

# **RULES OF PROCEDURE OF THE SUPERVISORY BOARD OF BANK OCHRONY ŚRODOWISKA S.A.**

*(Adopted by Resolution No. 39/2025 of the Supervisory Board of BOŚ S.A. dated 16 May 2025)*

## **General Provisions**

### **Section 1**

The following terms shall have the meanings set out below:

- 1) Bank or BOŚ S.A. means Bank Ochrony Środowiska S.A.;
- 2) EBA means the European Banking Authority;
- 3) Stock Exchange means the Warsaw Stock Exchange S.A.;
- 4) Banking Law means the Polish Banking Law Act of 29 August 1997;
- 5) Board or Supervisory Board means the Supervisory Board of BOŚ S.A.;
- 6) Rules means these Rules of Procedure of the Supervisory Board of BOŚ S.A.;
- 7) Management Board means the Management Board of BOŚ S.A.;
- 8) ordinary majority of votes means a voting outcome where the number of votes 'for' exceeds the number of votes 'against' (abstentions and invalid votes shall not count towards the tally).

## **Board Rules**

### **Section 2**

1. The Board shall operate under the Polish Commercial Companies Code, the Banking Law, other applicable laws, the Bank's Articles of Association, these Rules and other internal regulations of the Bank.
2. The Board shall also observe the market standards adopted by the Bank, including:
  - 1) the 'Best Practice for WSE-Listed Companies 2021' issued by the supervisory board of the Stock Exchange;
  - 2) the 'Principles of Corporate Governance for Supervised Institutions' and 'Recommendation Z on internal governance in banks'; and
  - 3) other market standards, recommendations and guidelines issued by national and EU supervisory authorities.
3. These Rules set out the powers, organisation and operating procedures of the Board.
4. The Board shall regularly self-assess the adequacy of these Rules and its own effectiveness. The results shall be included in the Board's annual activity report and subject to review by the General Meeting.
5. The Board may engage external advisors to assist with assessing the adequacy of these Rules and the Board's effectiveness.

## **Composition, Functions and Independence**

### **Section 3**

1. The Board shall comprise individuals elected by the General Meeting for a common term of office in the number specified in the Articles of Association.
2. If a Board member is dismissed, resigns or dies during the term of office, the Board may continue to operate with reduced membership, provided at least five members remain.
3. The Board shall elect from among its members a Chair, Deputy Chair and Secretary.
4. If the position of Chair, Deputy Chair or Secretary becomes vacant, the Board shall elect a replacement at its next meeting.
5. The Chair of the Board shall, in particular:
  - 1) organise and lead the Board's work;
  - 2) convene and chair Board meetings, including granting the floor to individual Board members, managing votes and summarising discussions;
  - 3) set the proposed agenda, time and venue for Board meetings;
  - 4) order votes taken outside meetings;
  - 5) represent the Board between meetings; and
  - 6) perform other duties specified in these Rules.
6. The Deputy Chair shall perform the duties of the Chair set out in item 5 whenever the Chair is absent or the position is vacant.
7. The Secretary of the Board:
  - 1) shall carry out tasks assigned by the Chair; and
  - 2) may chair a meeting of the Board, save that the Secretary may neither order votes nor adopt resolutions.

### **Section 4**

1. At least two members of the Board shall meet the independence criteria described in item 3.
2. Independence is demonstrated, in particular, by the absence of any direct or indirect ties with the Bank, the members of the Management Board or the Supervisory Board, and with significant shareholders (holding at least 5% of the total voting rights at the General Meeting) or their related parties.
3. A Board member is deemed independent of the Bank if he or she satisfies the criteria set out in Article 129(3) of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight and in Annex II to Commission Recommendation 2005/162/EC of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and of board committees.
4. The Board shall assess whether any relationships or circumstances exist that may affect a Board member's compliance with the independence criteria.

## **Board Powers**

### **Section 5**

1. In addition to the matters assigned to it by the Articles of Association and by law, the Board shall, in particular, be responsible for:
  - 1) running fit-and-proper searches for positions on the Management Board and carrying out the suitability assessment of candidates, individual members and the Management Board as a whole;
  - 2) notifying the Polish Financial Supervision Authority if the Board's agenda includes dismissal of the President of the Management Board or any Management Board member responsible for material risk management, or delegation of such duties to another Management Board member, with justification for the proposed decision. Such notification shall be immediate and sufficiently in advance to enable the Authority to respond before the Board adopts relevant resolutions. Save for exceptional circumstances that could not have been foreseen by the Supervisory Board, Management Board changes shall be made in a manner ensuring adequate time for recruitment and assessment of new candidates and, where necessary, obtaining Polish Financial Supervision Authority consent, before the incumbent's term expires;
  - 3) setting Management Board members' remuneration, considering each member's scope of duties and responsibilities and maintaining appropriate proportionality, and determining terms of other legal relationships with Management Board members;
  - 4) entering into management service contracts with Management Board members on behalf of the Bank for the duration of their appointment. The Board may authorise the Chair to conclude such contracts on terms previously determined by the Board, taking into account in particular the provisions of the Act of 9 June 2016 on remuneration principles for persons managing certain companies, the Banking Law, and General Meeting resolutions adopted pursuant to these acts;
  - 5) monitoring the effectiveness of the Management Board and its individual members;
  - 6) suspending, for valid reasons, individual or all Management Board members from performing their duties;
  - 7) delegating Board members to temporarily perform Management Board duties for up to three months if Management Board members have been dismissed, resigned or cannot perform their duties;
  - 8) approving Management Board members' appointments to bodies of entities outside the Bank's group;
  - 9) preparing an annual Board activity report for General Meeting approval, including at minimum:
    - a) information on Board and committee composition, members' compliance with independence criteria, and material relationships between Board members and shareholders holding at least 5% of total voting rights;

- b) summary of Board and committee activities, including individual Board members' meeting attendance;
  - c) assessment of the Bank's consolidated position, including evaluation of the internal control framework, risk management system, compliance function and internal audit function;
  - d) assessment of the Bank's compliance with disclosure obligations regarding corporate governance principles under Stock Exchange regulations and laws governing current and periodic reporting by securities issuers, with details of actions taken by the Board to perform this assessment;
  - e) assessment of expenditures by the Bank and its group on cultural, sporting, charitable, media, social organisation and trade union support;
  - f) assessment of the remuneration policy's impact on the manner in which the Bank is managed;
  - g) assessment of Management Board compliance with disclosure obligations under Art 380<sup>1</sup> of the Commercial Companies Code;
  - h) assessment of how the Management Board prepares or provides information, documents, reports or explanations requested under Art 382.4 of the Commercial Companies Code;
  - i) information on the aggregate fees due from the Bank for all audits, examinations and studies commissioned by the Board during the financial year by the engaged advisor;
- 10) supervising implementation of internal governance and conducting annual assessments of its adequacy and effectiveness, considering all changes in internal and external factors affecting the Bank;
- 11) assessing the Bank's application of the 'Principles of Corporate Governance for Supervised Institutions', including Board members' compliance with independence criteria;
- 12) maintaining ongoing oversight of the implementation, operation, adequacy and effectiveness of the Bank's management system, including the internal control framework and risk management system, through monitoring of:
- a) execution of the Bank's management strategy and objectives consistent with the Bank's long-term financial interests, including compliance with prudential own funds and liquidity requirements;
  - b) adherence to the risk management strategy;
  - c) development, adoption and implementation of risk management policies and procedures, internal control framework and remuneration policy;
  - d) internal control framework effectiveness and adequacy based on information from the compliance function, internal audit function, Management Board and Internal Audit Committee;
  - e) risk management system effectiveness and adequacy based on periodic reports on risk levels and risk management quality;
- 13) approving the Bank's entry into:

- a) material transactions or transactions with related parties, except typical transactions on market terms in the ordinary course of business with Bank group entities. Before granting approval, the Board shall assess whether to obtain an external opinion on transaction valuation and economic impact. If General Meeting approval is required for a related-party transaction, the Board shall prepare an opinion on the transaction's rationale and merits;
  - b) contracts for legal, marketing, public relations, corporate communications or management consulting services if aggregate annual fees exceed PLN 250,000 net, or amendments increasing fees above this threshold, or if maximum fees are not specified;
  - c) donations or other contracts or agreements with similar effect with a value exceeding PLN 20,000 or 0.1% of total assets within the meaning of the Act of 29 September 1994 on accounting, determined based on the most recent approved financial statements;
  - a) debt forgiveness or other agreements with similar effect with a value exceeding PLN 50,000 or 0.1% of total assets within the meaning of the Act of 29 September 1994 on accounting, determined based on the most recent approved financial statements;
- 14) overseeing the Bank's compliance with obligations relating to activities under Article 70(2) of the Act of 29 July 2005 on trading in financial instruments;
- 15) approving policies and principles requiring Board approval under law, supervisory guidelines, the Articles of Association or General Meeting resolutions;
- 16) reviewing information, assessments and recommendations from Board committees;
- 17) receiving annual activity reports from Board committees;
- 18) adopting the Board's annual work plan;
- 19) regarding anti-money laundering and counter-terrorist financing (AML/CFT), under EBA Guidelines of 14 June 2022 on policies and procedures in relation to compliance management and the role and responsibilities of the AML/CFT Compliance Officer under Article 8 and Chapter VI of Directive (EU) 2015/849, considering the Polish Financial Supervision Authority's position of 1 December 2022:
- a) supervising and monitoring implementation of internal governance and control frameworks to ensure AML/CFT compliance;
  - b) supervising and monitoring adequacy and effectiveness of AML/CFT strategies and procedures considering the Bank's specific money laundering and terrorist financing risk profile (ML/TF Risk);
  - c) reviewing results of the Bank's ML/TF Risk assessment (obliged entity risk assessment);
  - d) ensuring the Management Board member responsible for AML/CFT is fit and proper for ML/TF risk identification and assessment, considering the Bank's specific characteristics and business model;

- e) accessing AML/CFT data and information, particularly reports from the AML/CFT Compliance Officer (AMLRO) and internal audit, control results, correspondence with competent authorities, and information on supervisory measures and sanctions;
  - f) regularly reviewing AMLRO activity reports and annually assessing the effectiveness of the Bank's AML/CFT function, considering findings from the internal control framework and audits (internal and external);
- 20) overseeing management of material impacts, risks and opportunities for sustainable development (IROs) by monitoring execution of the BOŠ Group ESG Strategy.

## **Board Committees**

### Section 6

1. The Board shall establish standing committees from among its members as required by law and the Articles of Association. The Board may establish other standing or ad hoc committees.
2. Each committee's terms of reference and procedures shall be set out in committee-specific rules of procedure adopted by the Board.
3. Each committee shall comprise at least three Board members, including a committee chair and deputy chair. The powers of chairs, deputy chairs and members shall be specified in each committee's rules of procedure.
4. When appointing Internal Audit Committee and Risk Committee members, the Board shall consider:
  - 1) results of individual and collective fit-and-proper assessments for the Internal Audit Committee;
  - 2) requirements under EBA Guidelines on internal governance dated 2 July 2021;
  - 3) criteria under the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight.
5. The majority of Internal Audit Committee, Risk Committee and Remuneration and Nomination Committee members, including committee chairs, shall meet the independence criteria. The Board shall monitor committee composition to ensure continued compliance with independence criteria.
6. The Board shall appoint members meeting independence criteria as chairs of the Internal Audit Committee and Risk Committee, provided that:
  - 1) the Chair of the Board should not chair the Internal Audit Committee;
  - 2) the Board Chair or chair of any other legally required committee should not chair the Risk Committee.
7. At least one Internal Audit Committee member shall possess knowledge and skills in:
  - 1) banking; and
  - 2) accounting or financial audit.

Committee members possessing such expertise should meet the independence criteria.

8. Board committees shall brief the Board on their oversight activities and findings at least quarterly.

### **Oversight Activities and Board Advisors**

#### **Section 7**

1. To discharge its oversight duties, the Board may examine all Bank documents, review the Bank's assets and require the Management Board, proxies and Bank employees or regular service providers under works contracts, mandate contracts or similar arrangements to prepare or provide any information, documents, reports or explanations concerning:
  - 1) the Bank's activities or assets;
  - 2) the Bank's subsidiaries and affiliated companies.
2. The information, documents, reports or explanations under item 1 shall be provided to the Board without delay and within two weeks of the request to the relevant body or person, unless the request specifies a longer deadline.
3. The Board may delegate individual members to independently perform specific oversight activities.
4. A delegated Board member referred to in item 3 shall prepare a report to be submitted to the Board at least once in each quarter of the financial year, containing information on oversight activities undertaken and their outcomes.
5. To perform duties under Section 5(19), the Management Board shall provide the Board with access to AML/CFT information, including findings from audits and inspections, correspondence with competent authorities, supervisory measures and related penalties.

#### **Section 8**

1. If necessary for proper and effective oversight, the Board may engage external advisors or consultants for analysis or opinions on specific matters, or may resolve to have a selected external advisor examine a specific matter concerning the Bank's operations or assets at the Bank's expense, as provided in the Articles of Association.
2. The Board shall represent the Bank in contracts with Board advisors. When selecting advisory service providers, the Board shall consider the Bank's financial position.
3. The Management Board shall provide Board advisors with document access and requested information.

## **Meetings, Operating Procedures, and Adopting Resolutions**

### **Section 9**

1. The Board shall organise its work based on the annual Board work plan adopted by 31 January each calendar year.
2. The Board support unit shall prepare the draft work plan based on Board members' submissions and matters arising from law, market standards adopted by the Bank, and the Bank's ongoing operations.
3. The Board work plan is a flexible framework that may be modified or supplemented during the calendar year.
4. The Board support unit shall monitor implementation of the annual work plan and submit quarterly progress reports.

### **Section 10**

1. Meetings of the Board shall be:
  - 1) convened by the Chair as needed, at least once per quarter;
  - 2) held at the Bank's registered office or other location designated by the Chair;
  - 3) recorded, with recordings retained for six months after the Board approves the minutes, then destroyed. Recordings shall be available to Board members upon request.
2. Meetings shall be convened by written invitation specifying the date, time, venue, proposed agenda and any remote participation arrangements. Meeting materials shall be delivered with the invitation.
3. A meeting is validly convened if all Board members have been notified of the date, venue and proposed agenda with simultaneous delivery of discussion materials at least seven calendar days before the meeting, using one of these notification methods:
  - 1) written notice sent to Board members' designated correspondence addresses;
  - 2) electronic notice sent to Board members' Bank email accounts;
  - 3) posting notice on the e-Board platform.
4. In justified cases, with the Chair's consent, certain materials for discussion at the convened Board meeting may be provided to Board members less than seven calendar days in advance or delivered directly at the meeting.
5. The following may request the Chair to convene a Board meeting, specifying the proposed agenda:
  - 1) a Board member;
  - 2) the Management Board.
6. The Chair shall convene the requested meeting within two weeks of receiving the request.



7. If the Chair does not convene a meeting within the timeframe specified in item 6, the requesting party may convene the meeting themselves.
8. The Chair may convene an urgent meeting on a justified request from a Board member, the President of the Management Board or the Management Board, or on the Chair's own initiative, setting the date, venue and agenda.
9. For urgent meetings:
  - 1) the notice should be given at least two calendar days in advance;
  - 2) a meeting is validly convened when all members have been notified of the date, venue and proposed agenda with simultaneous delivery of discussion materials, using remote communication methods, in particular:
    - a) by telephone(to numbers designated by Board members);
    - b) email notification.
10. A Board meeting may be held without formal notice if all Board members consent to both the meeting and its agenda.

## Section 11

1. The Board shall consider matters on the meeting agenda and adopt decisions and positions by resolution.
2. The agenda may be expanded to include additional matters if no member present objects.
3. The Board may adopt resolutions on matters not included in the agenda, provided no member present objects.
4. If any Board member objects to expanding the agenda, matters not on the agenda may be discussed but without adopting binding resolutions. The Board may subsequently adopt resolutions on these matters using the procedure set out in item 12.
5. The Board may adopt resolutions if at least half its members attend, including the Chair or Deputy Chair, and all members have been notified of the meeting date and agenda.
6. Resolutions appointing or dismissing Management Board members require a two-thirds majority. Other resolutions require an ordinary majority unless law provides otherwise. If votes are tied, the Chair has the casting vote.
7. Board resolutions:
  - 1) may approve/adopt internal regulations, make decisions, accept/adopt/reject motions, issue opinions, issue recommendations, grant approvals, etc.;
  - 2) shall be recorded in meeting minutes or as separate documents. Separate resolution documents shall be registered by the Board support unit.
8. Board members may participate in adopting resolutions by casting written votes through another Board member or via remote communication. Written votes through another member cannot concern matters added to the agenda during the meeting.

9. The Chair shall confirm written votes cast through another Board member or via remote communication and order their recording in the minutes.
10. Board members may propose amendments to draft resolutions during meetings.
11. After amendments are proposed, the Board shall vote on adopting the proposed amendments, then on the draft resolution incorporating adopted amendments.
12. In exceptional circumstances, the Board may adopt resolutions outside meetings:
  - 1) in writing (by circulation), with each Board member signing the resolution document; or
  - 2) using remote communication, particularly email, with Board members signing the resolution document at the next Board meeting.
13. Adopting resolutions outside meetings:
  - 1) requires a request from the Chair or Deputy Chair specifying the procedure and voting details, including the deadline for casting votes;
  - 2) a resolution is valid if all Board members have been notified of the draft resolution and at least half, including the Chair or Deputy Chair, cast votes;
  - 3) the resolution date is the designated voting deadline or, if all votes are cast earlier, the date of the last vote;
  - 4) the conduct and outcome of the vote shall be minuted under Section 14(7).
14. The Board may adopt resolutions in writing or using remote communication on matters requiring secret ballot under the Articles of Association, unless any Board member objects.
15. Every Board member must comply with an adopted resolution, regardless of whether they voted for or against it. Once adopted, resolutions shall be signed by every Board member who took part in the vote.
16. A Board member who votes against a resolution may record a reasoned dissent in the minutes; they may also request that their position be set out in full if they consider the resolution to be contrary to the Bank's interests.
17. Board resolutions shall be adopted by open vote, subject to item 18.
18. Resolutions on the following matters shall be decided by secret ballot:
  - 1) election or removal of the Board Chair, Deputy Chair or Secretary;
  - 2) appointment or removal of Board committee members;
  - 3) appointment, dismissal or suspension of Management Board members;
  - 4) any other personal matters concerning individual members of the Management Board or the Supervisory Board, including: individual fit-and-proper assessments; Management Board remuneration; granting discharge for the performance of duties; approving outside appointments; conflict-of-interest determinations; appointing Board proxies; and temporarily delegating Board members to perform specific oversight functions;
  - 5) other matters at any Board member's request.
19. The Board may reconsider a vote if:

- 1) the conduct of the vote gives rise to legitimate concerns;
  - 2) the content of the resolution gives rise to legitimate concerns.
20. Reconsideration of a vote or resolution may take place only at the meeting at which the vote was taken or the resolution was adopted. The Chair may decide to reconsider a vote or resolution on their own initiative or at the request of any one member of the Board.
21. A Board member must promptly disclose any actual or potential conflict of interest to the Board and must not take part in the discussion, vote or adoption of a resolution on any matter in which such a conflict exists or may arise.

## Section 12

1. Subject to items 2 and 3, the Chair of the Board may, on their own initiative or at the request of any Board member, invite persons who are not Board members to attend either the whole meeting or specific agenda items where their presence is considered appropriate.
2. Members of the Management Board may attend meetings of the Board, save for agenda items that relate directly to them.
3. The heads of the internal audit function and the compliance function (or their alternates) must attend meetings of the Board whenever the agenda covers matters relating to the Bank's internal control system, including compliance assurance, internal audit, or risk management. With the Chair's consent, they may attend other agenda items except personnel matters or agenda items that relate directly to them.
4. The Board support unit shall send the meeting agenda to the persons referred to in paragraph 3.

## Section 13

1. Where the offices of the Chair and Deputy Chair of the Board are vacant, the President of the Management Board must promptly convene the first meeting of the newly elected Board, or the first meeting held after any change in its composition, by giving written notice to all Board members specifying the date, time and venue of the meeting.
2. The business of the meeting referred to in paragraph 1 is to constitute the Board.

## Section 14

1. Board meetings shall be minuted.
2. Minutes shall include:
  - 1) the minute number;
  - 2) the meeting date;
  - 3) the meeting venue (if outside the Bank's registered office);
  - 4) the meeting agenda;

- 5) names of Board members present;
- 6) confirmation that the meeting is quorate and capable of adopting resolutions;
- 7) a concise meeting summary, including:
  - a) titles of adopted resolutions;
  - b) Board recommendations and implementation deadlines;
  - c) voting results, including the number of votes cast for each resolution (in favour, against and abstentions), together with any dissenting opinions and their stated reasons;
  - d) a summary of the discussion, the conclusions reached and any agreed actions.
3. Minutes shall be approved at the next Board meeting, subject to item 6.
4. Members of the Board have the right to review the draft minutes and to submit comments on their content or to record a dissenting opinion. Any comments that the Board decides not to accept, together with any dissenting opinion, must be recorded in the minutes along with the reasons for their rejection.
5. The minutes of the meeting shall be signed by every member of the Board who was present, as evidence of their approval. Board members who were not present at the meeting shall subsequently sign the minutes, adding a note acknowledging that they have reviewed its contents.
6. The minutes of the Board's final meeting in a given term must be approved after the meeting closes. The Chair will draft an entry for each agenda item and, once the agenda is complete, call a short recess to prepare the minutes. When ready, the draft minutes shall be presented to all Board members for review and signature. If the minutes are not approved and the Board is replaced in full, the draft minutes shall be provided to the newly appointed Board for information. The same rule applies whenever the Board's entire composition changes during a term.
7. Minutes of resolutions adopted by written procedure shall be approved at the next meeting of the Board. Every member who participated in the written resolution shall sign the minutes. Any Board member who did not participate shall later sign them, adding a note that they have reviewed the contents.
8. Copies of the minutes and the resolutions themselves shall be supplied to any Board member on request.
9. Recommendations recorded in the minutes shall be forwarded to the Management Board or to the relevant Management Board member. Implementation of the Board's recommendations shall be monitored and reported to the Board on a quarterly basis.

## Section 15

At the request of the Chair of the Board, the Board may hold informal working sessions. No minutes are taken of such sessions; however, where appropriate, the Chair may prepare and sign an informal note of the discussion.

## **Board Member Duties**

### **Section 16**

1. Board members' duties derive from applicable legislation and the Bank's internal regulations. Supervisory authorities may also articulate performance expectations in their recommendations, position papers or published methodologies.
2. Each member of the Board shall:
  - 1) actively participate in meetings of the Board;
  - 2) carry out any tasks delegated by the Board;
  - 3) keep confidential:
    - a) professional, banking, trade or commercial secrets;
    - b) inside information within the meaning of Regulation (EU) 596/2014 on market abuse (MAR);
    - c) personal matters of members of the Supervisory Board and the Management Board;
    - d) the fit-and-proper assessment or other selection procedures for candidates to the Management Board;
    - e) any matter the Chair of the Board, or another Board member, designates as confidential;
    - f) the results of votes on Board resolutions;
    - g) the voting record of any individual Board member; and
    - h) the substance and conduct of the Board's deliberations.
3. Board members shall continue to observe the confidentiality obligations set out in Section 2(3) after their term of office has ended.
4. A Board member should not resign during their term – unless there are duly justified reasons – where that resignation could impair the Board's ability to operate, including the adoption of resolutions.
5. Each member of the Board should:
  - 1) avoid any professional or personal activity that could compromise the quality or effectiveness of the oversight, give rise to a conflict of interest or otherwise damage their reputation as a Board member;
  - 2) actively discharge their duties, devoting sufficient time and attention to the work of the Board so that it can operate effectively;
  - 3) exercise due professional care in performing their duties and remain loyal to the Bank;
  - 4) form judgments independently, on the basis of objective and well-founded arguments, and vote in line with those judgments; and
  - 5) keep abreast of the Bank's governance framework and of their own responsibilities within it.

6. Board members shall attend the General Meeting in sufficient numbers to give substantive answers to shareholders' questions.
7. Within seven days of taking office, each member shall complete and submit – on the Bank's prescribed forms – all statements and information required by law or by the Bank's internal regulations.
8. Each Board member shall promptly update the statements and information referred to in item 7 whenever any relevant facts change.
9. Irrespective of section 7, each Board member shall provide any additional statements or information that applicable legislation or the Bank's internal regulations require, using the Bank's prescribed forms.

## **Final Provisions**

### Section 17

1. Members of the Board are entitled to remuneration for the performance of their duties.
2. The amount and structure of that remuneration are determined by the General Meeting.
3. Members are also entitled to reimbursement of expenses incurred in connection with their Board duties. The detailed reimbursement policy shall be adopted by separate resolution of the Board.
4. All operating costs of the Board shall be borne by the Bank.
5. The Bank shall provide the resources necessary for members of the Board to prepare for their role and for their ongoing training.

### Section 18

1. The Management Board shall provide organisational support to the Board – both during and between meetings – through a designated unit of the Bank.
2. The Board support unit shall:
  - 1) organise meetings, record minutes and any votes taken outside meetings, and formally document the adoption of resolutions;
  - 2) manage all correspondence addressed to the Board or to its Chair; and
  - 3) keep the minute book, supporting materials, adopted resolutions and any audio-visual recordings of Board meetings.
3. All correspondence addressed to the Board and received by the Bank shall be forwarded to the Board support unit.
4. The Head of the Board support unit shall promptly inform the Chair of the Board – by e-mail or telephone – of each item of incoming correspondence so that next steps can be agreed.
5. The organisational and technical arrangements for supporting the Board are set out in separate internal regulations of the Bank.

## Section 19

In the event of an emergency – whether triggered by a catastrophe, natural disaster, terrorist incident or any other extraordinary event – the Bank, together with the Board in the discharge of its duties, shall operate in accordance with its Business Continuity Plan as adopted under separate internal regulations.