



**Diversity Policy
with respect to
the members of the
Management Board**

of Bank Ochrony Środowiska S.A.

Chapter 1 General Provisions

§ 1

For the purposes of this „Diversity Policy with respect to the members of the Management Board of Bank Ochrony Środowiska S.A.”, hereinafter referred to as the Policy, the following definitions are introduced:

- 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 – Management Board of Bank Ochrony Środowiska S.A.;
- 4) Diversity - characteristics of the members of the Management Board of the Bank, including: age, gender, education, skills, knowledge and professional experience, ensuring diversity of views of the Members of the Management Board of the Bank allowing for effective performance of their function and duties.

§ 2

1. The purpose of the Policy is:
 - a) to promote the election of the members of the Management Board of the Bank, taking into account the principle of diversity;
 - b) to support the implementation of the strategic objectives of the Bank through the implementation of the principle of diversity of the members of the Management Board;
 - c) to ensure that persons with a broad set of qualities and competence, such as diverse skills, education, work experience, knowledge, gender and age, are elected as members of the Management Board of the Bank.

2. The Bank shall apply in the first instance objective substantive criteria and criteria designed to implement the principle of diversity, taking into account the benefits arising therefrom
3. The Policy has been prepared in accordance with Article 9ce of the Banking Law, Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange of 29 March 2021 on the adoption of the „Best Practices for WSE Listed Companies 2021” and the Guidelines of the European Securities and Markets Authority and the European Banking Authority of 21 March 2018 on the assessment of the suitability of members of the management body and key function holders, hereinafter referred to as the Guidelines.

§ 3

The Policy with regard to the election of members of the Management Board of the Bank shall be implemented taking into account the provisions of:

1. the Policy of assessing the suitability of candidates for members of the Management Board, members of the Management Board and the Management Board of Bank Ochrony Środowiska S.A.
2. the Resolution of the General Meeting of Bank Ochrony Środowiska S.A. on appointing and dismissing members of the Management Board.

Chapter 2 Principles of Policy

§ 4

1. The implementation of the principle of diversity by the Bank ensures:
 - a) the election of persons comprising the Management Board of the Bank, taking into account the principle of non-discrimination with regard to gender, age, education, qualifications, professional experience, nationality, ethnic origin, religion, creed, political beliefs, state of health, psychosexual orientation, family status, lifestyle, place of residence;
 - b) the broad set of qualities and competence required for persons acting as members of the Management Board, by ensuring an appropriate level of knowledge, skills, education, competence and professional experience of the members of the Management Board of the Bank as a body acting collectively;
 - c) the correct assessment of the qualifications of the Management Board of the Bank;
 - d) the correct assessment of the individual qualifications of the members of the Management Board of the Bank;
 - e) the elimination of potential conflicts of interest arising from the functions performed and the performance of the tasks and duties assigned;
 - f) the maintenance of independence of judgement of the members of the Management Board of the Bank.
2. When deciding on the election of the members of the Management Board of the Bank, the Supervisory Board Supervisory Board will be mindful of ensuring comprehensiveness in the composition of the Management Board by electing persons ensuring diversity in its composition, enabling, inter alia, the target indicator in the area of gender diversity to be achieved at a level of not less than 30%, subject to section 5.
3. As the Bank conducts its business exclusively in the territory of the Republic of Poland, the Bank does not take into account the circumstance of the place of origin of the members of the Management Board of the Bank referred to in Article 105 of the Guidelines.
4. The diversity policy with respect to the underrepresented gender in the Bank implies striving to ensure the participation of representatives of both genders in the processes of electing members of the Management Board of the Bank, taking into account the provisions on equal treatment.
5. Consideration of the need for diversity in the composition of the Management Board, including in the area of gender diversity, shall not lead to prejudice to the sound management of the Bank.

Chapter 3

Implementation of the Policy

§ 5

1. This Policy is subject to an annual review by the Remuneration and Nomination Committee, which examines in the context of diversity in the composition of the Management Board, including the achievement of the objectives referred to in § 4 section 1 and 2.
2. The results of the review, together with a recommendation for appropriate action in the area of diversity in the composition of the Management Board, are presented to the Supervisory Board.
3. The Supervisory Board shall, in its annual activity report, provide information on the composition of the Management Board in the context of its diversity, including the achievement of the objectives referred to in § 4 section 1 and 2.

Chapter 4

Competence

§ 6

1. The Supervisory Board:
 - a) adopts the Diversity Policy with respect to members of the Management Board of Bank Ochrony Środowiska S.A. and amendments to the Policy;
 - b) appoints members of the Management Board of the Bank on the principles set out in the Statutes of the Bank, taking into account the provisions of this Policy, in particular § 3.
2. The Remuneration and Nomination Committee:
 - a) develops a draft Diversity Policy with regard to members of the Management Board of Bank Ochrony Środowiska S.A. and draft amendments to this Policy;
 - b) provides recommendations to the Supervisory Board regarding the appointment of members of the Management Board of the Bank, taking into account the provisions of this Policy, in particular § 3;
 - c) performs an annual review of the Policy, in accordance with § 5 section 1.

Chapter 5

Final Provisions

§ 7

1. The Policy shall be applied without prejudice to mandatory provisions of law.
2. To the extent not provided for in the Policy, the generally applicable provisions of law and internal regulations in force at the Bank shall apply.
3. The Policy is available on the website of the Bank.