all circumstances, the Board of directors attaches great importance to identifying candidates offering individual expertise gained in the fields of banking or finance, or recognised experience acquired within the general management of a large international company, enabling such candidates to understand the Company's business model and the associated risks.

Mindful of the need for collective competence, however, the Board of directors shall strive to ensure that directors offer complementary expertise. To this end, it shall also seek out candidates able to understand the major emerging issues, challenges and risks faced by the Company, such as the current social and environmental issues, the challenges of digital transformation and geopolitical risks.

With regard to diversity, the Board of directors has established guidelines based on qualitative and quantitative criteria covering the number of directors, gender balanced representation, international experience, diversity of nationalities, and age and seniority, in addition to the personal and collective qualities set out in this policy.

The objective of the guidelines set out below is to establish a theoretical composition of the Board of directors which:

- **a)** is appropriate to the Company given its size, diversified and integrated business model, operational complexity, the risks associated with its activities and its international dimension;
- **b)** is aligned with the expectations of the Company's shareholders and other stakeholders;
- **c)** complies with all legislative and regulatory provisions applicable to the Company and with its Articles of association;
- **d)** complies with the recommendations set out in the Afep-MEDEF Code.

Candidates must in all cases be capable of working in a collaborative environment.

b. Quantitative and qualitative guidelines

Number of directors

In accordance with article 7.1 of the Company's Articles of association, the number of directors to be appointed by the Ordinary General Meeting of the Shareholders shall lie between nine and eighteen. The directors representing the employees and the director representing shareholder employees are not to be taken into account when calculating the aforementioned minimum and maximum number of directors.

It should be noted that, in accordance with article 17 of the Articles of association, the Board of directors may also appoint one or two non-voting directors on the proposal of the Chairman of the Board of directors.

Gender balanced representation

In accordance with article L.511-99 of CoMoFi and article 9.3 of the Internal Rules, the CGEN is required to set an objective for gender balanced representation on the Board of directors and to develop a policy to meet this objective.

To this end, in 2016 the Board of directors issued its policy on gender balanced representation on the Board of directors. When selecting the profiles of potential candidates for the position of director, the policy specifies the obligations of gender balanced representation on the Board of directors in accordance with applicable legislative provisions.

International experience and diversity of nationalities

Given the international nature of the Company's activities, the Board of directors promotes the identification of candidates offering international experience acquired through functions performed outside France or through a directorship with a company established outside France, notably in the Group's main operational regions of Europe, the Americas and Asia-Pacific.

With regard to diversity of nationalities, the Board of directors has specified the optimum number of non-French or dual nationality directors to be at least 30%, and at least 40% not including directors appointed by General Meeting (excluding directors representing the employees).

This quantitative reference was established on the basis of a Board of directors' target size of 14 directors which, apart from in exceptional or temporary circumstances, signifies 4 directors of non-French or dual nationality.

Given the Company's positioning in Europe, the Board of directors favours European profiles, although on a non-exclusive basis.

Age and seniority

The Board of directors promotes an equitable balance in terms of directors' ages while ensuring adequate seniority, always allowing for sufficient availability and to be able to act effectively in all circumstances.

c. Annual assessment

Once a year under the responsibility of the CGEN, the SCA shall assess the composition of the Board of directors with regard to the general principles and guidelines set out above. The CGEN shall submit the results of its assessment to the Board of directors, including all proposals it may deem to be appropriate. The assessment shall be carried out by a consultant once every three years.

VII. Induction and training of Members of the management body

The Members of the management body of the Company shall individually and collectively have the necessary expertise, experience, skills, understanding and personal qualities, notably with regard to professionalism and integrity, enabling them to successfully perform their functions in relation to all the Company's main activities, while guaranteeing effective governance and oversight.

The Members of the management body shall ensure that they maintain their knowledge in the following fields: Finance, banking, risks (notably those relating to sanctions, embargoes, money laundering, terrorist financing, corruption and influence peddling), applicable regulations and, more broadly, in any field associated with adaptations of the Company's strategy and with the main emerging issues, challenges and risks faced by the Company.

The Company shall allocate the necessary human and financial resources to training for Members of the management body. In this regard, the CGEN shall develop a training programme for new directors, approved by the Board of directors. Annual training shall be delivered to the directors by the managers holding responsibility over the training themes, and strategic seminars shall be held.

In addition to the aforementioned training, any director may request supplementary training. To this end, the director in question shall discuss the matter with the Chairman of the Board of directors; the SCA shall specify how the requested training is to be delivered.

The directors representing the employees and the director representing shareholder employees shall be allowed training time in accordance with applicable legislative provisions.

With regard to new directors, the Board of directors shall ensure that they meet the Chief Executive Officer, Chief Operating Officer(s) and certain Key function holders.