

## **RULES OF PROCEDURE FOR THE GENERAL MEETING OF BANK OCHRONY ŚRODOWISKA S.A.**

These Rules of Procedure, setting out the detailed rules and procedures for the Annual and Extraordinary General Meetings (the “**General Meeting**”) of Bank Ochrony Środowiska S.A. (the “Company”, the “Bank”), were adopted by the General Meeting of Bank Ochrony Środowiska S.A. on ..... 2022 (Resolution No. /2022). These Rules of Procedure shall apply as of the date of the General Meeting convened after the date of their adoption.

### Section 1

1. The General Meeting, convened in accordance with the applicable laws, is the highest governing body of the Company, acting pursuant to:
  - the Commercial Companies Code,
  - the Articles of Association of Bank Ochrony Środowiska S.A.,
  - the ‘Best Practice for WSE Listed Companies’,
  - these Rules.
2. The General Meeting shall be convened by posting a notice on the Bank’s website and in the manner prescribed for publication of current reports, in accordance with the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies. The notice should be published at least twenty-six days before the date of the General Meeting.
3. In accordance with Art. 402<sup>1</sup>.1 and Art. 402<sup>3</sup> of the Commercial Companies Code, all information and documents to be presented to the General Meeting, including draft resolutions, shall be published on the Bank’s website at [www.bosbank.pl](http://www.bosbank.pl) in the “General Meeting” section, starting from the date of a notice convening the General Meeting.
4. The General Meeting may be cancelled only if there are extraordinary impediments to its holding or its holding would be obviously devoid of purpose. Cancellation of the General Meeting shall take place in the same manner as its convening. The General Meeting which has been convened at the request of parties authorised to do so or whose agenda includes matters requested by such authorised parties may be cancelled subject to the consent of such parties.
5. The date of the General Meeting may be changed in accordance with the same procedure as that applicable to its cancellation, even if the proposed agenda does not change.

### Section 2

Powers of the General Meeting include all matters provided for in the Bank’s Articles of Association and the applicable laws.

### **Right to attend the General Meeting**

### Section 3

1. Unless the Commercial Companies Code or the Bank’s Articles of Association provide otherwise, the General Meeting is validly held regardless of the number of shares represented.
2. The right to participate in the General Meeting is vested only in persons that are the Company’s shareholders sixteen days before the date of the General Meeting (record date). The record date for participation in the General Meeting is the same for holders of rights attached to bearer shares and registered shares.

3. Pledgees and usufructuaries holding voting rights may attend the General Meeting provided that the creation of limited property rights in their favour is registered in the securities account as at the record date.
4. Shareholders may attend the General Meeting in person or by proxy. A power of proxy to attend and vote at the General Meeting must be granted in writing or in electronic format. Electronic format of a power of proxy is considered to be a statement by the shareholder, contained in an integral text document, which enables identification of the author of such statement.
5. A power of proxy granted in electronic format should be sent to the Company at the following email address: walne.zgromadzenie@bosbank.pl. The forms are available from the Bank's website at www.bosbank.pl in the "General Meeting" section.
6. The General Meeting shall be attended by members of the Management Board and the Supervisory Board selected with a view to addressing the matters discussed at the General Meeting and providing meaningful answers to questions asked by shareholders during the General Meeting. The auditor should be present if financial matters of the Bank are to be considered during the General Meeting.
7. The Annual General Meeting may be attended by members of the Management Board and the Supervisory Board whose mandates expired before the date of the General Meeting but who still held the office during the financial year for which the Directors' report and the financial statements are to be approved by the Annual General Meeting.
8. Members of the Company's governing bodies referred to in Section 3.7 have the right to review documents specified in Art. 395.4 of the Commercial Companies Code and submit written comments thereon. A request to exercise that right should be submitted to the Management Board in writing at the latest one week prior to the General Meeting.
9. The body which convenes the General Meeting may invite other persons to attend it in an advisory capacity.

#### Section 4

1. The Bank may allow the possibility of attending the General Meeting by means of electronic communication if the body convening the General Meeting so determines and provides relevant information in a notice of the General Meeting.
2. The rules and conditions for participation in the General Meeting by means of electronic communication as well as speaking and voting at the General Meeting are laid down in the 'Rules of participation in the General Meeting by means of electronic communication'.

#### **Opening of the General Meeting and appointment of the Chair**

#### Section 5

1. The General Meeting shall be opened by the Chair, Deputy Chair or another member of the Supervisory Board who, refraining from making any formal decisions or decisions pertaining to the business of the General Meeting, shall inform the attendees of the participation of invited guests and call the appointment, in a secret ballot, of the Chair of the General Meeting from among the persons having the right to participate in the General Meeting.
2. In the absence of the persons referred to in Section 5.1, the General Meeting shall be opened by the President of the Management Board or a person designated by the Management Board.

## Section 6

1. The Chair of the General Meeting shall preside over the Meeting, supervise compliance with the Rules of Procedure and the agenda, ensure procedural efficiency and give the floor to attendees.
2. The Chair shall call and supervise votes, check and determine the results of such votes, order and conduct votes in a secret ballot on appointments and motions, if any, for removal of members of the Bank's governing bodies or liquidators, for bringing them to account, as well as in personnel matters.
3. The Chair shall prevent the abuse of rights by General Meeting participants and shall ensure that minority shareholders' rights are respected.
4. At the Chair's request, the General Meeting may appoint the Secretary of the General Meeting in a secret ballot before commencing the Meeting.

### **Attendance list**

## Section 7

1. The attendance list shall be drawn up immediately after the Chair is appointed.
2. The attendance list, signed by the Chair, including the names of all participants of the General Meeting and stating the number of shares each of them represents and the number of voting rights attached to the shares, shall be displayed during the General Meeting.
3. The Chair shall state the number of shares represented at the General Meeting and the number of voting rights attached to those shares, and shall determine whether the Meeting has been duly convened and has the capacity to pass valid resolutions.

### **Voting arrangements**

## Section 8

1. Votes at the General Meeting shall be called by the Chair of the General Meeting.
2. Votes shall be held in an open ballot.
3. A secret ballot shall be ordered with regard to:
  - 1) appointments,
  - 2) motions to remove members of the Company's governing bodies,
  - 3) motions to remove the Company's liquidators,
  - 4) motions to bring to account the persons referred to in Sections 8.3.2 and 8.3.3,
  - 5) personnel matters,
  - 6) at the request of at least one General Meeting participant having the right to vote.
4. A shareholder may vote each of their shares in a different manner.
5. Votes at the General Meeting shall be held using an electronic voting system, in line with the rules for that system.
6. If necessary, the Chair may call the election of a Ballot Committee pursuant to Section 9 if, for technical reasons, it is impossible to hold a vote using the electronic voting system.

### **Ballot Committee**

## Section 9

1. If, for technical reasons, it is impossible to hold a vote using the electronic voting system, the Chair shall call the election of a three-member Ballot Committee from among candidates proposed by participants of the General Meeting. Each of the

candidates shall be voted on separately in a secret ballot, in the alphabetical order. The candidates who have received the highest number of votes “in favour” shall be deemed to have been elected. If two or more candidates receive the same highest number of votes, the voting procedure shall be repeated. Only those candidates who received the same highest number of votes in the previous vote shall take part in the re-vote.

2. The Ballot Committee shall be responsible for technical assistance in voting, supervising the proper conduct of votes, determining the voting results and communicating them to the Chair. If any voting irregularities are identified, the Ballot Committee shall promptly notify the Chair and propose further steps to be taken.
3. The minutes containing the results of each vote shall be signed by all members of the Ballot Committee and the Chair immediately after the votes have been counted.

### **Review of the agenda**

#### Section 10

1. The Chair of the General Meeting shall present the agenda to the shareholders and then put it to the vote.
2. Any change in the order of items placed on the agenda or removal of individual items from the agenda is subject to a resolution of the General Meeting. A resolution not to consider an item placed on the agenda may be passed only for a valid and substantiated reason.
3. A decision to remove an item from the agenda or not to consider an item placed on the agenda at a shareholder’s request is sanctioned by a resolution passed by the General Meeting, which must be approved by all the requesting shareholders present at the General Meeting and carried by at least 75% of the votes cast.

### **Proceedings of the General Meeting**

#### Section 11

1. After presentation of each item of the agenda, the Chair shall allow shareholders to ask questions concerning the item and once again give the floor to the rapporteur to provide answers and explanations.
2. Questions presented to the Management Board of the Bank shall be answered by members of the Management Board in accordance with the regulations governing disclosure obligations at public companies.
3. The Chair shall allow participants to speak out of turn on procedural matters. A motion shall be deemed procedural if it pertains to the conduct of the General Meeting and to voting.
4. The Chair of the General Meeting and the Company’s governing bodies shall not resolve any matters to be examined by a court.
5. Any procedural matters or matters pertaining to the business of the General Meeting which have given rise to a dispute between shareholders shall be put to the vote by the Chair of the General Meeting after obtaining a legal opinion.
6. Discussion on agenda items may be held after each of them has been presented separately or on several items jointly. The relevant decision shall be made by the Chair of the General Meeting. The Chair shall give each shareholder an opportunity to express their views on items placed on the agenda in the order in which the requested to have the floor.
7. Once the discussion on a matter is closed, the Chair shall state that the General Meeting proceeds to the vote. From that moment, the floor may only be taken for formal motions concerning the manner or order of voting.

#### Section 12

1. The General Meeting shall only adopt resolutions on matters included on the agenda. If 100% of the share capital is represented at the General Meeting, the General Meeting shall also have the capacity to pass resolutions on matters not included on the agenda if none of the shareholders present objects to their adoption.
2. Resolutions shall be passed by a simple majority of votes cast, except for matters for which a qualified majority is required under the Articles of Association or the Commercial Companies Code.
3. Whenever the law or the Articles of Association require that specific conditions be met for the adoption of a resolution, such as the representation of a specified part of the share capital, the Chair shall determine and announce the capacity of the General Meeting to pass a resolution.
4. A shareholder may not, whether through a proxy or in person, vote on resolutions concerning their liability of any kind towards the Bank, including, without limitation, grant of discharge from liability, release from an obligation towards the Company, or a dispute between the shareholder and the Bank. However, such shareholder, acting as a proxy of another person, may vote on resolutions on matters specified above even though they concern them personally.

#### Section 13

1. At the General Meeting each shareholder may propose draft resolutions on matters which have been placed on the agenda during the Meeting.
2. If an amendment to a draft resolution is proposed, first the amendment and then the amended draft resolution shall be put to the vote.
3. The Chair of the General Meeting shall make it possible for persons who object to a resolution to have their arguments and a brief statement of reasons for the objection entered in the minutes.
4. The Chair shall state whether a resolution has been passed and shall indicate the number of shares on which valid votes were cast, the percentage of those shares in the share capital, the total number of valid votes, the number of votes 'for', the number of votes 'against', the number of abstaining votes, and any objections raised.

### **Appointment and removal of the Bank's Supervisory Board**

#### Section 14

1. The General Meeting shall appoint members of the Supervisory Board in a secret ballot, in accordance with the following rules:
  - 1) shareholders shall propose candidates to the Supervisory Board to the Secretary of the General Meeting. The number of candidates shall be unlimited,
  - 2) the proposals shall be submitted in writing within the time limit set by the Chair of the General Meeting.
  - 3) The Secretary shall draw up a list of candidates to the Supervisory Board in alphabetical order,
  - 4) after closing the list, the Chair of the General Meeting shall forward the list of candidates, together with the necessary documents, to the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A., which shall analyse the documents required for the suitability assessment, shall propose an initial assessment or re-assessment, as appropriate, of the suitability of individual candidates for members of the Supervisory Board and shall submit to the General Meeting a report on the analysis of the collected documents and credibility review performed for each candidate to the Supervisory Board,

- 5) having read the report on the analysis of the collected documents and credibility review performed in order to assess the suitability of each candidate to the Supervisory Board, the Chair of the General Meeting shall order an assessment of the suitability of the candidates to the Supervisory Board and shall put the appointment of Supervisory Board members to the vote,
  - 6) where an electronic vote cannot be carried out, the Chair shall order that the vote be carried out by paper ballot,
  - 7) a ballot paper shall contain four columns marked as follows:
    - a) full name of the member,
    - b) for,
    - c) against,
    - d) abstention,
  - 8) a cross shall be placed on the ballot paper in the appropriate column next to the name of the person for whom the vote is being cast,
  - 9) if votes are cast using a computer system, the technical arrangements applicable to the system shall be used instead of those described in Section 14.6 to 8,
  - 10) candidates who have received the highest number of votes, with the proviso that the number of votes cast for them must be higher than the number of votes against them, shall be appointed to the Supervisory Board,
  - 11) if two or more candidates receive the same number of votes and thus the number of members would be higher than the number of positions on the Supervisory Board, by-elections shall be held in accordance with the above rules,
  - 12) upon completion of the voting on all candidates, the Chair of the General Meeting shall announce the results for all candidates voted on and shall state which candidates have been elected to the Supervisory Board.
2. The General Meeting shall remove Supervisory Board members in a secret ballot in accordance with the following rules:
- 1) shareholders shall specify the names of Supervisory Board members proposed to be removed,
  - 2) such proposals shall be submitted to the Secretary of the General Meeting in writing within the time limit set by the Chair of the General Meeting,
  - 3) the Secretary shall draw up a list of persons to be removed from the Supervisory Board in alphabetical order,
  - 4) after the list is closed, the Chair of the General Meeting shall submit it to the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A., which shall analyse satisfaction by the listed Supervisory Board members of the suitability assessment criteria, propose a re-assessment of the suitability of individual Supervisory Board members and submit a report on the assessment to the General Meeting,
  - 5) having read the report, the Chair of the General Meeting shall order an assessment of the suitability of the Supervisory Board member(s) and shall put removal of the Supervisory Board member(s) to the vote,
  - 6) where an electronic vote cannot be carried out, the Chair shall order that the vote be carried out by paper ballot,
  - 7) a ballot paper shall contain four columns marked as follows:
    - a) full name of the member,
    - b) for,
    - c) against,
    - d) abstention,

- 8) a cross shall be placed on the ballot paper in the appropriate column next to the name of the person for whom the vote is being cast,
- 9) if votes are cast using a computer system, the technical arrangements applicable to the system shall be used instead of those described in Section 14.6 to 8,
- 10) upon completion of the voting on removal of the Supervisory Board members, the Chair of the General Meeting shall announce the voting results, stating which members of the Supervisory Board have been removed.

#### Section 15

1. At a request of shareholders representing at least one-fifth of the share capital, members of the Supervisory Board should be appointed by way of block voting.
2. Shareholders at the General Meeting representing that portion of shares which results from division of the total number of shares represented at the Meeting by the number of members of the Supervisory Board may form a block to elect one member of the Supervisory Board, but shall not participate in the election of other Supervisory Board members.
3. If a position on the Supervisory Board that should be filled by a relevant block remains vacant, it shall be filled by the vote of all shareholders not participating in the block voting – in accordance with Section 14 of these Rules.
4. Upon appointment by block voting of at least one member of the Supervisory Board, the mandates of all the existing Supervisory Board members shall expire ahead of time.

### **Adjournment of the General Meeting**

#### Section 16

1. In justified cases, the Chair may order a short technical break in the General Meeting.
2. The General Meeting may order adjournments with a majority of two-thirds of the votes. The adjournments may not exceed 30 days in aggregate.
3. After all items on the agenda have been dealt with, the Chair shall announce closing of the General Meeting.

### **Shareholders' right to information concerning the Company**

#### Section 17

1. The Management Board's answers to questions asked by the General Meeting should be given taking into account the fact that the Company must perform its disclosure obligations in accordance with the law and the Bank's Information Policy. The Management Board is required to provide information not later than within two weeks from the date a request for information is made at the General Meeting.
2. The Management Board shall refuse to provide information if its provision could be detrimental to the Company.
3. An answer is deemed to have been given if the relevant information is available on the Company's website in the dedicated questions and answers section for shareholders.
4. If information concerning the Company is requested by a shareholder outside the General Meeting, the Management Board may provide the shareholder with relevant information in writing.
5. As part of documents submitted to the next General Meeting, the Management Board must disclose in writing the information provided to a shareholder outside the General Meeting, giving the date of its provision and details of the recipient. Information presented to the next General Meeting need not include information

which has already been made available to the public or provided at the General Meeting.

### Section 18

1. Minutes of the General Meeting shall be taken in accordance with the Commercial Companies Code.
2. The minutes shall contain:
  - 1) confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions,
  - 2) a list of all resolutions passed at the General Meeting, specifying for each resolution the number of shares on which valid votes were cast, the percentage represented by these shares in the share capital, the total number of valid votes, the number of votes “for”, the number of votes “against” and the number of abstaining votes, as well as any objections raised,
  - 3) the attendance list with signatures of participants of the General Meeting and a list of shareholders voting by means of electronic communication,
  - 4) the motions made during the General Meeting, full name of the person submitting each motion, or full name of the individual or body corporate on whose behalf the motion was made, and the decision taken with respect to the motion.
3. A copy of the minutes, as well as evidence of convening the General Meeting, shall be attached to the book of minutes.
4. Powers of proxy to exercise voting rights or documents confirming the fact that a shareholder is acting through a representative or a proxy should be attached to the book of minutes. Apart from the powers of proxy, a copy of the notarial deed containing minutes and evidence of convening a General Meeting shall be included in the book of minutes.

### Final provisions

#### Section 19

The Bank shall ensure publicly available real-time broadcast of the General Meeting via a link published on the Bank’s website (<https://www.bosbank.pl/informacje-korporacyjne/relacje-inwestorskie/walne-zgromadzenia>).

#### Section 20

Any amendment to or repeal of these Rules shall require an absolute majority of votes cast “for” the relevant resolution in an open ballot.