

Diversity policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A.

Part 1

General

Section 1

For the purposes of this “Diversity policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A.” (the “Policy”), the following definitions shall apply:

- 1) “Bank” – Bank Ochrony Środowiska S.A., BOŚ S.A.;
- 2) “Supervisory Board” – the Supervisory Board of Bank Ochrony Środowiska S.A.;
- 3) “Management Board” – the Management Board of Bank Ochrony Środowiska S.A.;
- 4) “Diversity” – the characteristics of members of the Bank’s Supervisory Board, including age, gender, education, skills, knowledge and professional experience, ensuring diverse opinions of the members of the Supervisory Board, allowing them to effectively act in their capacity and perform their duties;
- 5) “General Meeting” – the General Meeting of Bank Ochrony Środowiska S.A.

Section 2

1. The purposes of this Policy are to:
 - 1) promote diversity in appointing members of the Bank’s Supervisory Board;
 - 2) support the pursuit of the Bank’s strategic objectives by ensuring diversity among members of the Supervisory Board;
 - 3) ensure that members of the Bank’s Supervisory Board represent a broad spectrum of characteristics and competencies, such as diverse skills, educational background, professional experience, knowledge, gender and age.
2. The Bank gives priority to objective merit-based criteria and to criteria for the implementation of the diversity principle based on the benefits of diversity.
3. This Policy has been prepared in accordance with Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange of March 29th 2021 on adoption of the “Best Practice for WSE Listed Companies 2021”.

Section 3

The policy for appointing members of the Bank's Supervisory Board is implemented taking into account:

- 1) 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.,
- 2) Resolution of the General Meeting of Bank Ochrony Środowiska S.A. on the introduction of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A.,
- 3) Resolution of the General Meeting of Bank Ochrony Środowiska S.A. on the appointment and removal of members of the Supervisory Board.

Part 2

Underlying principles of the Policy

Section 4

1. Implementation of the diversity principle by the Bank ensures:
 - 1) appointment of members of the Supervisory Board in accordance with the principle of non-discrimination on the grounds of gender, age, education, qualifications, professional experience, nationality, ethnic origin, religion, denomination, political beliefs, health, psychosexual orientation, family status, lifestyle or place of residence;
 - 2) a broad spectrum of characteristics and competencies required of members of the Supervisory Board by ensuring adequate knowledge, skills, education, competence and professional experience of members of the Supervisory Board as a collective body;
 - 3) correct assessment of the qualifications of the Supervisory Board;
 - 4) correct assessment of the individual qualifications of members of the Supervisory Board;
 - 5) elimination of potential conflicts of interest arising from holding the function and performing the assigned tasks and responsibilities;
 - 6) maintaining the independence of mind of members of the Supervisory Board.
2. When deciding on the appointment of members of the Supervisory Board, the General Meeting will seek to ensure a diverse composition of the Supervisory Board by appointing persons ensuring such diversity, e.g. to achieve a target minimum representation of 30% with respect to the gender balance, subject to the provisions of Section 4.5.
3. As the Bank operates solely in the territory of Poland, it does not take into account the geographical provenance of members of the Supervisory Board.
4. The diversity policy for the underrepresented gender at the Bank seeks to ensure that representatives of both genders can be appointed as members of the Supervisory Board, taking into account the regulations on equal treatment.

5. Meeting the need for diversity in the composition of the Supervisory Board, including with respect to the gender balance, must not lead to defective supervision of the Bank.

Part 3

Implementation of the Policy

Section 5

1. This Policy is reviewed annually by the Remuneration and Nomination Committee. The review includes an analysis of diversity in the composition of the Supervisory Board, including achievement of the objectives specified in Section 4.1 and 4.2.
2. The review results along with a recommendation of appropriate measures to be taken with respect to diversity in the composition of the Supervisory Board are presented to the Supervisory Board, which in its annual report informs the General Meeting of diversity in the composition of the Supervisory Board, including achievement of the objectives specified in Section 4.1 and 4.2.

Part 4

Powers and responsibilities

Section 6

1. The General Meeting:
 - 1) adopts, by way of a resolution, a Diversity Policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A. and any amendments to the Policy;
 - 2) appoints members of the Bank's Supervisory Board in accordance with the Bank's Articles of Association, subject to the provisions of this Policy, in particular Section 3 hereof.
2. The Supervisory Board informs the General Meeting of diversity in the composition of the Supervisory Board, including achievement of the objectives specified in Section 4.1 and 4.2.
3. The Remuneration and Nomination Committee:
 - 1) prepares a draft Diversity Policy for members of the Supervisory Board of Bank Ochrony Środowiska S.A. and draft amendments to the Policy;
 - 2) submits recommendations to the General Meeting concerning appointment of members of the Bank's Supervisory Board, subject to the provisions of this Policy, in particular Section 3 hereof;
 - 3) reviews this Policy on an annual basis in accordance with Section 5.1.

Part 5
Final provisions

Section 7

1. This Policy applies without prejudice to any mandatory provisions of law.
2. Any matters not provided for in this Policy shall be governed by the laws of general application and internal regulations of the Bank.
3. This Policy is available on the Bank's website.