



POLISH BANK ASSOCIATION

Warsaw, 06 November 2025

European Banking Authority

**The response of Polish Bank Association to
Consultation Paper on Draft revised Guidelines on internal governance under Directive
2013/36/EU**

(deadline 07.11.2025)

The Polish Bank Association welcomes the opportunity to express its opinion in the EBA Consultation on the *Draft revised Guidelines on internal governance under Directive 2013/36/EU*.

During the course of our intensified works in sector we have identified some areas which in our opinion need further clarification in order to operationalise properly the process of preparation to implementation of new Guidelines in banks and finally implement new requirements correctly. Also certain provisions of the Guidelines are overly prescriptive and detailed, which could risk transforming guidance into the binding requirements. It is essential that the Guidelines respect national company law frameworks, as envisaged in CRD, so recommendations should be more flexible considering diversity of national governance frameworks.

Question 3: Are the changes made in Title III (governance framework) section 6 appropriate and sufficiently clear?

1. *Point 68: It should ensure that institutions maintain at all times sufficient substance to satisfy the conditions of their authorisation as defined by Commission Delegated Regulation (EU) 2022/2580 and Commission Implementing Regulation (EU) 2022/2581, and do not become 'empty shells' or 'letter-box entities', including when using third-party arrangements, or executing back-to-back transactions or any other service agreement with their head undertaking if applicable.*

The reference to Regulations 2022/2580 and 2022/2581 in the context of meeting the conditions of authorisation is unclear. Regulation 2022/2580 specifies the information that must be submitted in applications for authorisation, as well as potential obstacles to effective supervision. Regulation 2022/2581 addresses templates for submitting information and procedural issues. Neither regulation precisely defines the conditions for granting an authorisation.



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2. In our opinion, modifications with respect to the following points (point 68a, subpoints: c, f and g) will make the requirements more proportionate:

- 1) The comment regarding drafted requirements in point 68a and (f)(c) of draft revised Guidelines:

Point 68a. (c), „[...] The duties should be outlined separately for both the management and the supervisory function of the management body. [...]”

3. *Point 68a.f). iii: The mapping of duties should complement the institution’s existing governance framework, which explains its governance arrangements, how its governing bodies are structured and interact, and its organisational chart, and in addition include at least the following:*

(...)

the names of all members of the management body, senior management and KFH and a summary of their roles and duties consistent with the individual statements of duties;

Listing all individuals performing a given function by name in the mapping of duties seems unnecessary and excessive. Especially if every change in this matter would need supervisory board approval, as outlined in 68a.g. A reference to the name of the position (job title) should be sufficient. Assigning a given position to a person by name will be determined by individual statements of duties.

We suggest aligning the abovementioned requirements to the article 88 (3) of CRD VI. According to the Directive: “Member States shall ensure that institutions draw up, maintain and update individual statements setting out the roles and duties of **all members of the management body in its management function**, of senior management and of key function holders and a mapping of duties, including details of the reporting lines, of the lines of responsibility, and of the persons who are part of the governance arrangements as referred to in Article 74(1) and of their duties.” In some countries management board in its supervisory function performs its duties collectively, the outlining duties for supervisory board would be in compliance with local law in certain member states. We suggest limiting this points to management body in its management function and to senior management and KFH, as directly required by CRD VI.

4. *68a. (g) The management body should approve the mapping of duties and institutions should timely update it as appropriate, taking also into account the review of the individual statements. It should be made available at least to all members of the management body and key function holders and submitted to the competent authorities in due time upon request. In two-tier-structures, the management body in its supervisory function should approve the mapping of duties.*

We are of the opinion that there is a need for more proportionality regarding requirement stated in drafted point 68a. (g) of revised Guidelines, deeming that for detailed documentation covering mapping of duties the approval of management body in its supervisory function should not be required. In our opinion, it is sufficient according to point 68 for the management board, including in its supervisory function, to ensure the adequacy of the organizational structure. It seems excessive to require that specific mapping of duties be approved by the management body.

Please take our comments into account in the draft revised Guidelines.