

**Annual General Meeting  
of Bank Ochrony Środowiska S.A.**

**Report on the analysis of collected documentation and  
credibility review concerning members of the Supervisory Board of Bank Ochrony Środowiska  
BOŚ S.A.,  
along with a proposed re-assessment of the individual suitability  
and proposed assessment of the collective suitability  
of the Supervisory Board of BOŚ S.A.**

In accordance with *the Policy for the Assessment of the Suitability of Candidates for the Position of Member of the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A. (the "Policy")*, attached as an appendix to Resolution No. 29/2024 of the Annual General Meeting of BOŚ S.A. dated 19 June 2024, the Remuneration and Nomination Committee has reviewed the documents, representations and information provided to it in order to recommend to the General Meeting a re-assessment of the individual suitability of members of the Supervisory Board and of the collective suitability of the Supervisory Board of BOŚ S.A. Pursuant to Section 3.4 and 3.5 of the Policy, the General Meeting is required to make such re-assessments periodically, at least once a year, and as part of an inspection/review of the corporate governance framework.

Members of the Supervisory Board of BOŚ S.A. as at 11 March 2025, i.e.:

- 1) Adam Ruciński – Chair,
- 2) Artur Stefański – Deputy Chair,
- 3) Marzenna Senddecka – Secretary,
- 4) Wojciech Krawczyk – Member,
- 5) Marcin Liberadzki – Member,
- 6) Marcin Likierski – Member,
- 7) Władysław Mańkut – Member,
- 8) Aleksandra Świdorska – Member,
- 9) Piotr Wybieralski – Member,

provided information on changes relating to the documents, information and representations submitted during the most recent assessment.

In addition, given the need to address issues related to the assessment of independence of members of the Supervisory Board in the Supervisory Board's report, as prescribed by Section 4 of the Rules of Procedure for the Supervisory Board of BOŚ S.A. (Resolution No. 58/2023 of the Supervisory Board dated 23 June 2023), the independence of members of the Supervisory Board has been assessed against the list of independence criteria applicable to members of the Supervisory Board of Bank Ochrony Środowiska S.A. by determining whether a given member of the Supervisory Board:

- 1) is, or has been in the five years preceding their appointment, a member of senior management of BOŚ S.A., which includes serving on the management board of BOŚ S.A. or its related entity,
- 2) is, or has been in the three years preceding their appointment, an employee of BOŚ S.A. or its related entity,

- 3) receives or has received significant additional compensation from BOŚ S.A. or its related entity, other than remuneration received as a member of the supervisory board and its committees,
- 4) has control, or represents persons or entities having control, of the Bank, within the meaning of Article 3(1)(37)a-e of the Accounting Act of 29 September 1994,
- 5) maintains, and has maintained in the year preceding their appointment, material business relationships with BOŚ S.A. or its related entity, either directly or as the owner or a partner, shareholder, member of the supervisory board, or other supervisory or controlling body, or member of senior management, including as member of the management board or other management body, of an entity maintaining such relationships,
- 6) is, and has been in the two years preceding their appointment:
  - a. the owner or a partner (including general partner) or shareholder of the current or former audit firm auditing the financial statements of BOŚ S.A. or its related entity,
  - b. a member of the supervisory board, or other supervisory or controlling body, of the current or former audit firm auditing the financial statements of BOŚ S.A.,
  - c. an employee or member of senior management,
- 7) including member of the management board or other management body, of the current or former audit firm auditing the financial statements of BOŚ S.A. or its related entity, or
  - a. other natural person who has provided services to or has been supervised by the current or former audit firm or auditor acting on behalf of that firm,
- 8) is a member of the management board or other management body of an entity where a member of the management board or other management body of BOŚ S.A. serves on the supervisory board or other supervisory or controlling body,
- 9) has been a member of the Supervisory Board of BOŚ S.A. for more than 12 years,
- 10) is a spouse, partner or cohabitee, relative by blood or marriage in direct line, or up to the fourth degree in collateral line, of a member of the management board or other management body of BOŚ S.A. or of a person referred to in items 1-8,
- 11) is an adoptee or adoptive parent of, or a person related by custody or guardianship to, a member of the management board of BOŚ S.A. or of a person referred to in items 1-8,
- 12) is related to a shareholder/shareholders holding 5% or more of total voting rights in BOŚ S.A. and its/their related parties. (The relevant representation concerns any actual and material links of the economic, family or other nature that could influence the Supervisory Board member's position regarding any matters resolved by the Supervisory Board).

The assessment of independence has also considered other circumstances, in particular any functions held by members of the Supervisory Board outside the Bank (the BOŚ Group).

Considering the above criteria, it has been determined – based on the forms submitted in connection with the individual suitability assessment – that the independence criteria are met by all of the members of the Supervisory Board who held that position as at 11 March 2025.

After a thorough analysis of the submitted documents, the Committee concludes that it is not aware of any facts that would call into question:

- 1) the competence of the members of the Supervisory Board, including their knowledge, experience and skills required to perform their assigned roles,
- 2) the assurance that the members of the Supervisory Board will properly perform their duties, including the reputation and integrity of the members of the Supervisory Board,

- 3) the independence and absence of conflicts of interest on the part of the members of the Supervisory Board,
- 4) the independence of mind of the members of the Supervisory Board and their ability to commit sufficient time to perform their functions (including adherence to the limit on the number of concurrent positions held on management or supervisory boards), or any facts that would pose a threat to the proper performance of the assigned duties by the members of the Supervisory Board.

**Considering the above, as no material changes have been identified affecting the previous assessments of the individual and collective suitability, the Committee recommends a positive re-assessment of the individual suitability of each member of the Supervisory Board and of the collective suitability of the Supervisory Board.**

Members of the Remuneration and Nomination Committee:

Artur Stefański – Chair,

Marcin Likierski – Deputy Chair,

Piotr Wybieralski – Member.