

Notice of Extraordinary General Meeting of Bank Ochrony Środowiska Spółka Akcyjna

Bank Ochrony Środowiska S.A. with its registered office in Warsaw, at ul. Żelazna 32, 00-832 Warsaw, Poland, registered with the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under No. KRS 0000015525, register entry date: June 4th 2001, acting pursuant to Art. 402² of the Commercial Companies Code, hereby gives notice of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.

I. DATE, TIME AND VENUE OF THE GENERAL MEETING; DETAILED AGENDA

Pursuant to Art. 399.1, Art. 402¹ and Art. 402² of the Commercial Companies Code in conjunction with Art. 9.1 and Art. 9.8 of the Bank's Articles of Association, considering the request to convene an Extraordinary General Meeting of Bank Ochrony Środowiska S.A., submitted by the shareholder National Fund for Environmental Protection and Water Management under Art. 400.1 of the Commercial Companies Code, the Management Board of Bank Ochrony Środowiska S.A. convenes the Extraordinary General Meeting ("EGM") for **11 March 2024**, at 10:00 am, to be held at the Bank's registered office at ul. Żelazna, 00-832 Warsaw, Poland (entry from Sienna Street), with the following agenda:

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. Consideration of and voting on a draft resolution to amend the Articles of Association of Bank Ochrony Środowiska S.A.;
7. Voting on a resolution to authorise the Supervisory Board to prepare the amended and restated version of the Articles of Association of the Bank,
8. Changes in 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 2024,
11. Conclusion of the Extraordinary General Meeting.

II. PROCEDURES FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING OF BANK OCHRONY ŚRODOWISKA S.A. AND FOR EXERCISING VOTING RIGHTS

1. Shareholder's right to request that certain matters be placed on the agenda of the Extraordinary General Meeting:

Pursuant to Art. 401.1 of the Commercial Companies Code, a Shareholder or Shareholders of Bank Ochrony Środowiska S.A. representing at least one-twentieth of the Bank's share capital may request that certain matters be placed on the agenda of the Extraordinary General Meeting. The request should contain a statement of reasons for or a draft resolution on the proposed agenda item. The request should be submitted to the Management Board of Bank Ochrony Środowiska S.A. by 19 February 2024 in writing (i.e. delivered in person against acknowledgement of receipt or sent to the Bank by registered mail against acknowledgement of receipt) to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or by electronic mail at: walne.zgromadzenie@bosbank.pl.

As at the date of the request, Shareholders should prove that they hold the required number of shares and attach to the request a certificate confirming their right to attend the Extraordinary General Meeting, and, in the case of Shareholders other than natural persons, their representatives should confirm the authority to act on the Shareholder's behalf by submitting a valid official copy of the relevant entry in the National Court Register or other documents confirming their authorisation to act on the Shareholder's behalf as well as documents confirming their identity. Such documents should be submitted to the Management Board in writing (i.e. delivered in person against acknowledgement of receipt, or sent to the Bank by registered mail against acknowledgement of receipt) to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or by electronic mail at walne.zgromadzenie@bosbank.pl.

Whether the request has been duly submitted by the required deadline will be determined based on the date of its receipt by Bank Ochrony Środowiska S.A. or, in the case of requests submitted by electronic mail, based on the date of its entry into Bank Ochrony Środowiska S.A.'s electronic mail system (receipt of the email by Bank Ochrony Środowiska S.A.'s mail server). All documents submitted in electronic form must be delivered as attachments in the PDF format.

Any amendments to the agenda made at the request of a Shareholder or Shareholders will be announced by the Management Board of Bank Ochrony Środowiska S.A. as soon as practicable, but no later than eighteen days prior to the scheduled date of the Extraordinary General Meeting, i.e. no later than on 22 February 2024. The new agenda will be published on the Bank's website at www.bosbank.pl and in the manner prescribed for current disclosures, in accordance with the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies.

2. Shareholder's right to submit draft resolutions prior to the Extraordinary General Meeting regarding matters placed or to be placed on the agenda

Pursuant to Art. 401.4 of the Commercial Companies Code, a Shareholder or Shareholders representing at least one-twentieth of the share capital and entitled to attend the Extraordinary General Meeting may submit to the Management Board of Bank Ochrony Środowiska S.A., prior to the scheduled date of the Extraordinary General Meeting, draft resolutions on matters which have been or are to be placed on the agenda. Such draft resolutions should be submitted to Bank Ochrony Środowiska S.A. in writing (i.e. delivered in person against acknowledgement of receipt, or sent to Bank Ochrony Środowiska S.A. by registered mail against acknowledgement of receipt) to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or sent by electronic mail to: walne.zgromadzenie@bosbank.pl, in the PDF format, no later than 24 hours before the scheduled time of the Extraordinary General Meeting, as they must be published by Bank Ochrony Środowiska S.A. on its website.

Whether such draft resolutions have been duly submitted by the required deadline will be determined based on the date and time of their receipt by the Bank or, in the case of draft resolutions submitted by electronic mail, based on the date and time of their entry into Bank Ochrony Środowiska S.A.'s electronic mail system (receipt of the email by Bank Ochrony Środowiska S.A.'s mail server).

Draft resolutions will be published immediately on Bank Ochrony Środowiska S.A.'s website, at www.bosbank.pl.

As at the date of the submission, Shareholders should prove that they hold the required number of shares and attach to the submission a certificate confirming their right to attend the Extraordinary General Meeting, and, in the case of Shareholders other than natural persons, their representatives should confirm the authority to act on the Shareholder's behalf by submitting a valid official copy of the relevant entry in the National Court Register or other documents confirming their authorisation to act on the Shareholder's behalf as well as

documents confirming their identity. Such documents should be submitted to the Management Board in writing (i.e. delivered in person against acknowledgement of receipt, or sent to Bank Ochrony Środowiska S.A. by registered mail against acknowledgement of receipt) prior to the scheduled date of the Extraordinary General Meeting to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00-832 Warsaw, Poland, from 8:00 am to 3:45 pm, or by electronic mail in the PDF format to:

walne.zgromadzenie@bosbank.pl.

Bank Ochrony Środowiska S.A. may take appropriate steps to verify a Shareholder's or Shareholders' identity and the validity of delivered documents.

3. Shareholder's right to propose draft resolutions on matters placed on the agenda during the Extraordinary General Meeting

Pursuant to Art. 401.5 of the Commercial Companies Code, during the Extraordinary General Meeting each Shareholder entitled to attend the Meeting may propose draft resolutions on matters placed on the agenda.

4. Voting by proxy, proxy voting forms, and procedure for notifying Bank Ochrony Środowiska S.A. of the appointment of a proxy by electronic means

1) A Shareholder who is a natural person may attend the Extraordinary General Meeting and exercise voting rights in person or through a proxy. A Shareholder other than a natural person may attend the Extraordinary General Meeting and exercise voting rights either through a person authorised to make declarations of will on the Shareholder's behalf or through a proxy.

A proxy may exercise all rights of a Shareholder at the Extraordinary General Meeting unless the power of proxy states otherwise. A proxy may appoint substitutes if permitted to do so under their power of proxy. A proxy may represent more than one Shareholder and may vote the shares of individual Shareholders in a different manner. A Shareholder of Bank Ochrony Środowiska S.A. whose shares are registered in more than one securities account may appoint separate proxies to exercise rights attached to the shares registered in each account. A Shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise rights attached to the shares registered in that account.

A power of proxy should be made in writing and submitted to Bank Ochrony Środowiska S.A., or should be issued in electronic form, otherwise being null and void. A power of proxy granted in electronic form will not require a secure electronic signature verifiable with a valid qualified certificate. A power of proxy or a text evidencing the grant of a power of proxy made in a foreign language should be translated into Polish by a sworn translator, otherwise having no legal effect.

A proxy voting form is available on Bank Ochrony Środowiska S.A.'s website at www.bosbank.pl in the 'General Meeting' section.

The use of that form is not required for the grant of a power of proxy.

The grant of a power of proxy in electronic form should be notified to Bank Ochrony Środowiska S.A. no later than 24 hours prior to the scheduled time of the Extraordinary General Meeting, by sending a scanned form of the power of proxy signed by the Shareholder or, in the case of Shareholders other than natural persons, by the Shareholder's authorised representatives, by electronic mail to walne.zgromadzenie@bosbank.pl.

A notification of the grant of a power of proxy in electronic form should contain the name or first name and surname of the principal, their telephone number, address, and email

address, as well as the proxy's name or first name and surname, their telephone number, address and email address.

In addition, such notification should be accompanied by identity documents (with data enabling identification, i.e. the series and number of the ID card/passport and Personal Identification Number (PESEL)) of the proxy being a natural person, a scanned official copy of the relevant register entry for the proxy being a legal person, and an email address for communication with the Shareholder or the proxy.

Please be advised that if a Shareholder grants a power of proxy along with voting instructions, Bank Ochrony Środowiska S.A. will not verify whether the proxy is exercising the voting rights in accordance with the instructions received from the Shareholder.

2) Bank Ochrony Środowiska S.A. will take appropriate steps to verify the Shareholder's and the proxy's identity in order to check the validity of a power of proxy granted in electronic form. The verification procedure may in particular involve contacting the Shareholder or the proxy via a return electronic message or by telephone in order to confirm the fact of granting the power of proxy and its scope. Please be advised that if the questions asked during the verification process are not answered, verification of the grant of a power of proxy will be deemed impossible and the proxy will not be allowed to attend the Extraordinary General Meeting.

3) The right to represent a Shareholder other than a natural person should be evidenced by an official copy of the relevant register entry (either the original instrument or its notarised copy), or a sequence of powers of attorney, to be presented at the time of drawing up the attendance list.

Details of the person(s) granting a power of proxy on behalf of a Shareholder other than a natural person should be specified in a valid official copy of the relevant register entry for the Shareholder.

4) A member of the Management Board of Bank Ochrony Środowiska S.A. and an employee of Bank Ochrony Środowiska S.A. may act as proxies of Shareholders at the Extraordinary General Meeting.

If a member of the Management Board of Bank Ochrony Środowiska S.A., a member of the Supervisory Board of Bank Ochrony Środowiska S.A., a member of the governing bodies or an employee of Bank Ochrony Środowiska S.A. or an employee of a subsidiary of Bank Ochrony Środowiska S.A. acts as a proxy at the Extraordinary General Meeting, the power of proxy may authorise them to represent the Shareholder only at that one General Meeting. A proxy is obliged to disclose to the Shareholder any circumstances giving rise to an actual or potential conflict of interest. In such a case, the proxy may not appoint any substitutes.

5) The proxy referred to in point 4 above votes according to the voting instructions received from the Shareholder.

5. Possibility and procedure for attending the Extraordinary General Meeting by electronic means, information on how to take the floor at the Extraordinary General Meeting by electronic means, and information on how to exercise voting rights by electronic means

The Bank permits the option of attending the Extraordinary General Meeting by electronic means. The rules and conditions for attending the Extraordinary General Meeting by electronic means as well as information on how to take the floor and exercise voting rights by such means are laid down in the 'Rules for attending the General Meeting by electronic means' (the "Rules") adopted by the Bank's Supervisory Board and attached hereto.

No later than five days prior to the scheduled date of the Extraordinary General Meeting, i.e. by 4:00 pm on 6 March 2024, the Shareholder should send a relevant notice to the Bank's

email address at walne.zgromadzenie@bosbank.pl, along with the documents specified in the Rules. Shareholders may attend the Extraordinary General Meeting by electronic means through a link, which will be sent to the Shareholders by the Bank after their rights have been successfully verified, by 10 March 2024.

In order to be able to attend the General Meeting by electronic means, a Shareholder should have:

1) an Internet connection with a minimum speed of 1 Mbps (to be sustained when using the platform);

2) a computer with audio and video functions, running on the Windows 10 or macOS operating system, with any of the following web browsers installed: IE, Firefox, Chrome or Safari (all these browsers are freely available for downloading on the public Internet network) and the Adobe Flash Player plug (to be downloaded freely from the software developer's website). In addition, JavaScript must be enabled (these are standard browser settings).

A lower connection speed or older browser versions might cause problems or prevent communication with the General Meeting's venue, delay transmission or prevent voting. While using the platform, a Shareholder should not use other applications that place significant load on the computer and the communication link used by the platform. It is recommended that the platform be used in full screen mode.

6. Remote voting by post

The Bank does not permit the option of remote voting by post.

7. Shareholder's right to ask questions concerning matters placed on the agenda of the Extraordinary General Meeting

Each Shareholder entitled to attend the Extraordinary General Meeting has the right to ask questions concerning matters placed on its agenda.

At the Extraordinary General Meeting, the Management Board of Bank Ochrony Środowiska S.A. is required to provide Shareholders – at their request – with information concerning Bank Ochrony Środowiska S.A. if such information is needed to assess a matter placed on the agenda.

For a good reason, the Management Board of Bank Ochrony Środowiska S.A. may provide such information in writing outside of the Extraordinary General Meeting. The Management Board of Bank Ochrony Środowiska S.A. is required to provide such information no later than within two weeks from the date when the request for information is made at the Extraordinary General Meeting.

The Management Board of Bank Ochrony Środowiska S.A. may refuse to provide such information if this could adversely affect Bank Ochrony Środowiska S.A., its affiliate or subsidiary, especially through disclosure of their technical, commercial or organisational business secrets. A member of the Management Board of Bank Ochrony Środowiska S.A. may refuse a request for information if the disclosure of such information could expose them to criminal, civil or administrative liability.

An answer is deemed to have been given if the relevant information is available on Bank Ochrony Środowiska S.A.'s website in the dedicated Q&A section for Shareholders.

III. RECORD DATE FOR ATTENDING THE BANK'S EXTRAORDINARY GENERAL MEETING

The record date for attending the Bank's Extraordinary General Meeting falls sixteen days prior to the scheduled date of the Extraordinary General Meeting, i.e. on 24 February 2024.

IV. RIGHT TO ATTEND THE EXTRAORDINARY GENERAL MEETING

1. Only the following persons have the right to attend the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.:

- 1) the Shareholders holding shares in Bank Ochrony Środowiska S.A. registered in their securities accounts sixteen days prior to the scheduled date of the Extraordinary General Meeting, i.e. as at 24 February 2024,
- 2) the persons who, no earlier than after the notice of the Extraordinary General Meeting and no later than on the first weekday following the record date, i.e. no later than on 26 February 2024, submit a request to the entity operating their securities accounts in which Bank Ochrony Środowiska S.A. shares are registered, to issue a personal certificate confirming their right to attend the Extraordinary General Meeting.

It is recommended that the Shareholders hold that certificate during the Extraordinary General Meeting.

2. The list of Shareholders entitled to attend the Extraordinary General Meeting will be determined based on the list received from the Central Securities Depository of Poland ("CSDP"), drawn up by the CSDP based on the personal certificates confirming the right to attend the Extraordinary General Meeting issued by the operators of the Shareholders' securities accounts.

Three weekdays prior to the scheduled date of the Extraordinary General Meeting, i.e. on 8 March 2024, the list of Shareholders entitled to attend the Extraordinary General Meeting will be made available for inspection at the Company's registered office at ul. Żelazna 32, Warsaw, from 8:00 am to 3:45 pm. Shareholders of Bank Ochrony Środowiska S.A. may request that the list of Shareholders entitled to attend the Extraordinary General Meeting be delivered to them free of charge by electronic mail, providing an email address to which the list is to be sent.

3. Shareholders will be admitted to the Extraordinary General Meeting upon presentation of their ID document, and proxies must present their ID document and valid powers of proxy granted in written or electronic form (a proxy should present the original instrument of the power of proxy). Persons acting on behalf of legal persons or unincorporated organisations should also present valid official copies of the relevant register entries specifying the authorised representatives of a given legal person.

V. ACCESS TO DOCUMENTATION

1. In accordance with Art. 402¹.1 and Art. 402³ of the Commercial Companies Code, all information and documents to be presented to the Extraordinary General Meeting, including draft resolutions, will be published on Bank Ochrony Środowiska S.A.'s website at www.bosbank.pl in the 'General Meetings' section, starting from the date of the notice convening the Extraordinary General Meeting.

2. From 4 March 2024, a Shareholder entitled to attend the Extraordinary General Meeting may request to be provided with copies of motions concerning matters placed on the agenda of the Meeting, in accordance with Art. 407.2 of the Commercial Companies Code.

Subject to the restrictions provided for in the Commercial Companies Code, the Bank's Shareholders may contact Bank Ochrony Środowiska S.A. by electronic means via a dedicated email address: walne.zgromadzenie@bosbank.pl. The risk associated with the use of electronic means will be borne exclusively by a Shareholder. Bank Ochrony Środowiska S.A. is responsible for the security, confidentiality and processing, in accordance with applicable laws, of the information contained in documents sent electronically after such documents have

entered Bank Ochrony Środowiska S.A.'s electronic mail system (upon their receipt by Bank Ochrony Środowiska S.A.'s mail server).

Where documents originally drawn up in a language other than Polish are sent by a Shareholder to Bank Ochrony Środowiska S.A. by electronic means, they should be enclosed with translations into Polish prepared by a sworn translator. All documents sent by a Shareholder to Bank Ochrony Środowiska S.A. and by Bank Ochrony Środowiska S.A. to a Shareholder by electronic means should be in the PDF format.

VI. WEBSITE WHERE INFORMATION ON THE EXTRAORDINARY GENERAL MEETING WILL BE POSTED

All information on and forms for the Extraordinary General Meeting are available on Bank Ochrony Środowiska S.A.'s website at www.bosbank.pl in the 'General Meetings' section.

Any matters not addressed in this notice are governed by the Commercial Companies Code, the Articles of Association of Bank Ochrony Środowiska S.A. and the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A.

Please be advised that registration of attendance at the Extraordinary General Meeting starts on 11 March 2024 from 9:00 am at the entrance to the Meeting room.