

BNP PARIBAS

CORPORATE GOVERNANCE



APRIL 2018



BNP PARIBAS

The bank for a changing world



The Board of Directors and its Committees



Proposed Re-Elections of Directors



M. Pierre André de CHALENDAR

- Chairman and CEO of Compagnie de Saint-Gobain
- Chairman of the Compensation Committee, member of the Corporate Governance, Ethics, Nominations and CSR Committee
- Independent within the meaning of the Afep-Medef Code*



M. Denis KESSLER

- Chairman and CEO of SCOR SE
- Chairman of the Financial Statements Committee,
- Chairman of the meetings common to the Financial Statements Committee and the ICRMCC(**)
- Independent within the meaning of the Afep-Medef Code*



Ms. Laurence PARISOT

- Chief Development Officer of Gradiva
- Chairwoman of the Corporate Governance, Ethics, Nominations and CSR Committee, member of the ICRMCC(**)
- Independent within the meaning of the Afep-Medef Code* until the 2018 AGM

(*) As assessed by the Board; (**) Internal Control, Risk Management and Compliance Committee



Composition of the Board of Directors after the 2018 AGM - Independence

A composition that fully complies with stock market recommendations: largely more than 50% of “independent” directors

- **12 Directors appointed by the General Meeting**
 - For 3-year terms
 - Representing 4 nationalities
 - Including 9 “independent” directors, in accordance with the guidelines of the Board and of the French stock market (i.e. 75% of the Directors elected by shareholders)
 - Including 5 ladies (i.e. more than 40% of Directors elected by shareholders)
- **2 Directors elected by the staff**
 - For 3-year terms
 - 1 lady
 - Not considered “independent” based on French stock market criteria, despite the method of their election
 - Of whom:
 - one sits at the Compensation Committee and attends Internal Control, Risk Management and Compliance Committee meetings
 - and the other one sits at the Financial Statements Committee



The independence of Directors is ultimately demonstrated through their decisions



Composition of the Board of Directors after the 2018 AGM - Competences

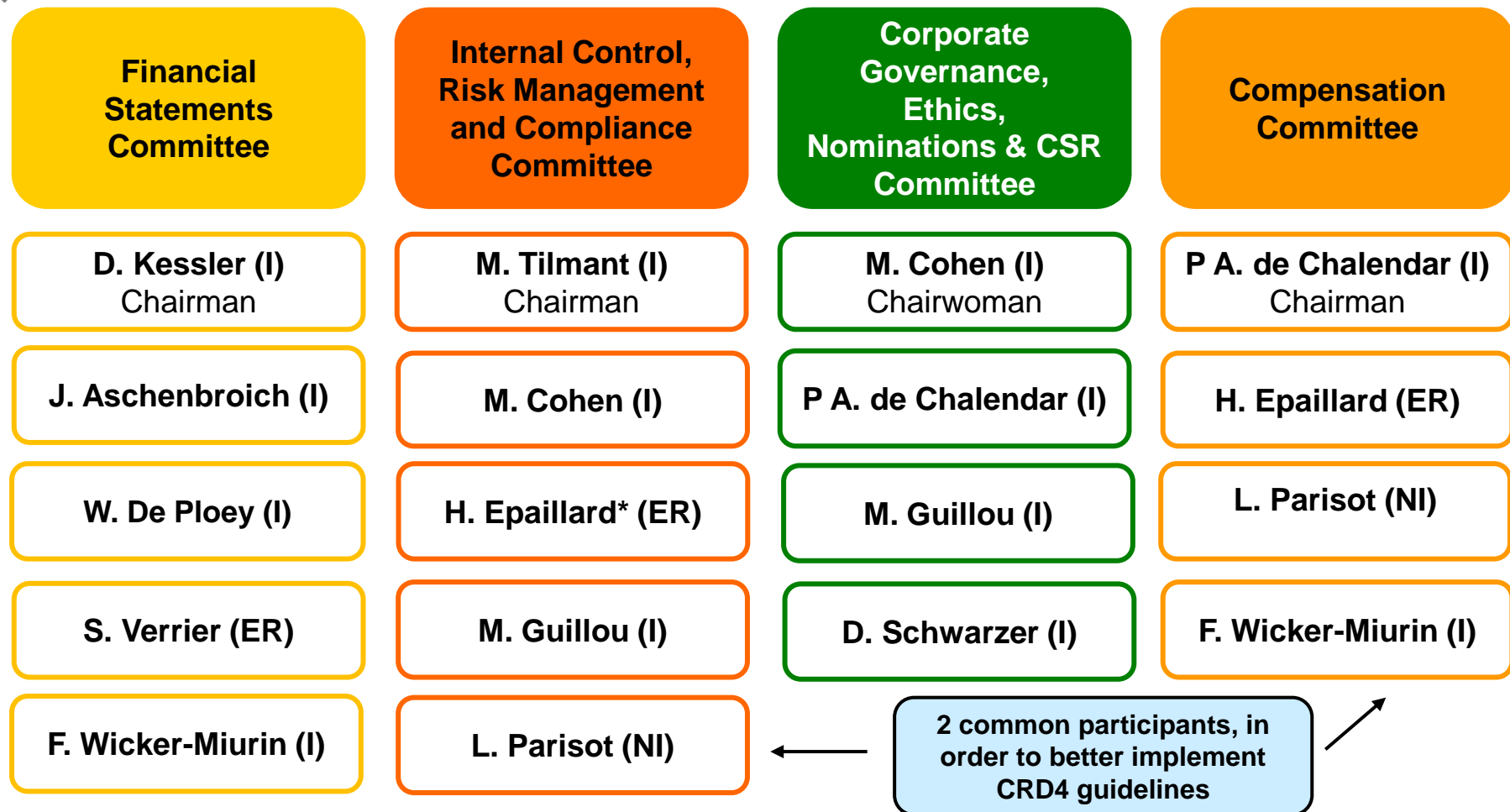
Composition must ensure the necessary diversity within the Board, in terms of competences and experience, in accordance with the Bank's strategy

- Members with complementary backgrounds and experiences
 - Right balance between
 - “Wisdom” and judgment stemming from experience and tenure, on the one hand
 - On the other hand, the need for refreshment bringing renewed thinking and perspective
- Members with diverse skills:
 - Banking and financial matters
 - Risk assessment capabilities
 - High level management of large corporations
 - International vision
 - Stemming not only from nationality, but also from professional experience and assignments
 - Digital expertise
 - Expertise in the field of CSR

▶ To ensure the Board's ability to make informed and effective decisions



Composition of the Committees of the Board after the 2018 AGM



(*) Attends the meetings. (I): Independent Director, in accordance with the guidelines of the Board and of the Afep-Medef Code. (ER): Employee Representative.



Focus on the Audit Committee: roles split between the Financial Statements and the Internal Control, Risk Management and Compliance Committees

- Both Committees composed of Directors with the required expertise
 - Financial Statements Committee: most members with qualifications and experience in financial management, accounting and financial information
 - Chairman's financial skills are reinforced by his position as CEO of SCOR, a major European reinsurance company
 - Internal Control, Risk Management and Compliance Committee: most members with specific expertise in financial matters and risk management, either through their training or experience
 - Chairman with international experience in banking management
 - Another member has been a member of the College of the French Financial Market Authority
- Frequent contacts with operational managers and Auditors:
 - Compliance, Legal, Risk and Internal Audit functions
 - report regularly to the ICRMCC*
 - can be interviewed by this Committee if they wish to do so
 - The Group's Chief Financial Officer as well as the Statutory Auditors are interviewed every quarter by the FS** Committee
- ICRMCC* analyzed and proposed to the Board the *Risk Appetite Statement* of the Group, which addresses all the risks to which the Group is exposed and is used from now on as reference in the process of decision-making having an impact on the risk profile of the Group
- **The ECB as Supervisor periodically conducts thematic reviews on Risk Governance and Appetite, which are twofold assessments:**
 - **Of the functioning and effectiveness, among others, of the Board and its Committees**
 - **Of the Risk Appetite Framework**

* Internal Control, Risk Management and Compliance Committee; ** FS: Financial Statements Committee.



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