

**DRAFT RESOLUTIONS  
OF THE EXTRAORDINARY GENERAL MEETING  
OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA  
CONVENED FOR ..... 2025**

**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.

**STATEMENT OF REASONS:**

*The Chair of the Extraordinary General Meeting will be appointed in a secret ballot held during the Extraordinary General Meeting, in accordance with 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., adopted by the Annual General Meeting of BOŚ S.A. on 30 June 2022 by way of Resolution No. 39/2022.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**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.

**STATEMENT OF REASONS:**

*The Secretary of the Extraordinary General Meeting will be appointed in a secret ballot held during the Extraordinary General Meeting, in accordance with Section 6.4 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 30 June 2022 by way of Resolution No. 39/2022.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**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.

**STATEMENT OF REASONS:**

*The General Meeting proceeds in accordance with the adopted agenda. Pursuant to Section 10.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Chair of the General Meeting presents the agenda to the shareholders and then puts it to the vote. Pursuant to Art. 404.1 of the Commercial Companies Code, no resolution may be passed on matters not included on the agenda of the General Meeting unless the entire share capital is represented at the Meeting and no objections to the adoption of such resolution are raised by any of the persons participating in the Meeting. The resolution is of a formal nature.*

The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.

**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, 9<sup>1</sup>, 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.

### STATEMENT OF REASONS:

*The reasons for the proposed amendments to the Articles of Association of Bank Ochrony Środowiska S.A. are as follows:*

*- the amendments to Art. 5.1 and 5.2 of the Bank's Articles of Association aim to align the Articles of Association with applicable laws, in particular Art. 5 and Art. 6 of the Banking Law of 29 August 1997, as well as with the Bank's current activities, having regard to the instruction set forth in Art. 34.4 of the Banking Law of 29 August 1997.*

*On 17 October 2024, the Polish Financial Supervision Authority issued a decision approving the amendments to the Articles of Association of Bank Ochrony Środowiska S.A. as set forth in this resolution. In view of the above, the amendment referred to above does not require re-approval by the Polish Financial Supervision Authority.*

*The draft resolution has been endorsed by the Supervisory Board on 12 February 2025.*

**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.:

- 1) 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.”,

- 2) 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.

**STATEMENT OF REASONS:**

*The proposed amendment 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. arises from the need to align that Resolution with the current state of affairs where the Bank now applies all rules set out in the ‘Corporate Governance Principles for Supervised Institutions’ issued by the Polish Financial Supervision Authority (the previous Resolution excluded one of the principles from application). Considering Resolution No. 375/2024 of 31 July 2024 passed by the Management Board of Bank Ochrony Środowiska S.A. to amend Resolution No. 108/2018 of the Management Board of Bank Ochrony Środowiska S.A. dated 8 May 2018 to adopt the ‘Principles of Corporate Governance for Supervised Institutions’ issued by the Polish Financial Supervision Authority and Resolution No. 108/2024 of the Supervisory Board of Bank Ochrony Środowiska S.A. dated 8 August 2024 to amend Resolution No. 31/2018 of the Supervisory Board of Bank Ochrony Środowiska S.A. dated 16 May 2018 to adopt the ‘Principles of Corporate Governance for Supervised Institutions’ issued by the Polish Financial Supervision Authority at BOŚ S.A., it is also necessary to amend the relevant resolution of the General Meeting.*

*This draft resolution for the Extraordinary General Meeting has been endorsed by the Supervisory Board on 12 February 2025.*

**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.

**STATEMENT OF REASONS:**

*Pursuant to Art. 385.1 of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. 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, before removing a member of the Supervisory Board from office, the General Meeting performs a suitability assessment, taking into account 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 such member.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**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.

**STATEMENT OF REASONS:**

*Pursuant to Art. 385.1 of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. In accordance with Art. 22.2 of the Banking Law of 29 August 1997, the appointment of a Supervisory Board member should take into account the assessment of whether the candidate satisfies the requirements laid down in Art. 22aa of the Banking Law of 29 August 1997. Moreover, under 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 General Meeting performs a suitability assessment taking into account 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 the candidate.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*

**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.

**STATEMENT OF REASONS:**

*Pursuant to Art. 10.7 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, and as required by Art. 22aa of the Banking Law of 29 August 1997, the General Meeting of the Bank performs an assessment of collective suitability of the Supervisory Board, taking into account 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 draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*



**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.

**STATEMENT OF REASONS:**

*Pursuant to Art. 400.4 of the Commercial Companies Code, the Extraordinary General Meeting resolves on whether the cost of convening and holding an Extraordinary General Meeting are to be borne by the company.*

*The draft resolution did not require endorsement by the Supervisory Board pursuant to Section 5.2.8 of the Rules of Procedure for the Supervisory Board.*