

# COMPENSATION REPORT



For 2022 financial year



**BNP PARIBAS**

The bank  
for a changing  
world



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## Sofia Merlo, Head of Group Human Resources



“ Just as the health crisis was coming to an end, 2022 has been impacted by the outbreak of conflict in Ukraine which has had an impact on the global economic situation. The Group has shown a strong commitment to support its staff members in Ukraine and to adapt to this new environment, by continuing to support its clients throughout the world.

Thanks to the power of a diversified and integrated model combined with the commitment of all staff members, the Group achieved a very solid commercial and financial performance in 2022, supported by the growth of its three operating divisions.

### 1 A responsible employer's policy

People are at the heart of the priorities of the Growth, Technology & Sustainability 2025 (GTS) strategic plan presented by the Group in February 2022, with the aim of developing the potential and engagement of all staff members to ensure our collective performance and our position as a leader in sustainable finance.

BNP Paribas Group pays particular attention to its remuneration policy for all employees in nearly 65 countries. In all its locations, the Group endeavours to integrate local specificities within the framework of the budgets allocated in terms of compensation, with particular attention paid to the first salary levels that may be most impacted by this new environment.

Furthermore, the Group strictly applies the European regulations<sup>1</sup> on remuneration, as well as the regulations specific to some countries or businesses. In order to respect these regulations, the Group's compensation policy is designed in a way not to encourage excessive risk taking, nor to create incentives that could lead to conflicts of interest between employees and clients.

The compensation policy is also based on principles of transparency and equity, in particular gender equity. It mainly results in a unique annual process for compensation review, which happens simultaneously with the performance review of staff members, to ensure consistency between performance and the award of variable remuneration, as well as a control and monitoring of the evolutions in fixed and variable remuneration.

### 2 A compensation policy linked to sustainable performance

The Group compensation policy for 2022 performance year has been implemented in a context of very strong performances. These results reflect the Group's strategy and its long-term commitment to its customers, serving the economy and society.

The compensation policy remains strictly applied in compliance with applicable regulations: variable compensation pools are adjusted to ensure consistency with the evolution of financial results of the Group and of the businesses, taking into account risks.

As a result of these good performances in a highly competitive environment for certain businesses, variable compensation for 2022 performance year have globally increased throughout the Group. The Investment Banking business lines were particularly resilient in this complicated economic environment, largely explaining the increase in variable compensation for material risk takers population.

Moreover, as a major actor of sustainable finance, for several years the Group has included in its compensation policy CSR<sup>2</sup> indicators representative of the four pillars of the Group's policy, including climate indicators (linked to the emission of greenhouse gases and the support of our clients towards a low-carbon economy). These indicators are aligned with the Group's CSR dashboard for 2022-2025 as published in the 2022 Universal Registration Document. These CSR indicators have also been taken into account since 2019 in determining part of the annual variable compensation of Corporate Officers.

### 3 A fair compensation policy

BNP Paribas continued to pay very close attention to equality of treatment for all, in particular between women and men, and to the contribution to the respect of Code of Conduct, Regulation and internal rules, as well as Risk Assessment and Management for each staff member, in addition to the individual and collective performance measurement. Some staff members are also subject to an individual review by independent control functions.

Concerning the equal pay treatment between women and men, the Group continues its strong commitment in this area by setting up specific measures dedicated to rebalancing of unjustified remuneration gaps. Analyses are presented annually to the General Management at the end of the annual compensation review process to ensure an adequate distribution between women and men of the different budgets in terms of fixed salary increases, variable remuneration or long-term loyalty schemes.

However, ensuring equal treatment from a gender perspective does not completely enable to reduce gender pay gaps. For a number of years now, the Group has been carrying out several actions aiming at improving the representation of women in some senior management positions or in some activities where they are under-represented, by setting ambitious objectives, in particular with regard to the percentage of women in Senior Management Positions<sup>3</sup> (40% by the end of 2025).

This report presents the Group's compensation policy, the governance implemented to ensure its consistency and correct application, as well as detailed information on the compensation of some of its employees. It concerns the employees, whose activities may have a material as impact on the risk profile of the Group, who are identified as material risk takers in accordance with the identification criteria specified in the CRD5 regulation at Group level and who are subject to specific provisions on their compensations required by the European regulation. ”

3 | The Group's Senior Management Position (SMP) population is made up of employees in positions considered to have the most significant impact from a strategic, commercial, functional and expertise point of view.

# INTRODUCTION

## The BNP Paribas Group applies all regulatory requirements on compensation such as specified in:

- **European Directive CRD5<sup>4</sup>** of 20 May 2019, as transposed into French law in the Monetary and Financial Code and the order of 22 December 2020 and the CRR2 European regulation of 20 May 2019<sup>5</sup>;
- **European Commission Delegated Regulation<sup>6</sup>** of 25 March 2021, on the identification criteria for employees whose professional activities have a material impact on the institution's risk profile ("Material Risk Takers" or "MRT"), on a consolidated basis, in all its branches and subsidiaries, including those outside the European Union;
- **EBA<sup>7</sup> guidelines** on sound remuneration policies of 2 July 2021, in line with the ACPR<sup>8</sup> position.

The Group's compensation policy applied in 2022 is compliant with all of these principles and aims to not encourage excessive risk-taking, to avoid incentives that may lead to conflicts of interest, and not to encourage or reward prohibited trading activities and to avoid unequal treatment, in particular on gender basis.

These regulatory prudential provisions apply to the Group on a consolidated basis (including subsidiaries and branches outside the European Union), except for derogations allowed by the regulation. In case of discrepancies between the regulation applied at Group level and the one which applies at local level, the most stringent rules shall apply.

This report is produced in order to comply with regulatory provisions of Article 450 of EU Regulation 2019/876 of 20 May 2019 on prudential requirements for credit institutions and investment firms (CRR)<sup>9</sup>.

## In terms of specific populations targeted by legal and regulatory provisions, the following populations have been identified:

### 1 | Group MRT

Corresponding to the employees included in the Group MRT category in 2022 in accordance with the regulation in force. Thus, all the employees meeting one of the criteria defined in the Directive or the Delegated Regulation, including those identified only

because of their level of remuneration (as a result of their expertise, even if it is not demonstrated that their professional activity has an impact on the Group risk profile) have been included in the scope of the Group MRT. These employees are subject to all the principles set out in the Group compensation policy as detailed below.

4 | Capital Requirements Directive 5, UE Directive 2019/878 amending the directive 2013/36/UE

5 | Regulation EU 2019/876 that completes Regulation 575/2013

6 | Delegated Regulation 2021/923

7 | European Banking Authority

8 | French Banking Supervisory Authority

9 | Capital Requirements Regulation

In addition to these legal and regulatory provisions applicable at Group level, other compensation requirements may apply to some employees who, even though they are not considered as Group MRT, are subject to specific provisions in some of the Group's entities.

## 2 | Local MRT

Local MRT are the staff members identified in particular within Group significant banking subsidiaries located in the European Union and applying CRD5 on an individual basis due to national transpositions.

The number of employees identified under each of these provisions (1, 2, 3 above) is detailed on page 20. In addition, although a number of principles relating to the remuneration policy applies to all Group employees, the figures detailed as from page 21 of this report only concern employees identified as "Group MRT" subject to CRD5 principles at Group level such as required by regulation.

## 3 | Locally regulated employees

Locally regulated employees are staff members identified due to other regulatory requirements by virtue of local banking regulations outside European Union.

**Moreover, other specific rules on remuneration may apply to some Group businesses, for instance, due to provisions:**

- **Linked to protection of clients' interests** (MIFID<sup>10</sup> and ESMA<sup>11</sup> guidelines) for staff members in direct or indirect contact with clients;
- **Linked to the European SFDR<sup>12</sup> Regulation**, which aims to ensure that the variable remuneration of financial market participants and financial advisors does not encourage excessive risk-taking with respect to sustainability risks for investments and financial products;
- **In relation with sectoral principles** (asset management with AIFMD and UCITS and insurance with Solvency<sup>13</sup>);
- **Linked to the application of the French Banking Law** (such as transposed in the French Monetary Code) **and the Volcker Rule** for market professionals;
- **Specific to the Group for front office employees of Global Markets activities** of Corporate & Institutional Banking (CIB), for whom variable compensation awarded continues to be strictly controlled as previously (taking into account all costs and risks when determining variable compensation pools, and applying deferral and indexation provisions on a part of the variable compensation).

10 | Markets in Financial Instruments Directive  
11 | European Securities and Markets Authority

12 | Sustainable Finance Disclosure Regulation  
13 | and IFD as of performance year 2022 for Investment firms

# 1 · GOVERNANCE

The BNP Paribas Group compensation principles and compensation policy for MRT are designed and proposed by Group Human Resources in cooperation with the relevant business lines. They are presented for validation to the Group Compliance, Risk and Finance Committee (CRIF), chaired by the General Management, and then presented to the Remuneration Committee before approval by the Board of directors. Since 2014, the General Shareholders Meeting is annually consulted on some subjects. In compliance with applicable regulation, the Remuneration Committee of BNP Paribas SA also assumes the responsibility of the Remuneration Committee for significant subsidiaries in France.

## Preparation of the remuneration policy and its implementation by Group Human Resources



## AUDIT AND CONTROL

- Internal and independent annual assessment of the implementation of the Group remuneration policy

## Group Compliance, Risk and Finance Committee (CRIF)

The CRIF Committee is a General Management Committee chaired by Mr. Yann Gérardin, Chief Operating Officer, and includes the Heads of Compliance, Risk and Finance functions (or representatives appointed by them), as well as:

- The Group Head of Human Resources;
- The Group Head of Compensation and Benefits, who acts as secretary;
- Mr Michel Konczaty, Executive advisor to the General Management as a permanent invitee.

Compensation policy for regulated employees is presented to and discussed by the CRIF Committee, which reviews and validates:

- Compliance of the policy with current regulations;
- Its adequacy and consistency with the institution's risk management policy;
- Consistency between variable compensation practices and the need to ensure a sufficient level of capital base.

This Committee met three times with respect to the compensation process for the year 2022.

## Remuneration Committee and Board of Directors

**The Remuneration Committee is a committee of the Board of directors** chaired by Mr. Pierre-André de Chalendar. He is also a member of the Corporate Governance, Ethics, Nominations and CSR Committee. The Committee is also composed by Ms. Jane Fields Wicker-Miurin, who is also member of the Financial Statements Committee, and of the Internal control, Risk Management and Compliance Committee, Ms. Marion Guillou who is also member of the Corporate Governance, Ethics, Nominations and CSR Committee, and Mr. Hugues Epailard, who is an employee representative at the Board of directors and also a member of the Internal Control, Risk Management and Compliance Committee. This composition is intended to facilitate the Board's work on the appropriateness of BNP Paribas' remuneration principles with the risk policy.

Its membership is consistent with applicable regulation and with the recommendations of the Afep Medef Corporate Governance Code. **Its members are predominantly independent directors** and have experience in compensation systems and market practices in this field. Finally, the Chairman of the Board of directors is not a member, but is invited to participate in discussions, except when he is personally concerned.

**The internal rules of the Board of directors define the Remuneration Committee's missions** which prepare the Board of directors' decisions concerning the principles of the remuneration policy, the compensation of Corporate Officers of the Group, as well as compensation of employees whose activities have a significant impact on the company's risk profile (Group MRT), in accordance with applicable regulations. The Remuneration Committee **receives the decisions** validated by the CRIF Committee.

**Thus, the Remuneration Committee analyses compensation policy for MRT, compensation principles, as well as the annual process guidelines reviewed by the CRIF Committee, including:**

- Parameters for the determination of variable compensation envelope (i.e. "bonus pools") for Global Markets;
- Terms and conditions of allocations, individual awards and payments.

The Compensation Committee also analyses the list of beneficiaries whose compensation exceeds some thresholds such as defined each year by General Management, and is responsible for controlling the individual compensation of the Heads of Risk function and of Compliance function at Group level.

**The subjects discussed during the Remuneration Committee meetings are then presented to the Board of directors for approval of the principles.** The relevant information is also provided to the Board of directors of significant subsidiaries.

The Remuneration Committee met four times to deliberate on the compensation process for the year 2022.

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## General Shareholders Meeting

**The BNP Paribas General Shareholders Meeting is consulted annually** about the compensation envelope paid in the past financial year to employees identified as Group MRT for that financial year, including the fixed and the variable compensation, in compliance with the French Monetary and Financial Code (see p. 24).

Moreover, the Remuneration Committee (upon proposal validated by the CRIF) decides to propose to the Board of directors to submit a resolution to the General Shareholders Meeting to raise the variable to fixed compensation ratio from 100% to 200%. A two-thirds majority of the General Shareholders Meetings is

required for approval, provided that at least half of the shareholders are represented, otherwise, a three-quarters majority is required. Employees identified as MRT for the previous year are not allowed to take part in the vote.

Finally, the remuneration of Corporate Officers as well as the other BNP Paribas SA 's directors is annually subject to specific resolutions submitted to the General Shareholders Meeting, in application of the provisions of the French Code de Commerce linked to the "loi Pacte". This information is detailed in the Board of directors' report to the General Shareholders Meeting.

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## Audit & Controls

The operating procedures implementing the Group's compensation policy are documented to provide an effective audit trail of any decisions. In addition, **controls have been defined by Group Human Resources and implemented by the Human Resources of poles, entities and functions of the Group** in order to ensure the correct identification of the MRT employees and the correct application of all regulatory requirements applicable to this population (deferral rules, indexation and variable to fixed ratio). At the end of the annual compensation review process, these controls are certified by each of the Group's poles, businesses and functions.

Moreover, a second level of control has been implemented by **RISK ORM** and the **Group's internal audit (Inspection Générale) performs an annual, independent ex post review of the compensation process** to ensure that it complies with the principles and procedures stipulated in the Group's compensation policy. The Board's

Remuneration Committee is systematically provided with a summary of this report.

The review performed in 2022 by the Group internal audit team concerning the 2021 process and the implementation of the CRD5 principles including the identification of employees according to criteria defined by Delegated Regulation, the provisions applied to remuneration, as well as the gender-neutral compensation policy concluded that the principles and regulations had been appropriately applied. A summary of this review has been brought to the attention of the CRIF committee and to the Board's Remuneration Committee and communicated to the regulator.

Moreover, every year, the European Central Bank reviews the principles and the implementation of BNP Paribas' Group remuneration policy.

## 2 · GROUP COMPENSATION PRINCIPLES

### Compensation principles applicable to all Group employees

#### COMPENSATION ELEMENTS FOR GROUP EMPLOYEES

Group employees' compensation includes different components:

##### Fixed compensation

**Fixed salary rewards competence, experience, qualification level, as well as the level of involvement in assigned tasks.** It is set on the basis of local and professional market conditions and the principle of internal consistency within the BNP Paribas Group. It is composed of a fixed base salary, which compensates the skills and responsibilities corresponding to the position held, and when appropriate, fixed pay supplements linked, in particular, to the specific characteristics of the position held, in accordance with applicable regulation.

##### Collective variable compensation

Profit-sharing schemes can exist depending on local legislations, associating employees to the results of the Group and/or of their entity. Their calculation methodologies are usually defined by company agreements.

##### Individual variable compensation

**Variable compensation rewards employees for their performance during the year based on the achievement of quantitative and qualitative targets and individual assessments according to fixed objectives.** It takes into account the business line's results and the achievement of quantitative and qualitative targets, as well as contribution to risk management and respect of compliance rules and the local and/or professional market practices. It does not constitute a right and is set each year in accordance with the compensation policy for the year in question and current corporate governance guidelines.

In addition, variable compensation may also consist of a medium or long-term retention plan, or any other suitable instrument aimed at motivating and building the loyalty of the Group's key executives and high potential employees, by giving them an interest in the growth of the value created.

**Variable compensation is determined in order to avoid the introduction of incentives that could lead to conflicts of interest between employees and customers, or non-compliance with the Code of Conduct, Rules and Regulations and Risk Management.**

The fixed salary must represent a sufficiently high proportion of the total compensation to reward employees for their work, seniority level, expertise and professional experience without necessarily having to pay a variable compensation component.

##### Commercial incentives

For employees holding commercial functions in particular within retail activities, individual variable remuneration can be awarded under sales incentive schemes. These schemes must not be designed in a manner that would promote selling a product or a service which is not well adapted to the clients' needs, or favour employees' interests and/or the Group's interest over clients' interests.

## Employee Benefits

**Employee benefits depend on each country's legislation and come in addition to any other remuneration components.** They are intended to protect employees against the uncertainties of life (via health, disability and life insurances, etc.), encourage their savings efforts and promote preparation for retirement, via collective pension schemes.

## Other compensation items

Buyout awards to newly hired experienced executives will be paid according to a schedule and under conditions as equivalent as possible to the initial vesting dates and conditions of the repurchased instruments and in accordance with the payment and behavioural conditions stipulated in the framework of the BNP Paribas Group's deferred compensation scheme in effect at the date of the buyout awards to these employees.

**Guaranteeing in advance the payment of variable compensation is prohibited.** However, in the context of hiring, especially to attract a candidate with a key skill, the allocation of variable compensation may be guaranteed on an exceptional basis the first year; this award shall in any event be subject to the same conditions as variable compensation (i.e. with a deferred portion, indexing, and performance conditions where appropriate).

In case of the early termination of an employment contract, any amount paid in the transactional context (beyond the existing legal minima and collective agreements) shall reflect the actual past performance of the employee.

## HEDGING PROHIBITION

Hedging or insurance coverage by beneficiaries of risks related to share price fluctuation or the profitability of business lines, aimed at eliminating the uncertainties related to their deferred compensation is prohibited, including during the retention period.

## THE ANNUAL COMPENSATION REVIEW PROCESS

Compensation reviews are managed through a single annual process across the Group and via a centralized system that enables the General Management to obtain at any time updated proposals within the Group, particularly for all MRT. Moreover, General Management can monitor the whole process – depending on the economic situation, the institution's results and market conditions - until individual decisions are taken and announced.

# 3 · COMPENSATION POLICY FOR GROUP MRT

## Perimeter

Group MRT are identified annually according to the criteria defined by the European Commission Delegated Regulation, and through additional criteria decided by the Group. Under CRD5 and the new Delegated Regulation, the identification criteria have changed and now concern:

### AT GROUP LEVEL

- **Corporate Executive Officers;**
- **Non-executive Corporate Officers;**
- **The members of the Group's Executive Committee** within their respective areas of responsibility;
- **The Heads at Group level** of Finance, Human Resources, Compensation Policy, Group Legal, Group Tax, IT, and Economic Analysis as well as those who supervise accounting procedures, the prevention of money laundering and terrorist financing, IT security and the management of outsourced activities;
- **Within the control functions: Compliance, Risk, Legal and Internal audit:** the Head at Group level and the managers who directly report to this person;
- **Senior managers** responsible for business lines, geographical areas, business areas and operational entities with a material impact on the Group's risk profile.

### AT THE LEVEL OF THE GROUP'S MAIN BUSINESS LINES

Within significant activities for which the Group allocates more than 2% of its internal capital or which are considered as core businesses:

- The Head and the managers who directly report to this person and who are responsible of MBU sub-activities or control functions;

### BY VIRTUE OF RISK CRITERIA

- Employees with delegations on credit that exceed certain thresholds (0.5% of the Group's Common Equity Tier 1 "CET1") and those with authority to approve or reject such credit decisions;
- Group employees with the authority to initiate transactions of which the Value at Risk "VaR" exceeds certain thresholds (5% of the Group's VaR limit), and those who have authority to approve or reject such transactions;
- Members with authority among the committees to accept or reject transactions, operations or new products;
- Managers whose cumulated delegations for their direct employees exceed the threshold for credit risk.

### BY VIRTUE OF COMPENSATION LEVEL

Furthermore, the list also includes Group employees whose total annual compensation for the preceding year exceeds the minimum of the 3 following thresholds<sup>14</sup>:

1. The highest threshold between EUR 500,000 and the average total remuneration awarded to the members of the Group's management body and senior management for the previous year;
2. the threshold corresponding to 0.3% of the highest remunerations within BNP Paribas SA;
3. EUR 750,000.

<sup>14</sup> | The first threshold is included directly in Directive CRD5 (EU) 2019/878 and the other two thresholds are indicated in the delegated Regulation (EU) 2021/923.

## Determination of bonus pools and breakdown by business line

### GLOBAL MARKETS ACTIVITIES

In the context of strict oversight of compensation for all Global Markets staff, **the variable compensation pool for this business line is determined by taking into account all components of revenues and risk**, including:

- Direct revenues;
- Direct and indirect costs allocated to the business line;
- Refinancing cost billed internally (including actual cost of liquidity);
- The cost of risk generated by the business line;
- The cost of capital allocated to the activity during the year.

However, some elements of revenues or costs are not allocated to the business line when they do not reflect its performance over the year.

**The bonus pools thus calculated are distributed among the Global Markets business lines on the basis of clearly defined and documented criteria specific to each business line or team**, which reflect:

- Quantitative performance measurement (including the creation and development of long-term competitive advantages for the Group);
- The measurement of underlying risk;
- Market value of the teams and the competitive situation.

**These elements are supplemented by factual elements designed to measure the collective behaviour of the teams** in terms of:

- Ongoing control, compliance and respect for procedures;
- Team spirit within the business line and cross-selling within the Group.

The criteria selected are based on quantitative indicators and factual elements, which are defined each year at the beginning of the compensation review process.

### THE GROUP'S OTHER BUSINESS LINES

Variable compensation pools for the Group's other business lines are determined on the basis of the net revenues, after direct costs and cost of capital, after taking into account risks (in particular for CIB activities), or by the application of a variation rate from the preceding financial year, set in particular on the basis of the Group's performance profile or the performance profile of the business line as a whole after taking into account risks (in particular for Retail Banking activities), as well as on the basis of market practices.

### POOLS FOR GROUP AND CONTROL FUNCTIONS

Variable compensation pools for Group functions and integrated control functions<sup>15</sup> are determined independently from the performance of the business lines for which they facilitate, validate or check the operations.

Variable compensation pools for the functions within business areas and business lines are defined with respect to those of Group functions, taking into account, to a limited extent and where appropriate, specific job market situations.

## Individual awards

### Individual awards are made upon management decision based on:

- The performance of the team to which the concerned employee belongs and his or her individual performance (performance is measured on the basis of results achieved and the risk level associated with these results);
- Appraisals (mandatory annual individual assessment performed by the line manager), which simultaneously assess;
  - qualitative achievements in relation to fixed objectives,
  - professional behaviour with respect to the Group's values, compliance rules, Code of Conduct and procedures of the Group,
  - contribution to risk management, including operational risk and
  - the managerial behaviour of the concerned employee where applicable.

Failure to comply with applicable rules and procedures or blatant breaches of compliance rules or Group Code of Conduct shall entail the reduction or cancellation of the bonus, independently of any disciplinary proceedings.

**The employees identified as Group MRT and local MRT are annually formally and independently assessed by control functions (Compliance and Risk) against the Respect of Code of Conduct and Rules & Regulations and against the Risk Assessment & Management such as defined by the Group.**

The result of these reviews is then taken into account by the managers of the concerned employees in the annual performance appraisal and for the determination of their annual variable compensation.

Failure to comply with at least one of these rules leads to a systematic reduction or cancellation of the awarded variable remuneration of the year for the relevant employees.

Individual awards for employees of Group functions and control functions are made in accordance with these principles and independently from the performance of the business lines controlled by the employees. Furthermore, particular emphasis is given to the employee's contribution to risk management during the annual appraisal process.

## Payment of variable compensation

For MRT<sup>16</sup>, variable compensation includes a non-deferred portion and a deferred portion<sup>17</sup>.

The deferred portion increases in proportion to the level of the amount of variable compensation, according to a grid set each year by the General Management, ranging from at least 40% to 60% for the highest variable compensation amounts.

**In accordance with regulatory requirements, bonuses (including both the deferred and non-deferred portions) are paid as follows:**

- Half in cash;
- Half in cash indexed on the BNP Paribas share price, at the end of a retention period of 9 months for the non-deferred part and 6 months for the deferred part.

Indexing on the share price has a double purpose: to align the beneficiaries interests with those of shareholders, and to ensure solidarity with the institution's overall performance results.

The deferred portion is acquired over minimum 4 years following the award year and vests no faster than prorata temporis. Thus, the payment of deferred bonuses subject to deferral over 4 years is spread over 8 payment dates, with the last payment in September 2027, i.e. 4 years and 9 months after the reference year for determining the award of variable compensation.

The deferred portion vests progressively over 4 years following the year of award, subject to achieving the business line, activity and Group financial performance targets and meeting the behavioural criteria set at the time of award.

Variable compensation is deferred by fifth, over 5 years following the award date in particular for the members of the Group Executive Committee.

Vesting of each annual portion is thus conditional upon the fulfillment of the conditions defined initially at the award date on each annual vesting date, based on the profitability level of the business line and/or activity, and/or the Group as a whole. These conditions are designed to promote an awareness of the impact that activities in a given year could have on results in subsequent years and to align individual conduct with the institution's strategy and interests. **If these conditions are not met during a financial year, the annual portion of deferred variable remuneration is not paid ("Malus").**

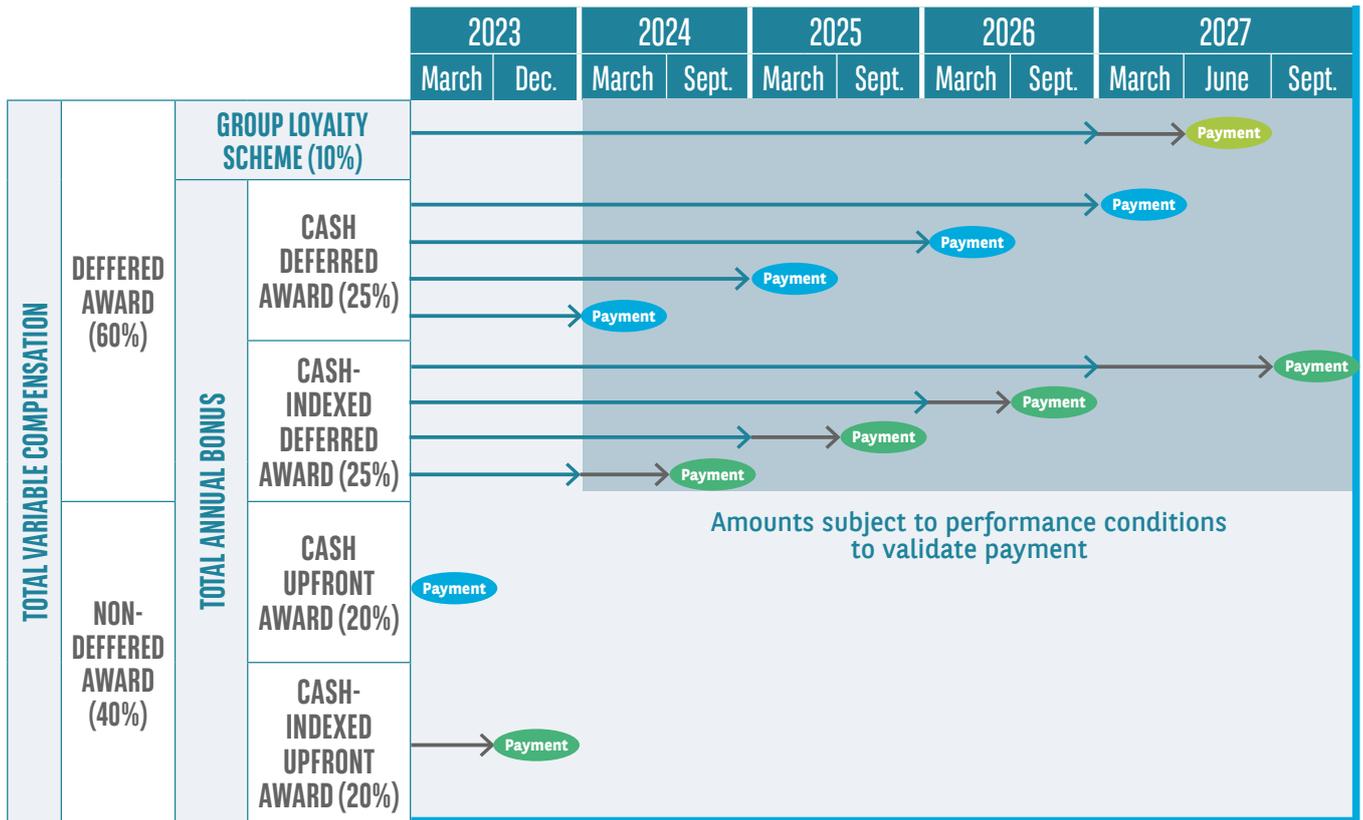
Some MRT are also beneficiaries of fully deferred 4 to 5-year loyalty schemes. The Group loyalty scheme takes the form of a contingent capital instrument for which payment is subject to the absence of regulatory resolution measures and to a level of the Group's CET1<sup>18</sup> ratio above 7%. This scheme also includes conditions relative to Group financial performance as well as CSR criteria including climate indicators, defined at the time of award.

**The figure below shows an example of variable compensation payment rules applicable to a MRT employee subject to a deferred rate of 60% over 4 years and benefiting from an allocation of 10% of its total variable compensation under the Group loyalty scheme:**

16 | Excluding BNP Paribas SA Executive Corporate Officers (see p.19 for details)

17 | With the exception of total variable remuneration below EUR 50,000 and one third of total remuneration

18 | The Group's Common Equity Tier 1 stood at 12.3% on 31/12/2022



- Payment Cash-indexed on the BNP Paribas SA share price
- Payment Cash
- Payment Contingent capital instrument
- Deferred period
- Retention period
- Amounts subject to performance conditions to validate payment
- Amounts subject to claw-back

**In case of dismissal for misconduct** (or for employees who left the Group, the misconduct that would have led to his/her dismissal if it had been revealed while she/he was an employee), particularly when the employee’s action involves the breach of risk control rules, compliance or the respect of the Code of Conduct, or also a dissimulation or an action that resulted in a distortion of the conditions under which bonuses previously allocated were set, **all or part of the rights to the deferred portions of all previously awarded variable compensations<sup>19</sup> shall be lost (“Malus”) and potentially any elements of variable compensation already paid shall be recovered (“claw-back”)** (subject to respect of local labour law).

In addition, in the event of the implementation of a resolution plan, as defined in Article L. 613-50 and following of the Monetary and Financial Code, the deferred variable compensation schemes will provide for the conditions under which parts of awarded variable remuneration may be reduced or cancelled.

Finally, the variable remuneration of employees working in capital market activities, not included in the category of MRT, continues to be strictly controlled and subject to payment rules including deferral, indexation and payment conditions arrangements.

Risk, conduct and compliance criteria and their measurement are thus taken into account ex-ante in the annual compensation review process for the calculation of variable compensation pools (collective) and during the annual appraisal process (individual). Moreover, conduct and compliance are also taken into account ex-post for employees who benefit from variable compensation subject to deferral (malus and claw-back in case of misconduct).

All of these elements contribute to strengthen conduct, compliance and risk culture of all Group staff members.

19 | Including Group loyalty scheme

## Ratio between variable and fixed compensations

For control functions employees, the total variable remuneration awarded to each employee for a year can not exceed the amount of their fixed remuneration for that year.

Furthermore **Total variable compensation awarded to an employee included in the MRT category**, considered at its notional value at the award date, **cannot exceed his or her total fixed compensation** for the same year multiplied by a ratio.

The CRIF Committee proposes **a maximum ratio of 200%** to the Remuneration Committee of the Board of directors. This proposal is then submitted for approval to the General Shareholders Meeting.

The General Meeting of May 18, 2021 approved by more than 99% this ratio of 200% for a 3-year period. For the purpose of calculating the ratio, the portion of variable compensation deferred for 5 years and paid in the form of instruments, up to a limit of 25% of total variable compensation, is discounted at a rate defined in compliance with the EBA guidelines<sup>20</sup>.

For 2022 performance year, 1 employee<sup>21</sup> in France benefited from this discount rate.

52% of employees identified as Group MRT benefited for 2022 performance year of a ratio from 100% to 200% between the variable and the fixed components of their total compensation.

## Scope of application and local rules

The provisions described above are those applicable in principle to the Group MRT. Specific provisions, sometimes more stringent in particular concerning payment conditions of variable compensation the deferral duration or the ratio, may apply to MRT in some countries, due to specific local regulatory provisions or the local transposition of CRD5 rules.

Moreover, according to the order of 22 December 2020, the Group's activities subject to specific regulatory provisions (e.g. AIFMD and UCITS for Asset Management,

IFD for Investment firms and Solvency for insurance) or entities which are not included in the Group's prudential consolidation scope are not subject to CRD5 provisions.

These CRD5 provisions on compensation also apply on an individual basis at the level of Group banking subsidiaries within European Union and the United Kingdom, according to the local legislation, to employees identified as "local MRT", in accordance with the Group principles detailed supra and with applicable local regulation.

## Corporate Officers of BNP Paribas SA

The variable compensation of BNP Paribas SA's Corporate Officers is determined in compliance with the principles set out above applicable to all Group MRT and in accordance with the terms and conditions proposed by the Remuneration Committee adopted by BNP Paribas' Board of directors and approved by the Shareholders General Meeting in accordance with the legislation and governance rules in force..

**Specific compensation principles and policy applicable to BNP Paribas SA's Corporate Officers are detailed in chapter 2 of the 2022 Universal Registration Document.**

20 | EBA guidelines (EBA/GL/2014/01)

21 | Excluding Corporate Executive Officers

# 4 · QUANTITATIVE INFORMATION ON COMPENSATION AWARDED FOR 2022 FINANCIAL YEAR

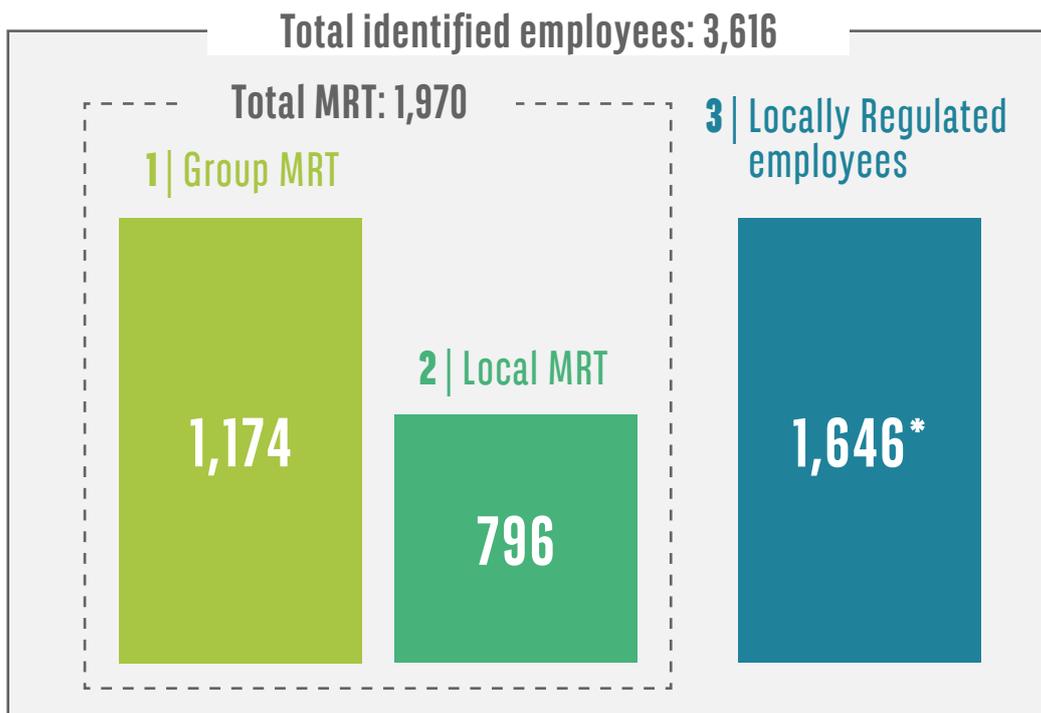
## Overall data

### GROUP INFORMATION

BNP Paribas Group counts in total around 177,000 employees<sup>22</sup>, as of 31 December 2022, representing a total of salary and employee benefits cost of EUR 17.6 billion – out of which EUR 13.5 billion of wages, salaries and other variable remuneration (including profit-sharing schemes) – as detailed in the Consolidated Financial Statements of the 2022 Universal Registration Document.

### GROUP EMPLOYEES WHOSE 2022 COMPENSATION IS SUBJECT TO OVERSIGHT RULES

The chart below shows the number of employees whose 2022 compensation is subject to oversight rules according to regulatory provisions applicable worldwide and to internal rules such as described in the introduction.



\*Including 995 staff members of Bank of the West subject to Federal Reserve regulatory provisions

### GROUP MRT PERIMETER

The application of the identification criteria in 2022, as detailed on page 14, led to a decrease in the number of MRT identified at Group level, due to the increase of the total compensation threshold above which Group employees should be identified as MRT. 20 employees within Bank of the West have been identified as Group MRT because they were present on 31/12/2022, but as the Bank of the West entity was sold to Bank of Montreal on 1 February 2023, the remuneration awarded to these employees will not be presented in the following tables (as variable compensation for the 2022 performance year has been awarded by Bank of Montréal in March 2023).

22 | Workforce in Full Time Equivalents (FTE) of entities under exclusive control or consolidated via global integration (Financial headcount) excluding Bank of the West staff

## Compensation of Group MRT employees in 2022

The quantitative information presented below concerns gross compensation (excluding employer contribution) awarded for 2022 to the 1,154 employees identified as Group MRT excluding Bank of the West scope (less than 1% of the total staff), but does not concern compensa-

tion awarded to other Group employees identified as Local MRT within Group subsidiaries applying CRD5 on an individual basis due to national regulations or other Group employees whose compensation is also subject to oversight.

### QUANTITATIVE INFORMATION ON COMPENSATION AWARDED TO GROUP MRT<sup>23</sup>

The compensation awarded to Group MRT (excluding Bank of the West) for 2022 financial year is split as follows (REM1):

In k€ excluding employer contribution	Chairman of the Board	Other non executive Corporate Officers	Executive Corporate Officers <sup>2</sup>	CIB	Commercial, Personal Banking & Services	Independent Control functions <sup>3</sup>	Group functions	Other <sup>4</sup>	TOTAL
Number of concerned employees	1	13	3	735	148	188	26	40	1154
Total compensation amount	1013	1371	10 562	874 544	60 485	75 355	29 349	28 208	1 080 887
<i>o/w fixed compensation<sup>1</sup></i>	1013	1371	4 306	370 287	37 103	46 994	11 955	14 694	487 723
<i>o/w variable compensation</i>	0	0	6 256	504 257	23 381	28 361	17 394	13 514	593 163
<i>o/w cash</i>	0	0	3 128	249 553	8 047	12 160	5 986	5 817	284 691
<i>o/w share-linked instruments</i>	0	0	2 226	155 651	2 025	3 702	2 096	2 137	167 837
<i>o/w other instruments</i>	0	0	3 128	248 199	7 527	11 402	5 969	5 817	282 042
<i>o/w share-linked instruments</i>	0	0	2 226	155 651	2 025	3 702	2 096	2 137	167 837
<i>o/w other instruments</i>	0	0	0	6 505	7 807	4 799	5 439	1 880	26 430
<i>o/w share-linked instruments</i>	0	0	0	6 505	7 807	4 799	5 439	1 880	26 430

(1) The fixed compensation includes the compensation paid in the 2022 year for the BNP Paribas SA 's director position.

(2) Subject to the approval of the Shareholders' Annual General Meeting of 16 May 2023 under the terms provided for by article L.22-10-34 II of the French Commercial Code.

(3) Including Group Legal.

(4) "Other" population: Investment & Protection Services pole.

On the EUR 593,16 million of total variable remuneration awarded for 2022 performance year to the Group MRT, only EUR 116,85 million is paid in cash in March 2023. The variable compensation balance is spread over up

to 11 conditional instalments paid between December 2023 and September 2028 (depending on the deferred remuneration scheme applicable to each employee)..

23 | For information, some lines do not appear in the tables compared to the regulatory templates as they contain no data. Furthermore, for the Executive Corporate Officers, their Long Term Incentive Plan is presented in fair value of the amount awarded.

## Other elements relative to Group MRT compensation are the following (REM2):

In K€ excluding employer contribution	Executive Corporate Officers	Other identified staff
<b>Guaranteed variable remuneration awards</b>		
Guaranteed variable remuneration awards Number of identified staff <sup>24</sup>	0	44
Guaranteed variable remuneration awards Total amount	0	26 284
Of which guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap	0	0
<b>Severance payments awarded during the financial year</b>		
Severance payments awarded during the financial year - Number of identified staff	0	19
Severance payments awarded during the financial year - Total amount	0	9 421
of which paid during the financial year	0	9 421
of which deferred	0	0
of which guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap	0	9 421
of which highest payment that has been awarded to a single person	0	1 603

## Deferred remuneration (REM3) :

In K€ excluding employer contribution	Total amount of deferred remuneration awarded for previous performance periods	Of which due to vest in the financial year	Of which vesting in subsequent financial years	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in the financial year	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in future performance years
<b>MB Management function<sup>25</sup></b>					
cash-based	9 941	1 627	8 314	0	0
share-linked instruments or equivalent non-cash instruments	11 590	2 102	9 488	0	0
other instruments	4 667	840	3 827	-165	0
<b>Other identified staff</b>					
cash-based	354 919	84 104	270 815	0	0
share-linked instruments or equivalent non-cash instruments	436 588	185 361	251 227	0	0
other instruments	91 554	19 365	72 189	-640	0
<b>TOTAL</b>	<b>909 258</b>	<b>293 398</b>	<b>615 860</b>	<b>-805</b>	<b>0</b>

24 | Includes employees hired in the year who are identified as MRT taking into account this guaranteed variable remuneration (therefore subject to the CRD5 regulatory constraints on variable remuneration (deferral, indexation, variable/fixed ratio)).

25 | Remuneration granted to corporate officers during their directorship or in their previous position as employees.

In K€ excluding employer contribution	Total amount of adjustment during the financial year due to ex post implicit adjustments (i.e. changes of value of deferred remuneration due to the changes of prices of instruments)	Total amount of deferred remuneration awarded before the financial year actually paid out in the financial year	Total amount of deferred remuneration awarded for previous performance period that has vested but is subject to retention periods
<b>MB Management function</b>			
cash-based	277	1 903	0
share-linked instruments or equivalent non-cash instruments	-432	1 670	1 172
other instruments	0	675	0
<b>Other identified staff</b>			
cash-based	4 429	88 533	0
share-linked instruments or equivalent non-cash instruments	-295	185 066	387
other instruments	0	18 725	0
<b>TOTAL</b>	<b>3 979</b>	<b>296 572</b>	<b>1 559</b>

**Number of MRT Employees whose 2022 total remuneration exceeds EUR 1 million (REM4) :**

Total compensation	NUMBER OF MRT
< €1million	785
Between €1 and €1.5 million	200
Between €1.5 and €2 million	73
Between €2 and €2.5 million	41
Between €2.5 and €3 million	26
Between €3 and €3.5 million	9
Between €3.5 and €4 million	8
Between €4 and €4.5 million	3
Between €4.5 and €5 million	3
Between €5 and €6 million	4
Between €6 and €7 million	1
Between €7 and €8 million	1

Among the employees whose remuneration exceeds EUR 1 million, 121 work in the United Kingdom, 112 in the United States, 67 in France, 46 in Asia and the remaining employees are located in 8 other countries.

## 5 · QUANTITATIVE INFORMATION ON COMPENSATION PAID TO GROUP MRT IN 2022

In accordance with article L511-73 of the Monetary and Financial Code, the BNP Paribas Annual Shareholders' Meeting of 16 May 2023 will vote on a consultative basis in its eighteenth resolution, on the global amount of compensation paid in 2022 to employees identified as Group MRT in 2022.

These remunerations are, by definition, different from what is presented in paragraph 3 above, which reflects the compensations awarded in 2023 for 2022 financial year. Compensations actually paid out in 2022 refer to partial payments of variable compensation awarded between 2018 (for financial year 2017) and 2022 (for financial year 2021), for the portion payable in 2022 in accordance with applicable provisions.

The amount paid for these variable compensation awarded in previous years may be affected by a failure to achieve performance conditions and by fluctuations in the BNP Paribas share price between the award date and the payment date.

The amount of fixed compensation reflects the amount actually paid out in the year, taking into account any potential salary increases awarded during the year. Fixed compensation, awarded as set out above in section 3, reflects fixed compensation at 31/12/2022 considered on an annual basis.

**Therefore, the total compensation paid out in 2022, subject to the consultation of General Shareholders Meeting, amounted to EUR 926 million.**

Amount in EUR million excluding employer contribution.

NUMBER OF EMPLOYEES CONCERNED	EXERCICE 2022	
	Amount of fixed compensation paid	Amount of variable compensation paid
1174	480	446

Variable compensation paid includes:

Amount in EUR million excluding employer contribution	2022	
	Award value	Payment value**
2021 bonus paid in the year	228	220
2020 deferred bonus	49	50
2019 deferred bonus	44	47
2018 and before	74	82
2019 Group loyalty scheme	25	25
Other components of variable compensation*	22	22
<b>TOTAL</b>	<b>443</b>	<b>446</b>

\* sign-on bonuses, buyout awards, collective profit sharing schemes, etc.

\*\* the difference between the award value and the payment value results from the partial indexation of variable compensation to the BNP Paribas share price and from performance conditions.



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