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
The independence of Directors is ultimately demonstrated through their decisions.

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
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

**Financial Statements Committee**
- D. Kessler (I)
  - Chairman
- J. Aschenbroich (I)
- W. De Ploey (I)
- S. Verrier (ER)
- F. Wicker-Miurin (I)

**Internal Control, Risk Management and Compliance Committee**
- M. Tilmant (I)
  - Chairman
- M. Cohen (I)
- H. Epaillard* (ER)
- M. Guillou (I)
- L. Parisot (NI)

**Corporate Governance, Ethics, Nominations & CSR Committee**
- M. Cohen (I)
  - Chairwoman
- P A. de Chalendar (I)
- H. Epaillard (ER)
- M. Guillou (I)
- D. Schwarzer (I)

**Compensation Committee**
- P A. de Chalendar (I)
  - Chairman
- H. Epaillard (ER)
- M. Guillou (I)
- D. Schwarzer (I)
- F. Wicker-Miurin (I)

2 common participants, in order to better implement CRD4 guidelines

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