

VOTING BY PROXY

**Applicable to the Extraordinary General Meeting
of Bank Ochrony Środowiska S.A. to be held at the Bank's registered office at ul.
Żelazna 32, Warsaw, Poland, at 10.00 am on 11 March 2025**

The Proxy exercises voting rights by marking an 'X' in the relevant box in the 'Voting' table. For the purposes of split voting, where a Shareholder authorises the Proxy to split the votes, the Shareholder should specify the allocation of their shares in the 'Voting' table, by indicating under each resolution how many shares are to be voted 'For', 'Against', 'Abstain', or 'At the discretion of the Proxy'. If the Shareholder does not specify the number of shares, it will be assumed that the Proxy is authorised to vote all shares held by the Shareholder as indicated.

**PROXY VOTING FORM FOR THE EXTRAORDINARY GENERAL MEETING OF BANK
OCHRONY ŚRODOWISKA S.A. CONVENED FOR 11 MARCH 2025**

This form does not serve as a substitute for the power of proxy granted by the Shareholder, and its use is not obligatory.

Shareholder:

.....
/first name and surname or company name

.....
/address of residence or registered office

.....
/Personal Identification Number (PESEL) or number in the National Court Register (KRS)

Proxy:

.....
/first name and surname

.....
/address of residence

.....
/Personal Identification Number (PESEL)

Draft resolutions

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to appoint the Chair of the Extraordinary General Meeting**

Section 1

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

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no			
Content of objection:			
Shareholder's instructions for the Proxy:			

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to appoint the Secretary of the Extraordinary General Meeting**

Section 1

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

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY

Objection: yes/no Content of objection:
Shareholder's instructions for the Proxy:

Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to adopt the agenda

Section 1

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

- 1) Opening of the Extraordinary General Meeting.
- 2) Appointment of the Chair of the Extraordinary General Meeting.
- 3) Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to pass resolutions.
- 4) Appointment of the Secretary of the Extraordinary General Meeting.
- 5) Adoption of the agenda.
- 6) Voting on a resolution to amend the Articles of Association of Bank Ochrony Środowiska S.A.
- 7) Voting on a resolution to amend Resolution No. 28/2018 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated 19 June 2018 to adopt the 'Principles of Corporate Governance for Supervised Institutions' issued by the Polish Financial Supervision Authority for application at Bank Ochrony Środowiska S.A.
- 8) Voting on resolutions to change the composition of the Supervisory Board:
 - a) Voting on resolutions to remove members of the Supervisory Board from office,
 - b) Voting on resolutions to appoint members of the Supervisory Board.
- 9) Voting on a resolution on the assessment of the collective suitability of the Supervisory Board.
- 10) Voting on a resolution on the coverage by Bank Ochrony Środowiska S.A. of the cost of convening and holding the Extraordinary General Meeting of BOŚ S.A. on 11 March 2025.
- 11) Closing of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no			

Content of objection:

Shareholder's instructions for the Proxy:

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to amend the Articles of Association of Bank Ochrony Środowiska S.A.**

Section 1

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

The Articles of Association of Bank Ochrony Środowiska Spółka Akcyjna shall be amended as follows:

- 1) the existing **item 7 in Art. 5.1**, reading as follows:
"7) the issue of electronic money instruments," shall be deleted,
- 2) the existing **item 10 in Art. 5.1**, reading as follows:
"10) the issue of payment cards and the performance of operations using such cards," shall be deleted,
- 3) the existing **item 12 in Art. 5.1** shall read as follows:
"12) the safekeeping of valuables and securities,"
- 4) the existing **item 16 in Art. 5.1** shall read as follows:
"16) intermediation in the performance of foreign exchange settlements,"
- 5) the existing **item 17 in Art. 5.1**, reading as follows:
"17) the performance of functions of depository institution.", shall be deleted,
- 6) in **Art. 5.1** the existing items 8, 9, 11, 12, 13, 14, 15, and 16 shall be respectively renumbered as **7, 8, 9, 10, 11, 12, 13, and 14**,
- 7) in **Art. 5.1**, item **15** shall be added after item 14, reading as follows:
"15) the provision of payment services:
 - a) accepting cash deposits and making cash withdrawals from a payment account as well as all the operations required for operating an account,
 - b) execution of payment transactions, including transfers of funds on a payment account with the user's payment service provider or with another payment service provider:
 - through the execution of direct debits, including one-off direct debits,
 - using a payment card or a similar device,
 - though the execution of credit transfers, including standing orders,

- c) execution of payment transactions referred to in item (b), where the funds are covered by a credit line for a payment service user,
 - d) issuing payment instruments.”,
- 8) in **Art. 5.2**, the existing **item 1**, reading as follows:
 “1) the subscription or acquisition of shares and rights from shares, shares of other legal persons and units in investment funds,” shall be deleted,
- 9) in **Art. 5.2**, the existing **item 2**, reading as follows:
 “2) the undertaking of commitments connected with the issue of securities,” shall be deleted,
- 10) in **Art. 5.2**, the existing **item 3**, reading as follows:
 “3) trading in securities,” shall be deleted,
- 11) in **Art. 5.2**, the existing **item 4**, reading as follows:
 “4) the performance of financial forward transactions,” shall be deleted,
- 12) in **Art. 5.2**, the existing items 5, 6, 7, 8, 9, 9¹, 10, 11, 12, and 13 shall be respectively renumbered as **1, 2, 3, 4, 5, 6, 7, 8, 9, and 10**.

Section 2

Resolution No. 30/2024 of the General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024 to amend the Articles of Association of Bank Ochrony Środowiska S.A. is hereby repealed.

Section 3

This Resolution shall take effect as of the date of registration of the amendments in the National Court Register by the District Court for the Capital City of Warsaw.

Section 4

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

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no Content of objection:			
Shareholder's instructions for the Proxy:			

Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to amend Resolution No. 28/2018 of the Annual General Meeting of Bank Ochrony
Środowiska S.A. dated 19 June 2018 to adopt the ‘Principles of Corporate Governance
for Supervised Institutions’ issued by the Polish Financial Supervision Authority for
application at Bank Ochrony Środowiska S.A.

Acting pursuant to Art. 10.17 of the Bank’s Articles of Association, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

Section 1

The following amendments are hereby made to Resolution No. 28/2018 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated 19 June 2018 to adopt the ‘Principles of Corporate Governance for Supervised Institutions’ issued by the Polish Financial Supervision Authority for application at Bank Ochrony Środowiska S.A.:

- a. Section 1 of the Resolution shall read as follows:

“Section 1

Acting pursuant to Art. 10.17 of the Bank’s Articles of Association, the Extraordinary General Meeting hereby adopts the ‘Principles of Corporate Governance for Supervised Institutions’, issued by the Polish Financial Supervision Authority under Resolution No. 218/2014 of 22 July 2014, for application at Bank Ochrony Środowiska S.A.”,

- b. The provisions of Section 2 of the Resolution shall be deleted and the existing Sections 3 and 4 of the Resolution shall be respectively renumbered as Sections 2 and 3 of the Resolution.

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no Content of objection:			
Shareholder’s instructions for the Proxy:			

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to remove a member of the Supervisory Board**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 10.6 of the Bank's Articles of Association and in accordance with the 'Policy on the Assessment of Suitability of Candidates for the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

- 1) Considering the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the reassessment of individual suitability of Mr/Ms , the Extraordinary General Meeting is satisfied that Mr/Ms meets the requirements set out in Art. 22aa of the Banking Law of 29 August 1997;
- 2) The Extraordinary General Meeting hereby removes Mr/Ms from the Supervisory Board of the Bank.

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no Content of objection:			
Shareholder's instructions for the Proxy:			

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to appoint Mr/Ms to the Supervisory Board of the 12th term of office**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, in the performance of the obligation laid down in Art. 22.2 of the Banking Law of 29 August 1997, in conjunction with Art. 10.6 and Art. 17.2 of the Bank's Articles of Association, and in accordance with the 'Policy on the Assessment of Suitability of Candidates for the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established

by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

- 1) Considering the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the initial assessment of individual suitability of Mr/Ms , the Extraordinary General Meeting is satisfied that Mr/Ms meets the requirements set out in Art. 22aa of the Banking Law of 29 August 1997;
- 2) The Extraordinary General Meeting hereby appoints Mr/Ms to the Supervisory Board of the Bank of the 12th joint three-year term of office.

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no Content of objection:			
Shareholder's instructions for the Proxy:			

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
on the assessment of the collective suitability of the Supervisory Board**

Acting pursuant to Art. 10.7 of the Bank's Articles of Association, as well as the 'Policy on the Assessment of Suitability of Candidates for the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated 19 June 2024, and pursuant to Art. 22aa of the Banking Law of 29 August 1997, having considered the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the assessment of collective suitability of the Supervisory Board, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

Section 1

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

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no Content of objection:			
Shareholder's instructions for the Proxy:			

Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
on the coverage by Bank Ochrony Środowiska S.A. of the cost of convening and
holding the Extraordinary General Meeting of BOŚ S.A.
convened for 2025

Section 1

Acting pursuant to Art. 400.4 of the Commercial Companies Code, the Extraordinary General Meeting of BOŚ S.A. resolves that the costs of convening and holding this Extraordinary General Meeting of BOŚ S.A. shall be borne by Bank Ochrony Środowiska S.A.

Section 2

This Resolution shall take effect upon adoption.

Voting

FOR	AGAINST	ABSTAIN	AT THE DISCRETION OF THE PROXY
Objection: yes/no Content of objection:			
Shareholder's instructions for the Proxy:			