

**DRAFT RESOLUTIONS  
OF THE EXTRAORDINARY GENERAL MEETING  
OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA  
CONVENED FOR ..... 2024**

**Resolution No. /2024  
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to appoint the Chair of the Extraordinary General Meeting**

Section 1

Acting pursuant to Art. 409.1 of the Commercial Companies Code in conjunction with Section 5.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby appoints Mr/Ms..... as Chair of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

**STATEMENT OF REASONS**

*The Chair of the Extraordinary General Meeting will be appointed in a secret ballot held during the Extraordinary General Meeting, in accordance with Art. 409.1 of the Commercial Companies Code in conjunction with Section 5.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., adopted by the Annual General Meeting of BOŚ S.A. on 30 June 2022 by way of Resolution No. 39/2022.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**Resolution No. /2024  
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to appoint the Secretary of the Extraordinary General Meeting**

Section 1

Acting pursuant to Section 6.4 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby appoints Mr/Ms ..... as Secretary of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

**STATEMENT OF REASONS**

*The Secretary of the Extraordinary General Meeting will be appointed in a secret ballot held during the Extraordinary General Meeting, in accordance with Section 6.4 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., adopted by the Annual General Meeting of BOŚ S.A. on 30 June 2022 by way of Resolution No. 39/2022.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**Resolution No. /2024  
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to adopt the agenda**

Section 1

Acting pursuant to Art. 404.1 of the Commercial Companies Code in conjunction with Section 10.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby adopts the following agenda for the Meeting:

- 1) Opening of the Extraordinary General Meeting,
- 2) Appointment of the Chair of the Extraordinary General Meeting,
- 3) Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to pass resolutions,
- 4) Appointment of the Secretary of the Extraordinary General Meeting,
- 5) Adoption of the agenda,
- 6) Consideration of and voting on a draft resolution to amend the Articles of Association of Bank Ochrony Środowiska S.A.,
- 7) Voting on a resolution to authorise the Supervisory Board to prepare the amended and restated version of the Articles of Association of the Bank,
- 8) Changes in the composition of the Supervisory Board,
  - a. Voting on resolutions to remove members of the Supervisory Board from office,
  - b. Voting on resolutions to appoint members of the Supervisory Board,
- 9) Voting on a resolution on the assessment of the collective suitability of the Supervisory Board,
- 10) Voting on a resolution on the coverage by Bank Ochrony Środowiska S.A. of the cost of convening and holding the Extraordinary General Meeting of BOŚ S.A. on 11 March 2024,
- 11) Conclusion of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

**STATEMENT OF REASONS**

*The General Meeting proceeds in accordance with the adopted agenda. Pursuant to Section 10.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Chair of the General Meeting presents the agenda to the shareholders and then puts it to the vote. Pursuant to Art. 404.1 of the Commercial Companies Code, no resolution may be passed on matters not included on the agenda of the General Meeting unless the entire share capital is represented at the Meeting and no objections to the adoption of such resolution are raised by any of the persons participating in the Meeting. The resolution is of a formal nature.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**Resolution No. /2024  
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to amend Art. 5 of the Articles of Association of the Bank**

## Section 1

Acting pursuant to Art. 430.1 of the Commercial Companies Code in conjunction with Art. 10.8 of the Bank's Articles of Association, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

1) In Art. 5.2, item 9 shall be amended to read as follows:

*“9) execution of orders to buy or sell financial instruments for the account of the principal, subject to the condition that such activities are limited to securities issued by the State Treasury or the National Bank of Poland, or other financial instruments not admitted to trading on organised markets, bonds issued by Bank Gospodarstwa Krajowego for funds created, entrusted or transferred to it under other laws, guaranteed by the State Treasury, as well as bonds issued by the Bank Guarantee Fund or asset manager referred to in Art. 224.1 of the Act on Bank Guarantee Fund, Deposit Guarantee Scheme and Compulsory Restructuring of 10 June 2016,”;*

2) In Art. 5.2, item 9<sup>1</sup> shall be added after item 9, reading as follows:

*“9<sup>1</sup>) purchase or sale of financial instruments for own account, subject to the condition that such activities are not performed in the capacity of a market maker with respect to shares, or derivatives in which the underlying asset is shares,”.*

## Section 2

Resolution No. 39/2023 of the General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023 to amend Art. 5 of the Articles of Association of Bank Ochrony Środowiska S.A. is hereby repealed.

## Section 3

This Resolution shall take effect force upon approval by the Financial Supervision Authority, as of the date of registration of the amendment in the National Court Register by the District Court for the Capital City of Warsaw.

### STATEMENT OF REASONS

*The proposed amendments to Art. 5.2.9 and the addition of item 9<sup>1</sup> in Art. 5.2 of the Bank's Articles of Association are intended to bring the description of the Bank's business in the Articles of Association in line with the applicable laws and the Bank's requirements and business plans.*

*Pursuant to Art. 34.2 in conjunction of Art. 31.3.2b of the Banking Law, any amendments to the Bank's Articles of Association concerning matters referred to in the above draft resolution of the Extraordinary General Meeting require approval by the Financial Supervision Authority.*

*The draft resolution has been endorsed by the Supervisory Board on 12 February 2024.*

**Resolution No. /2024  
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to authorise the Supervisory Board to prepare the amended and restated version of  
the Articles of Association of the Bank**

Section 1

*Acting pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby authorises the Supervisory Board to prepare the amended and restated version of the Articles of Association of the Bank.*

Section 2

*This Resolution shall take effect upon adoption.*

**STATEMENT OF REASONS**

*Pursuant to the regulation referred to in the resolution, the General Meeting may authorise the Supervisory Board to prepare the amended and restated version of the Articles of Association. The Supervisory Board may exercise such authorisation only after the amendments have been registered.*

*The draft resolution has been endorsed by the Supervisory Board on 12 February 2024.*

**Resolution No. /2024  
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to remove a member of the Supervisory Board of the Bank from office**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 10.6 of the Bank's Articles of Association and in accordance with the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

- 1) Considering the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the reassessment of individual suitability of Mr/Ms ....., the Extraordinary General Meeting is satisfied that Mr/Ms ..... meets the requirements set out in Art. 22aa of the Banking Law;
- 2) The Extraordinary General Meeting hereby removes Mr/Ms ..... from the Supervisory Board of the Bank.

Section 2

*This Resolution shall take effect upon adoption.*

**STATEMENT OF REASONS**

*Pursuant to Art. 385.1 of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. In accordance with the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, before removing a member of the Supervisory Board from office, the General Meeting performs a suitability assessment, taking into account the proposal of the*

*Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the reassessment of individual suitability of such member.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**Resolution No. /2024  
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to appoint Mr/Ms ..... to the Supervisory Board of the 12th term of office**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, in the performance of the obligation laid down in Art. 22.2 of the Banking Law of 29 August 1997, in conjunction with Art. 10.6 and Art. 17.2 of the Bank's Articles of Association, and in accordance with the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

- 1) Considering the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the initial assessment of individual suitability of Mr/Ms ....., the Extraordinary General Meeting is satisfied that Mr/Ms ..... meets the requirements set out in Art. 22aa of the Banking Law;
- 2) The Extraordinary General Meeting hereby appoints Mr/Ms ..... to the Supervisory Board of the Bank of the 12th joint three-year term of office.

Section 2

This Resolution shall take effect upon adoption.

**STATEMENT OF REASONS**

*Pursuant to Art. 385.1 of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. In accordance with Art. 22.2 of the Banking Law, the appointment of a Supervisory Board member should take into account the assessment of whether the candidate satisfies the requirements laid down in Art. 22aa of the Banking Law. Moreover, under the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, the General Meeting performs a suitability assessment, taking into account the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the initial assessment of individual suitability of the candidate.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**Resolution No. /2024**  
**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**dated..... 2024**  
**on the assessment of the collective suitability of the Supervisory Board**

Acting pursuant to Art. 10.7 of the Bank's Articles of Association and in accordance with the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, and as required by Art. 22aa of the Banking Law of 29 August 1997, having considered the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the assessment of collective suitability of the Supervisory Board, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

Section 1

The Extraordinary General Meeting of Bank Ochrony Środowiska S.A. is satisfied that the Supervisory Board, as a collective body, has adequate knowledge, skills and experience to understand the Bank's activities, including key risks involved.

Section 2

*This Resolution shall take effect upon adoption.*

**STATEMENT OF REASONS**

*Pursuant to Art. 10.7 of the Bank's Articles of Association and in accordance with the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, and as required by Art. 22aa of the Banking Law of 29 August 1997, the General Meeting of the Bank performs an assessment of collective suitability of the Supervisory Board, taking into account the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the assessment of collective suitability of the Supervisory Board.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**Resolution No. /2024**  
**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**dated ..... 2024**  
**on the coverage by Bank Ochrony Środowiska S.A. of the cost of convening and holding the Extraordinary General Meeting of BOŚ S.A. on 2024**

Section 1

Acting pursuant to Art. 400.4 of the Commercial Companies Code, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

The cost of convening and holding this Extraordinary General Meeting of BOŚ S.A. shall be borne by Bank Ochrony Środowiska S.A.

## Section 2

This Resolution shall take effect upon adoption.

### *STATEMENT OF REASONS*

*Pursuant to Art. 400.4 of the Commercial Companies Code, the Extraordinary General Meeting resolves on whether the cost of convening and holding an Extraordinary General Meeting are to be borne by the company.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*