# DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA CONVENED FOR JUNE 30TH 2022

# Resolution No./2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated........ 2022 to appoint the Chair of the Annual General Meeting

### Section 1

#### Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

The Chair of the General Meeting is appointed in a secret ballot held during the General Meeting, in accordance with Art. 409.1 of the Commercial Companies Code in conjunction with Section 4.1 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 May 25th 2011 by way of Resolution No. 32/2011.

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# Section 1

Acting pursuant to Section 8.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby appoints Mr/Ms ....... as Secretary of the Annual General Meeting.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS**

The Secretary of the General Meeting is appointed in a secret ballot held during the General Meeting, in accordance with Section 8.1 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 May 25th 2011 by way of Resolution No. 32/2011.

# Resolution No./2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated....... 2022 to adopt the agenda

#### Section 1

Acting pursuant to Section 9.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby adopts the following agenda for the Meeting:

- 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.

This Resolution shall become effective as of its date.

#### **GROUNDS:**

The General Meeting proceeds in accordance with the adopted agenda. The resolution is of a formal nature.

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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.

# Section 1

Acting pursuant to Art. 393.1, Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code, in conjunction with Art. 10.1 and Art. 10.2 of the Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby approves 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.

Section 2

This Resolution shall become effective as of its date.

# **GROUNDS**:

Pursuant to Art. 395.2.1 of the Commercial Companies Code, the agenda of the Annual General Meeting includes a review and approval of the Directors' Report on the Company's operations. Under Art. 55.2a of the Accounting Act, the Directors' Report on the operations of the Group may be prepared jointly with the Directors' Report on the operations of the Parent as a single report. Therefore, the Bank has prepared a single report covering the operations of the Bank Ochrony Środowiska Group, and containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.

Pursuant to Art. 49b.1 of the Accounting Act, the Bank has included a non-financial statement as a separate part of the Directors' Report.

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., was published as part of the annual report (RR/2021 and SSR/2021) on March 31st 2022, together with the assessment by the Supervisory Board of Bank Ochrony Środowiska S.A. prepared in accordance with Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

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#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 10.1 of the Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby approves the audited full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2021, comprising:

- 1) the statement of profit or loss for the financial year ended December 31st 2021, showing a net profit of PLN 48,714 thousand (forty-eight million, seven hundred and fourteen thousand złoty);
- 2) the statement of comprehensive income for the financial year ended December 31st 2021, showing a negative comprehensive income of PLN 46,117 thousand (forty-six million, one hundred and seventeen thousand złoty);
- 3) the statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 20,449,968 thousand (twenty billion, four hundred and forty-nine million, nine hundred and sixty-eight thousand złoty);
- 4) the statement of changes in equity for the financial year ended December 31st 2021, showing a decrease in equity of PLN 46,117 thousand (forty-six million, one hundred and seventeen thousand złoty);
- 5) the statement of cash flows for the financial year ended December 31st 2021, showing a net increase in cash of PLN 1,124,284 thousand (one billion, one hundred and twenty-four million, two hundred and eighty-four thousand złoty);

6) accounting policies and notes to the financial statements.

#### Section 2

This Resolution shall become effective as of its date.

### **GROUNDS:**

Pursuant to Art. 395.2.1 of the Commercial Companies Code, the agenda of the Annual General Meeting includes a review and approval of the financial statements for the previous financial year.

The full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2021 was published as part of the annual report (RR/2021) on March 31st 2022, together with the assessment by the Supervisory Board of Bank Ochrony Środowiska S.A. prepared in accordance with Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

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to approve the full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2021

#### Section 1

Acting pursuant to Art. 395.5 of the Commercial Companies Code, in conjunction with Art. 10.2 of the Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby approves the audited full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2021, comprising:

- 1) the consolidated statement of profit or loss for the financial year ended December 31st 2021, showing a net profit of PLN 47,456 thousand (forty-seven million, four hundred and fifty-six thousand złoty);
- 2) the consolidated statement of comprehensive income for the financial year ended December 31st 2021, showing a negative comprehensive income of PLN 47,375 thousand (forty-seven million, three hundred and seventy-five thousand złoty);
- 3) the consolidated statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 20,585,740 thousand (twenty billion, five hundred and eighty-five million, seven hundred and forty thousand złoty);
- 4) the consolidated statement of changes in equity for the financial year ended December 31st 2021, showing a decrease in equity of PLN 47,375 thousand (forty-seven million, three hundred and seventy-five thousand złoty);
- 5) the consolidated statement of cash flows for the financial year ended December 31st 2021, showing a net increase in cash of PLN 1,126,095 thousand (one billion, one hundred and twenty-six million, ninety-five thousand złoty);

6) accounting policies and notes to the financial statements.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS:**

Pursuant to Art. 395.5 of the Commercial Companies Code, the agenda of the Annual General Meeting may also include a review and approval of the consolidated financial statements of the Group within the meaning of the Accounting Act, as well as matters other than those specified in Section 2.

The full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2021 was published as part of the annual report (SSR/2021) on March 31st 2022, together with the assessment by the Supervisory Board prepared in accordance with Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

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# Section 1

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, in conjunction with Art. 10.3 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to allocate the Bank's entire net profit for the period January 1st—December 31st 2021 of PLN 48,714,242.44 (forty-eight million, seven hundred and fourteen thousand, two hundred and forty-two złoty, 44/100) to statutory reserve funds.

#### Section 2

This Resolution shall become effective as of its date.

### **GROUNDS:**

In accordance with Art. 395.2.2 of the Commercial Companies Code in conjunction with Art. 9.4.2 of the Bank's Articles of Association, the agenda of the Annual General Meeting should include a resolution on the allocation of profit or coverage of loss. Under Art. 10.3 in conjunction with Art. 20.11.9 of the Bank's Articles of Association, the General Meeting resolves on the allocation of profit by considering the relevant proposal of the Management Board, assessed by the Supervisory Board.

#### Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

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#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive re-assessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Wojciech Józef Hann in respect of his function as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to March 2nd 2021, and as President of the Management Board of Bank Ochrony Środowiska S.A. in the period from March 3rd to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

# Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive re-assessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Arkadiusz Garbarczyk in respect of his function as Vice President – First Deputy President of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering to the positive re-assessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Jerzy Wacław Zań in respect of his function as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive re-assessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Robert Kasprzak in respect of his function as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from February 15th to December 31st 2021.

This Resolution shall become effective as of its date.

# **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive re-assessment of her individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Ms Marzena Maria Koczut, member of the Supervisory Board of Bank Ochrony Środowiska S.A. delegated to temporarily perform the duties of member of the Management Board in the period from January 1st to February 9th 2021, in respect of her function as member of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to February 9th 2021, and as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from February 10th to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

#### GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

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to approve the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A for 2021

#### Section 1

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 10.4 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby approves the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2021.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS**

Pursuant to Art. 382.3 of the Commercial Companies Code, special duties of the Supervisory Board include assessment of the Directors' Report on the Company's operations and the financial statements for the previous financial year, and assessment of the Management Board's proposals concerning allocation of profit or coverage of loss, as well as submission to the General Meeting of an annual written report on the results of such assessment. Pursuant to Art. 10.4 of the Articles of Association of Bank Ochrony Środowiska S.A., matters falling within the competence of the General Meeting include a review and approval of the Directors' Report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. The report has been prepared as prescribed by principles 2.11.1, 2.11.2, 2.11.3, 2.11.4, 2.11.5, 2.11.6 of the 'Best Practice for WSE Listed Companies 2021', i.e. it contains an assessment of the Bank's standing, including assessment of the internal control, risk management and compliance systems and the internal audit function, assessment of fulfilment by the Company of the disclosure requirements relating to compliance with the applicable corporate governance standards, as well as assessment of the validity of expenses incurred by the Bank and its Group to support culture, sports, charities, media, social organisations, trade unions, etc.

# Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.

#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Wojciech Piotr Wardacki meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Wojciech Piotr Wardacki in respect of his

function as Chair of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 23rd 2021.

Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Emil Stanisław Ślązak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Emil Stanisław Ślązak in respect of his function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to July 12th 2021, and as Chair of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from July 13th to December 31st 2021.

Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A.

regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Ireneusz Purgacz meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Ireneusz Purgacz in respect of his function as Deputy Chair of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Paweł Sałek meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Paweł Sałek in respect of his function as Secretary of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., having regard to the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Leszek Jerzy Banaszak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Leszek Jerzy Banaszak in respect of his function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Robert Krzysztof Czarnecki meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Robert Krzysztof Czarnecki in respect of his function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

# 

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Zbigniew Dynak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Zbigniew Dynak in respect of his function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 23rd to December 31st 2021.

Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of her individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Ms Janina Kazimiera Goss meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Ms Janina Kazimiera Goss in respect of her function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

#### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Marcin Adam Jastrzębski meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Marcin Adam Jastrzębski in respect of his function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

#### Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

### Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Andrzej Grzegorz Matysiak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Andrzej Grzegorz Matysiak in respect of his function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 23rd to December 31st 2021.

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Piotr Adam Wróbel meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Piotr Adam Wróbel in respect of his function as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2021.

Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. regarding assessment of her individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Ms Marzena Maria Koczut meets the requirements laid down in Art.

22aa of the Banking Law and hereby grants discharge to Ms Marzena Maria Koczut, member of the Supervisory Board of Bank Ochrony Środowiska S.A. delegated from December 21st 2020 to temporarily perform the duties of member of the Management Board, in respect of her function in the period from January 1st to February 9th 2021.

#### Section 2

This Resolution shall become effective as of its date.

#### **GROUNDS**

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

# Resolution No./2022 of the Annual General Meeting of Bank Ochrony Środowiska Spółka Akcyjna of ......2022

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

Acting pursuant to Art. 395.2.¹ of the Commercial Companies Code of September 15th 2000, Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, and Par. 28.4 of the 'Principles of Corporate Governance for Supervised Institutions', in conjunction with Art. 10.15 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting resolves as follows:

#### Section 1

- 1. The General Meeting accepts without reservations the Supervisory Board's 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2021'.
- 2. Based on information contained in the report, and having considered the 'Report on the assessment of the implementation of the Remuneration Policy in 2021' submitted by the Supervisory Board, the General Meeting is satisfied that the remuneration policy applied by the Bank supports the Bank's development and security of operations.

# Section 2

This Resolution shall become effective as of its date.

#### Grounds

The need for the Annual General Meeting to pass a resolution on the Supervisory Board's 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2021' arises under Art. 395.2(1) of the Commercial Companies Code in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Public Instruments to Organised Trading, and Public Companies.

The Supervisory Board adopted the 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2021' at its meeting held on April 27th 2022 – the report was assessed by a qualified auditor.

Pursuant to Section 28.3 of the 'Principles of Corporate Governance for Supervised Institutions' issued by the Polish Financial Supervision Authority, the supervisory body shall, once a year, prepare and submit to the highest decision-making body a report on the assessment of the implementation of the remuneration policy at the supervised institution. Therefore, the Supervisory Board of Bank Ochrony Środowiska Spółka Akcyjna assessed the implementation of Bank Ochrony Środowiska Spółka Akcyjna's Remuneration Policy in 2021 and presented the results of that assessment in the 'Report on the assessment of the implementation of the Remuneration Policy in 2021', attached as Appendix 2 to the Report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. in 2021.

In accordance with Section 28.4 of the 'Principles of Corporate Governance for Supervised Institutions', the Annual General Meeting of Bank Ochrony Środowiska S.A. assesses whether the adopted Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna supports the Bank's development and security of operations.

In 2021, the Remuneration Policy in place at the Bank fostered the Bank's development and security of operations by delivering on goals and objectives focused on long-term growth in the shareholder value and stability of the Bank's operations.

# Resolution No./2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of ......2022 to appoint ...... to the Supervisory Board of Bank Ochrony Środowiska S.A. 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 August 29th 1997, in conjunction with Art. 10.6 and Art. 17.2 of Bank Ochrony Środowiska S.A.'s Articles of Association, as well as 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. 27/2020 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of June 17th 2020, the Annual General Meeting of Bank Ochrony Środowiska S.A.:

- 1) considering the initial assessment of his/her individual suitability submitted by the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A., is satisfied that Mr/Ms ....... meets the requirements set out in Art. 22aa of the Banking Law;
- 2) appoints Mr/Ms ...... to the Supervisory Board of Bank Ochrony Środowiska S.A. for the 12th joint three-year term of office.

#### Section 2

This Resolution shall become effective as of its date.

# **GROUNDS:**

In accordance with Art. 385.1 of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. Pursuant to Art. 22.2 of the Banking Law, the appointment of a Supervisory Board member should take into account the assessment 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. 27/2020 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of June 17th 2020, the suitability assessment is made by the General Meeting, taking into account the proposed initial assessment of individual suitability performed by the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A.

Resolution No./2022
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of ......2022
on the assessment of the collective suitability
of the Supervisory Board of Bank Ochrony Środowiska S.A.

Acting pursuant to Art. 10.7 of the Bank's Articles of Association, as well as 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. 27/2020 of the General Meeting of Bank Ochrony Środowiska S.A. of June 17th 2020, pursuant to Art. 22aa of the Banking Law of August 29th 1997, the Annual General Meeting of Bank Ochrony Środowiska S.A., considering the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A., resolves as follows:

Section 1

The Annual 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 become effective as of its date.

#### **GROUNDS**

Pursuant to Art. 10.7 of the Bank's Articles of Association, as well as Section 6.1.2, Section 6.3.2 and Section 6.3.3 of the Bank's '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. 27/2020 of the General Meeting of Bank Ochrony Środowiska S.A. of June 17th 2020, pursuant to Art. 22aa of the Banking Law of August 29th 1997, the Bank's General Meeting assesses the collective suitability of the Supervisory Board, taking into account the proposed collective suitability assessment of the Supervisory Board performed by the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska.

Resolution No./2022
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of ......2022

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.'

Acting pursuant to Art. 10.7 of Bank Ochrony Środowiska S.A.'s Articles of Association in conjunction with Art. 22aa of the Banking Law of August 29th 1997 and in accordance with the PFSA's

Recommendation regarding internal governance at banks and the Guidelines of the European Banking Authority and the European Securities and Markets Authority of March 21st 2018 on the assessment of the suitability of members of the management body and key function holders, the Annual General Meeting resolves as follows:

#### Section 1

The General Meeting of Bank Ochrony Środowiska S.A. hereby adopts 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.'.

#### Section 2

Resolution No. 27/2020 of the General Meeting of Bank Ochrony Środowiska S.A. of June 17th 2020 to establish 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.' is hereby repealed.

#### Section 3

This Resolution shall become effective as of its date.

#### **GROUNDS**

The obligation to perform the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board as a collective body arises under Art. 22aa of the Banking Law and is consistent with the PFSA's Recommendation regarding internal governance at banks and the Guidelines of the European Banking Authority and the European Securities and Markets Authority of March 21st 2018 on the assessment of the suitability of members of the management body and key function holders.

The presented draft suitability assessment Policy is in line with the 'Suitability Assessment Methodology Applicable to Members of the Governing Bodies of Entities Supervised by the Polish Financial Supervision Authority', issued in January 2020 by the Polish Financial Supervision Authority.

The Supervisory Board gave its opinion on the draft '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.' on December 15th 2021.

# Resolution No./2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of ......2022 to establish the 'Diversity policy for members of the Supervisory Board of Bank Ochrony

Środowiska S.A.'

In accordance with the 'Best Practice for WSE Listed Companies 2021', adopted by Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange of March 29th 2021, the Annual General Meeting resolves as follows:

#### Section 1

The 'Diversity policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A.' is hereby established.

This Resolution shall become effective as of its date.

#### **Grounds**

The need for the Annual General Meeting to pass a resolution to establish the 'Diversity policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A.' arises under the 'Best Practice for WSE Listed Companies', as amended by Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange on March 29th 2021.

The Supervisory Board gave its opinion on the draft 'Diversity policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A.' on November 17th 2021.

# Resolution No./2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of ......2022

to adopt the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A.

Acting pursuant to Art. 10.17 of the Bank's Articles of Association, the Annual General Meeting of BOŚ S.A. resolves as follows:

#### Section 1

The Annual General Meeting of BOŚ S.A. adopts the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A.

#### Section 2

The Rules of Procedure referred to in Section 1 shall replace the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A. adopted by Resolution No. 32/2011 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of May 25th 2011.

# Section 3

This Resolution shall become effective as of its date.

#### Grounds:

The amendment to the 'Rules of Procedure for the General Meeting of BOŚ S.A.' has been introduced to reflect the legislative changes that have taken place since their adoption, in particular amendments to the Commercial Companies Code, the issuance by the Polish Financial Supervision Authority of the 'Principles of Corporate Governance for Supervised Institutions' on July 22nd 2014, and the entry into force of the 'Best Practice for WSE Listed Companies 2021'.

#### Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 25th 2022, gave a positive opinion on the draft of this resolution.