

## **Notice of Annual General Meeting of Bank Ochrony Środowiska Spółka Akcyjna**

Bank Ochrony Środowiska S.A. with its registered office in Warsaw, at ul. Żelazna 32, 00-832 Warsaw, Poland, registered with the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under No. KRS 0000015525, register entry date: June 4th 2001, acting pursuant to Art. 402<sup>2</sup> of the Commercial Companies Code, hereby gives notice of the Annual General Meeting of Bank Ochrony Środowiska S.A.

### **I. DATE, TIME AND VENUE OF THE GENERAL MEETING; DETAILED AGENDA**

Pursuant to Art. 399.1, Art. 402<sup>1</sup> and Art. 402<sup>2</sup> in conjunction with Art. 395.1 of the Commercial Companies Code and in conjunction with Art. 9.1 and Art. 9.2 of the Bank's Articles of Association, the Management Board of Bank Ochrony Środowiska S.A. convenes the Annual General Meeting ("AGM") for June 30th 2022, at 10:00 am, to be held at the Company's registered office at 32 Żelazna Street, 00-832 Warsaw, Poland (entry from Sienna Street), with the following agenda:

1. Opening of the Annual General Meeting.
2. Appointment of the Chair of the Annual General Meeting.
3. Recording of the legality of the Annual General Meeting.
4. Appointment of the Secretary of the Annual General Meeting.
5. Adoption of the agenda.
6. Review of the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2021, containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.
7. Review of the full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2021.
8. Review of the full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2021.
9. Presentation of the proposal on allocation of the Bank's profit for 2021.
10. Review of the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2021, including:
  - 1) Assessment of the Bank's standing in 2021 on a consolidated basis, including assessment of the internal control, risk management and compliance systems and the internal audit function,
  - 2) Report on the assessment of the implementation of the Remuneration Policy in 2021, together with a draft assessment for the highest decision-making body responsible for determining whether the Policy supports the Bank's development and security of operations,
  - 3) Assessment of the validity of expenses incurred by the Bank and its Group to sponsor culture, sports, charities, media, social organisations, trade unions, etc.,
  - 4) Assessment of Bank Ochrony Środowiska S.A.'s compliance with the 'Principles of Corporate Governance for Supervised Institutions', issued by the Polish Financial Supervision Authority on July 22nd 2014, and assessment of the fulfilment by Bank Ochrony Środowiska S.A. of the disclosure requirements regarding compliance with the corporate governance principles, as defined in the Warsaw Stock Exchange Rules and regulations on current and periodic reports in 2021,

- 5) Information on the degree of implementation of the diversity policy with respect to the Management Board and the Supervisory Board of Bank Ochrony Środowiska S.A.,
- 6) Information on the adoption of the Rules of Procedure for the Supervisory Board of Bank Ochrony Środowiska S.A. and assessment of its adequacy.
11. Adoption of a report on the analysis of collected documentation and credibility review concerning members of the Supervisory Board of BOŚ S.A., along with a proposal of the individual suitability re-assessment and a proposal of the collective suitability assessment of the Supervisory Board of BOŚ S.A. as a whole.
12. Voting on a resolution to approve the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2021, containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.
13. Voting on a resolution to approve the full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2021.
14. Voting on a resolution to approve the full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2021.
15. Voting on a resolution on allocation of the Bank's profit for 2021.
16. Voting on resolutions to grant discharge from liability to members of the Management Board of Bank Ochrony Środowiska S.A. for 2021.
17. Voting on a resolution to approve the report on the activities of the Supervisory Board of BOŚ S.A. for 2021.
18. Voting on resolutions to grant discharge from liability to members of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2021.
19. Voting on a resolution to give an opinion on the 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2021' submitted by the Supervisory Board of Bank Ochrony Środowiska S.A. and assessment of the Remuneration Policy applicable at Bank Ochrony Środowiska S.A. in 2021.
20. Voting on resolutions to appoint members of the Supervisory Board of the 12th term of office.
21. Voting on a resolution on the assessment of the collective suitability of the Supervisory Board of Bank Ochrony Środowiska S.A.
22. Voting on a resolution to adopt 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.'.
23. Voting on a resolution to establish the 'Diversity policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A.'.
24. Presentation of the draft and voting on a resolution to adopt the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A.
25. Approval of information from the Management Board of Bank Ochrony Środowiska S.A. on expenses incurred in 2021 on entertainment and on legal, marketing, public relations, social communication and management consultancy services.
26. Closing of the Annual General Meeting.

## **II. PROCEDURES FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING OF BANK OCHRONY ŚRODOWISKA S.A. AND FOR EXERCISING VOTING RIGHTS**

### **1. Shareholder's right to request that certain matters be placed on the agenda of the Annual General Meeting:**

Pursuant to Art. 401.1 of the Commercial Companies Code, a Shareholder or Shareholders of Bank Ochrony Środowiska S.A. representing at least one-twentieth of the Bank's share capital may request that certain matters be placed on the agenda of the Annual General Meeting. The request should contain a statement of reasons for or a draft resolution on the proposed agenda item. The request should be submitted to the Management Board of Bank Ochrony Środowiska S.A. by June 9th 2022 in writing (i.e. delivered in person against acknowledgement of receipt or sent to the Bank by registered mail against acknowledgement of receipt) to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or by electronic mail at: [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

As at the date of the request, Shareholders should prove that they hold the required number of shares and attach to the request a certificate confirming their right to participate in the Annual General Meeting, and, in the case of Shareholders other than natural persons, their representatives should confirm the authority to act on the Shareholder's behalf by submitting a valid official copy of the relevant entry in the National Court Register or other documents confirming their authorisation to act on the Shareholder's behalf as well as documents confirming their identity. Such documents should be submitted to the Management Board in writing (i.e. delivered in person against acknowledgement of receipt, or sent to the Bank by registered mail against acknowledgement of receipt) to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or by electronic mail at [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

Whether the request has been duly submitted by the required deadline will be determined based on the date of its receipt by Bank Ochrony Środowiska S.A. or, in the case of requests submitted by electronic mail, based on the date of its entry into Bank Ochrony Środowiska S.A.'s electronic mail system (receipt of the email by Bank Ochrony Środowiska S.A.'s mail server). All documents submitted in electronic form must be delivered as attachments in the PDF format.

Any amendments to the agenda made upon a Shareholder's or Shareholders' request will be announced by the Management Board of Bank Ochrony Środowiska S.A. as soon as practicable, but not later than eighteen days prior to the scheduled date of the Annual General Meeting, i.e. not later than on June 10th 2022. The new agenda will be published on the Bank's website at [www.bosbank.pl](http://www.bosbank.pl) and in the manner prescribed for current disclosures, in accordance with the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies.

### **2. Shareholder's right to propose draft resolutions on matters which have been or are to be placed on the agenda prior to the Annual General Meeting**

Pursuant to Art. 401.4 of the Commercial Companies Code, a Shareholder or Shareholders representing at least one-twentieth of the share capital entitled to participate in the Annual General Meeting may submit to the Management Board of Bank Ochrony Środowiska S.A., prior to the scheduled date of the Annual General

Meeting, draft resolutions on matters which have been or are to be placed on the agenda. Such draft resolutions should be submitted to Bank Ochrony Środowiska S.A. in writing (i.e. delivered in person against acknowledgement of receipt, or sent to Bank Ochrony Środowiska S.A. by registered mail against acknowledgement of receipt) to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or sent by electronic mail to: [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl) in the PDF format, not later than 24 hours before the scheduled time of the Annual General Meeting, as they must be published by Bank Ochrony Środowiska S.A. on its website.

Whether such draft resolutions have been duly submitted by the required deadline will be determined based on the date and time of their receipt by the Bank or, in the case of draft resolutions submitted by electronic mail, based on the date and time of their entry into Bank Ochrony Środowiska S.A.'s electronic mail system (receipt of the email by Bank Ochrony Środowiska S.A.'s mail server).

Draft resolutions will be published immediately on Bank Ochrony Środowiska S.A.'s website, at [www.bosbank.pl](http://www.bosbank.pl).

As at the date of the submission, Shareholders should prove that they hold the required number of shares and attach to the submission a certificate confirming their right to participate in the Annual General Meeting, and, in the case of Shareholders other than natural persons, their representatives should confirm the authority to act on the Shareholder's behalf by submitting a valid official copy of the relevant entry in the National Court Register or other documents confirming their authorisation to act on the Shareholder's behalf as well as documents confirming their identity. Such documents should be submitted to the Management Board in writing (i.e. delivered in person against acknowledgement of receipt, or sent to Bank Ochrony Środowiska S.A. by registered mail against acknowledgement of receipt) prior to the scheduled date of the Annual General Meeting to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or by electronic mail in the PDF format to:

[walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

Bank Ochrony Środowiska S.A. may take appropriate steps to verify a Shareholder's or Shareholders' identity and the validity of delivered documents.

### **3. Shareholder's right to propose draft resolutions on matters placed on the agenda during the Annual General Meeting**

Pursuant to Art. 401.5 of the Commercial Companies Code, during the Annual General Meeting each Shareholder having the right to attend the Meeting may propose draft resolutions on matters placed on the agenda.

### **4. Voting by proxy, proxy voting forms, and procedure for notifying Bank Ochrony Środowiska S.A. of the appointment of a proxy by means of electronic communication**

- 1) A Shareholder who is a natural person may participate in the Annual General Meeting and exercise voting rights in person or through a proxy. A Shareholder other than a natural person may attend the Annual General Meeting and exercise voting rights either through a person authorised to make declarations of will on the Shareholder's behalf or through a proxy.

A proxy may exercise all rights of a Shareholder at the Annual General Meeting unless the power of proxy states otherwise. A proxy may appoint substitutes if permitted to do so under their power of proxy. A proxy may represent more than one Shareholder and may vote the shares of individual Shareholders in a different manner. A shareholder of Bank Ochrony Środowiska S.A. whose shares are registered in more than one securities account may appoint separate proxies to exercise rights attached to the shares registered in each account. A Shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise rights attached to the shares registered in that account.

A power of proxy should be made in writing and submitted to Bank Ochrony Środowiska S.A., or should be issued in electronic form, otherwise being null and void. A power of proxy granted in electronic form will not require a secure electronic signature verifiable with a valid qualified certificate. A power of proxy or a text evidencing the grant of a power of proxy made in a foreign language should be translated into Polish by a sworn translator, otherwise having no legal effect.

A proxy voting form is available on Bank Ochrony Środowiska S.A.'s website at [www.bosbank.pl](http://www.bosbank.pl) in the 'General Meeting' section.

The use of that form is not required for the grant of a power of proxy.

The grant of a power of proxy in electronic form should be notified to Bank Ochrony Środowiska S.A. no later than 24 hours prior to the scheduled time of the Annual General Meeting, by sending a scanned form of the power of proxy signed by the Shareholder or, in the case of Shareholders other than natural persons, by persons authorised to represent the Shareholder, by electronic mail to [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

A notification of the grant of a power of proxy in electronic form should contain the name or first name and surname of the principal, their telephone number, address, and email address, as well as the proxy's name or first name and surname, their telephone number, address and email address.

In addition, such notification should be accompanied by identity documents (with data enabling identification, i.e. the series and number of the ID card/passport and Personal Identification Number (PESEL)) of the proxy being a natural person, a scanned official copy of the relevant register entry for the proxy being a legal person, and an email address for communication with the Shareholder or the proxy.

Please be advised that if a Shareholder grants a power of proxy along with voting instructions, Bank Ochrony Środowiska S.A. will not verify whether the proxy is exercising the voting rights in accordance with the instructions received from the Shareholder.

2) Bank Ochrony Środowiska S.A. will take appropriate steps to verify the Shareholder's and the proxy's identity in order to check the validity of a power of proxy granted in electronic form. The verification procedure may in particular involve contacting the Shareholder or the proxy via a return electronic message or by telephone in order to confirm the fact of granting the power of proxy and its scope. Please be advised that if the questions asked during the verification process are not answered, verification of the grant of a power of proxy will be

deemed impossible and the proxy will not be allowed to participate in the Annual General Meeting.

3) The right to represent a Shareholder other than a natural person should be evidenced by an official copy of the relevant register entry (either the original instrument or its notarised copy), or a sequence of powers of attorney, to be presented at the time of drawing up the attendance list.

Details of the person(s) granting a power of proxy on behalf of a Shareholder other than a natural person should be specified in a valid official copy of the relevant register entry for the Shareholder.

4) A member of the Management Board of Bank Ochrony Środowiska S.A. and an employee of Bank Ochrony Środowiska S.A. may act as proxies of Shareholders at the Annual General Meeting.

If a member of the Management Board of Bank Ochrony Środowiska S.A., a member of the Supervisory Board of Bank Ochrony Środowiska S.A., a member of the governing bodies or an employee of Bank Ochrony Środowiska S.A, or an employee of a subsidiary of Bank Ochrony Środowiska S.A. acts as a proxy at the Annual General Meeting, the power of proxy may authorise them to represent the Shareholder only at that one General Meeting. A proxy is obliged to disclose to the Shareholder any circumstances giving rise to an actual or potential conflict of interest. In such a case, the proxy may not appoint any substitutes.

5) The proxy referred to in point 4 above votes according to the voting instructions received from the Shareholder.

## **5. Possibility and manner of participation in the Annual General Meeting by means of electronic communication, information on how to take the floor at the Annual General Meeting by means of electronic communication, and information on how to exercise voting rights by means of electronic communication**

Participation in the Annual General Meeting by means of electronic communication is permitted by the Bank. The rules and conditions for participating in the Annual General Meeting by means of electronic communication as well as information on how to take the floor and exercise voting rights by such means are laid down in the 'Rules of participation in the General Meeting by means of electronic communication' (the "Rules") adopted by the Bank's Supervisory Board and attached hereto.

No later than five days prior to the scheduled date of the Annual General Meeting, i.e. by 4:00 pm on June 23rd 2022, the Shareholder should send a relevant notice to the Bank's email address at [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl), along with the documents specified in the Rules. Shareholders may participate in the Annual General Meeting by means of electronic communication through a link, which will be sent to the Shareholders by the Bank after their rights have been successfully verified, by June 28th 2022.

In order to be able to participate in the General Meeting by means of electronic communication, a Shareholder should have:

1) an Internet connection with a minimum speed of 1 Mbps (to be sustained when using the platform);

2) a computer with audio and video functions, running on the Windows 10 or macOS operating system, with any of the following web browsers installed: IE, Firefox, Chrome or Safari (all these browsers are freely available for downloading on the public Internet network) and the Adobe Flash Player plug (to be downloaded freely from the software developer's website). In addition, JavaScript must be enabled (these are standard browser settings).

A lower connection speed or older browser versions might cause problems or prevent communication with the General Meeting's venue, delay transmission or prevent voting. While using the platform, a Shareholder should not use other applications that place significant load on the computer and the communication link used by the platform. It is recommended that the platform be used in full screen mode.

#### **6. Remote voting by post**

The Bank does not provide for the possibility of remote voting by post.

#### **7. Shareholder's right to ask questions concerning matters placed on the agenda of the Annual General Meeting**

Each Shareholder entitled to participate in the Annual General Meeting has the right to ask questions concerning matters placed on the agenda of the Annual General Meeting.

At the Annual General Meeting, the Management Board of Bank Ochrony Środowiska S.A. is required to provide Shareholders – at their request – with information concerning Bank Ochrony Środowiska S.A. if such information is needed to assess an item placed on the agenda.

For a good reason, the Management Board of Bank Ochrony Środowiska S.A. may provide such information in writing outside of the Annual General Meeting. The Management Board of Bank Ochrony Środowiska S.A. is required to provide such information not later than within two weeks from the date when a request for information is made at the Annual General Meeting.

The Management Board of Bank Ochrony Środowiska S.A. may refuse to provide such information if this could adversely affect Bank Ochrony Środowiska S.A., its affiliate or subsidiary, especially through disclosure of their technical, commercial or organisational business secrets. A member of the Management Board of Bank Ochrony Środowiska S.A. may refuse a request for information if the disclosure of such information could expose them to criminal, civil or administrative liability.

An answer is deemed to have been given if the relevant information is available on Bank Ochrony Środowiska S.A.'s website in the dedicated Q&A section for Shareholders.

### **III. RECORD DATE FOR PARTICIPATION IN THE BANK'S ANNUAL GENERAL MEETING**

The record date for participation in the Bank's Annual General Meeting falls sixteen days prior to the scheduled date of the Annual General Meeting, i.e. on June 14th 2022.

#### **IV. RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING**

1. Only the following persons have the right to participate in the Annual General Meeting of Bank Ochrony Środowiska S.A.:

- 1) the Shareholders of Bank Ochrony Środowiska S.A. holding shares in Bank Ochrony Środowiska S.A. recorded in their securities accounts sixteen days prior to the scheduled date of the Annual General Meeting, i.e. as at June 14th 2022,
- 2) the persons who, not earlier than after the notice of the Annual General Meeting and not later than on the first weekday following the record date, i.e. not later than on June 15th 2022, submit a request to the entity operating their securities accounts in which Bank Ochrony Środowiska S.A. shares are recorded, to issue a personal certificate confirming their right to participate in the Annual General Meeting.

It is recommended that the Shareholders hold that certificate during the Annual General Meeting.

2. The list of Shareholders entitled to participate in the Annual General Meeting will be determined based on the list received from the Central Securities Depository of Poland ("CSDP"), drawn up by the CSDP based on the personal certificates confirming the right to participate in the Annual General Meeting issued by the operators of the Shareholders' securities accounts.

Three weekdays prior to the scheduled date of the Annual General Meeting, i.e. on June 27th 2022, the list of Shareholders entitled to participate in the Annual General Meeting will be made available for inspection at 32 Żelazna Street in Warsaw, Poland, from 8:00 am to 3:45 pm. Shareholders of Bank Ochrony Środowiska S.A. may request that the list of Shareholders eligible to participate in the Annual General Meeting be delivered to them free of charge by electronic mail, providing an email address to which the list is to be sent.

3. Shareholders will be admitted to the Annual General Meeting upon presentation of their personal ID card, and proxies must present their ID card and valid powers of proxy granted in written or electronic form (a proxy should present the original instrument of the power of proxy). Persons acting on behalf of legal persons or unincorporated organisations should also present valid official copies of the relevant register entries specifying the authorised representatives of a given legal person.

#### **V. ACCESS TO DOCUMENTATION**

1. In accordance with Art. 402<sup>1</sup> and Art. 402<sup>3</sup> of the Commercial Companies Code, all information and documents to be presented to the Annual General Meeting, including draft resolutions, will be published on Bank Ochrony Środowiska S.A.'s website at [www.bosbank.pl](http://www.bosbank.pl) in the 'General Meetings' section, starting from the date of the notice convening the Annual General Meeting.

2. From June 23rd 2022, a Shareholder entitled to participate in the Annual General Meeting may request to be provided with copies of motions concerning matters placed on the agenda of the Meeting, in accordance with Art. 407.2 of the Commercial Companies Code.



Subject to the restrictions provided for in the Commercial Companies Code, the Bank's Shareholders may contact Bank Ochrony Środowiska S.A. by means of electronic communication via a dedicated email address: [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl). The risk associated with the use of means of electronic communication will be borne exclusively by a Shareholder. Bank Ochrony Środowiska S.A. is responsible for the security, confidentiality and processing, in accordance with applicable laws, of the information contained in documents sent electronically after such documents have entered Bank Ochrony Środowiska S.A.'s electronic mail system (upon their receipt by Bank Ochrony Środowiska S.A.'s mail server).

Where documents originally drawn up in a language other than Polish are sent by a Shareholder to Bank Ochrony Środowiska S.A. by electronic means, they should be enclosed with translations into Polish prepared by a sworn translator. All documents sent by a Shareholder to Bank Ochrony Środowiska S.A. and by Bank Ochrony Środowiska S.A. to a Shareholder by electronic means should be scanned to the PDF format.

## **VI. WEBSITE WHERE INFORMATION ON THE GENERAL MEETING WILL BE POSTED**

All information and forms concerning the Annual General Meeting are available on Bank Ochrony Środowiska S.A.'s website at [www.bosbank.pl](http://www.bosbank.pl) in the 'General Meetings' section.

Any matters not covered by this notice are governed by the Commercial Companies Code, the Articles of Association of Bank Ochrony Środowiska S.A. and the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A.

Please be advised that registration of attendance at the Annual General Meeting starts on June 30th 2022 from 9:00 am at the entrance to the Meeting room.