

**DRAFT RESOLUTIONS
OF THE ANNUAL GENERAL MEETING
OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA
CONVENED FOR JUNE 23RD 2023**

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to appoint the Chair of the Annual 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 Annual General Meeting of Bank Ochrony Środowiska S.A. hereby appoints Mr/Ms as Chair of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

The Chair of the General Meeting is appointed in a secret ballot held during the 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 June 30th 2022 by way of Resolution No. 39/2022.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to appoint the Secretary of the Annual 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 Annual General Meeting of Bank Ochrony Środowiska S.A. hereby appoints Mr/Ms as Secretary of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

The Secretary of the General Meeting is appointed in a secret ballot held before start of session of the 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 June 30th 2022 by way of Resolution No. 39/2022.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to adopt the agenda**

Section 1

Acting pursuant to Section 10.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby adopts the following agenda for the Meeting:

1. Opening of the Annual General Meeting.
2. Appointment of the Chair of the Annual General Meeting.
3. Recording of the legality of the Annual General Meeting.
4. Appointment of the Secretary of the Annual General Meeting.
5. Adoption of the agenda.
6. Review of the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2022, containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.
7. Review of the full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2022.
8. Review of the full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2022.
9. Presentation of the proposal on allocation of the Bank's profit for 2022.
10. Review of the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2022, including:
 - 1) Assessment of the Bank's standing in 2022 on a consolidated basis, including assessment of the internal control, risk management and compliance systems and the internal audit function,
 - 2) Report on the assessment of the implementation of the Remuneration Policy in 2022, together with a draft assessment for the highest decision-making body responsible for determining whether the Policy supports the Bank's development and security of operations,
 - 3) Assessment of the validity of expenses incurred by the Bank and its Group to sponsor culture, sports, charities, media, social organisations, trade unions, etc.,
 - 4) Assessment of Bank Ochrony Środowiska S.A.'s compliance with the 'Principles of Corporate Governance for Supervised Institutions', issued by the Polish Financial Supervision Authority on July 22nd 2014, and assessment of the fulfilment by Bank Ochrony Środowiska S.A. of the disclosure requirements regarding compliance with the corporate governance principles, as defined in the Warsaw Stock Exchange Rules and regulations on current and periodic reports in 2022,
 - 5) Assessment of the performance by the Management Board of the disclosure obligations referred to in Art. 380¹ of the CCC and assessment of the manner in which the Management Board prepares or submits to the Supervisory Board information, documents, reports or explanations requested under the procedure set forth in Art. 382.4 of the CCC,
 - 6) Information on the degree of implementation of the diversity policy with respect to the Management Board and the Supervisory Board of Bank Ochrony Środowiska S.A.
11. Consideration of the self-assessment report of the Supervisory Board of Bank Ochrony Środowiska S.A. on the adequacy of internal regulations regarding the functioning of the Supervisory Board, and on effectiveness of the Board's activities in 2022 (including information on the adoption of the Rules of Procedure for the Supervisory Board).
12. Adoption of a report on the analysis of collected documentation and credibility review concerning members of the Supervisory Board of BOŚ S.A., along with a proposal of the individual suitability re-assessment and a proposal of the collective suitability assessment of the Supervisory Board of BOŚ S.A. as a whole.

13. Voting on a resolution to approve the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2022, containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.
14. Voting on a resolution to approve the full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2022.
15. Voting on a resolution to approve the full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2022.
16. Voting on a resolution on allocation of the Bank's profit for 2022.
17. Voting on resolutions to grant discharge from liability to members of the Management Board of Bank Ochrony Środowiska S.A. for 2022.
18. Voting on a resolution to approve the report on the activities of the Supervisory Board of BOŚ S.A. for 2022.
19. Voting on a resolution on the assessment of the adequacy of internal regulations governing the functioning of the Supervisory Board of Bank Ochrony Środowiska S.A. and its effectiveness in 2022.
20. Voting on resolutions to grant discharge from liability to members of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2022, along with the periodic assessment of the suitability of individual members of the Supervisory Board of Bank Ochrony Środowiska S.A.
21. Voting on resolution(s) for the appointment of Supervisory Board member(s), including the initial assessment of suitability of the candidate(s) for member(s) of the Supervisory Board of Bank Ochrony Środowiska S.A.
22. Voting on a resolution on the assessment of the collective suitability of the Supervisory Board of the Bank.
23. Voting on a resolution to provide an opinion on the 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2022' submitted by the Supervisory Board of Bank Ochrony Środowiska S.A.
24. Voting on a resolution to adopt the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of the Bank as a whole'.
25. Consideration and voting on resolution(s) regarding the proposed amendments to the Articles of Association of Bank Ochrony Środowiska S.A.
26. Voting on a resolution to amend Resolution No. 28/2020 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated June 17th 2020, regarding the adoption of the 'Remuneration policy for Members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A.'
27. Voting on a resolution to amend Resolution No. 36/2017 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated June 6th 2017, regarding appointment and dismissal of members of the managing body.
28. Receipt of information provided by the Management Board of Bank Ochrony Środowiska S.A. regarding expenses incurred in 2022 for entertainment, as well as legal, marketing, public relations, social communication, and management consultancy services.
29. Closing of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

GROUNDS:

The General Meeting proceeds in accordance with the adopted agenda. The resolution is of a formal nature.

Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to approve the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2022, containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.

Section 1

Acting pursuant to Art. 393.1, Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code, in conjunction with Art. 10.1 and Art. 10.2 of the Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby approves the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2022, containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS:

Pursuant to Art. 395.2.1 of the Commercial Companies Code, the agenda of the Annual General Meeting includes a review and approval of the Directors' Report on the Company's operations. Under Art. 55.2a of the Accounting Act, the Directors' Report on the operations of the Group may be prepared jointly with the Directors' Report on the operations of the Parent as a single report. Therefore, the Bank has prepared a single report covering the operations of the Bank Ochrony Środowiska Group, and containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A.

Pursuant to Art. 49b.1 of the Accounting Act, the Bank has included a non-financial statement as a separate part of the Directors' Report.

The Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2022, containing the Directors' Report on the operations of Bank Ochrony Środowiska S.A., was published as part of the annual report (RR/2022 and SSR/2022) on March 22nd 2023, together with the assessment by the Supervisory Board of Bank Ochrony Środowiska S.A. prepared in accordance with Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to approve the full-year financial statements of Bank Ochrony Środowiska S.A.
for the year ended December 31st 2022

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 10.1 of the Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska

S.A. hereby approves the audited full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2022, comprising:

- 1) the statement of profit or loss for the financial year ended December 31st 2022, showing a net profit of PLN 127,608 thousand (one hundred twenty-seven million, six hundred eight thousand złoty);
- 2) the statement of comprehensive income for the financial year ended December 31st 2022, showing a comprehensive income of PLN 97,707 thousand (ninety-seven million, seven hundred and seven thousand złoty);
- 3) the statement of financial position as of December 31st 2022, showing total assets and total equity and liabilities of PLN 21,915,238 thousand (twenty-one billion, nine hundred and fifteen million, two hundred and thirty-eight thousand złoty);
- 4) the statement of changes in equity for the financial year ended December 31st 2022, showing an increase in equity of PLN 97,707 thousand (ninety-seven million, seven hundred and seven thousand złoty);
- 5) the statement of cash flows for the financial year ended December 31st 2022, showing a net increase in cash of PLN 1,655,081 thousand (one billion, six hundred and fifty-five million, eighty-one thousand złoty);
- 6) accounting policies and notes to the financial statements.

Section 2

This Resolution shall become effective as of its date.

GROUNDS:

Pursuant to Art. 395.2.1 of the Commercial Companies Code, the agenda of the Annual General Meeting includes a review and approval of the financial statements for the previous financial year.

The full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended December 31st 2022 was published as part of the annual report (RR/2022) on March 22nd 2023, together with the assessment by the Supervisory Board of Bank Ochrony Środowiska S.A. prepared in accordance with Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to approve the full-year consolidated financial statements
of the Bank Ochrony Środowiska Group for the year ended December 31st 2022**

Section 1

Acting pursuant to Art. 395.5 of the Commercial Companies Code, in conjunction with Art. 10.2 of the Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby approves the audited full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2022, comprising:

- 1) the consolidated statement of profit or loss for the financial year ended December 31st 2022, showing a net profit of PLN 128,244 thousand (one hundred and twenty-eight million, two hundred and forty-four thousand złoty);
- 2) the consolidated statement of comprehensive income for the financial year ended December 31st 2022, showing a comprehensive income of PLN 98,343 thousand (ninety-eight million, three hundred and forty-three thousand złoty);
- 3) the consolidated statement of financial position as at December 31st 2022, showing total assets and total equity and liabilities of PLN 22,006,181 thousand (twenty-two billion, six million, one hundred and eighty-one thousand złoty);
- 4) the consolidated statement of changes in equity for the financial year ended December 31st 2022, showing an increase in equity of PLN 98,343 thousand (ninety-eight million, three hundred and forty-three thousand złoty);
- 5) the consolidated statement of cash flows for the financial year ended December 31st 2022, showing a net increase in cash of PLN 1,648,865 thousand (one billion, six hundred and forty-eight million, eight hundred and sixty-five thousand złoty);
- 6) accounting policies and notes to the financial statements.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS:

Pursuant to Art. 395.5 of the Commercial Companies Code, the agenda of the Annual General Meeting may also include a review and approval of the consolidated financial statements of the Group within the meaning of the Accounting Act, as well as matters other than those specified in Section 2.

The full-year consolidated financial statements of the Bank Ochrony Środowiska Group for the year ended December 31st 2022 was published as part of the annual report (SSR/2022) on March 22nd 2023, together with the assessment by the Supervisory Board prepared in accordance with Par. 70.1.14 and Par. 71.1.12 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
on allocation of the Bank's net profit for 2022

Section 1

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, in conjunction with Art. 10.3 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to allocate the Bank's entire net profit for the period January 1st to December 31st 2022 of PLN 127,608,194.69 (one hundred and twenty-seven million, six hundred and eight thousand, one hundred and ninety-four zloty, 69/100) to statutory reserve funds.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS:

In accordance with Art. 395.2.2 of the Commercial Companies Code in conjunction with Art. 9.4.2 of the Bank's Articles of Association, the agenda of the Annual General Meeting should include a resolution on the allocation of profit or coverage of loss. Under Art. 10.3 in conjunction with Art. 20.11.9 of the Bank's Articles of Association, the General Meeting resolves on the allocation of profit by considering the relevant proposal of the Management Board, assessed by the Supervisory Board.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Wojciech Józef Hann for 2022

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Wojciech Józef Hann in respect of his role as President of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to November 23rd 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Arkadiusz Garbarczyk for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive reassessment of his individual suitability by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr. Arkadiusz Garbarczyk for his role as Vice President - First Deputy President of the Management Board of Bank Ochrony Środowiska S.A. for the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Jerzy Waclaw Zań for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering to the positive re-assessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Jerzy Waclaw Zań in respect of his role as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUND

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Robert Kasprzak for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive reassessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Robert Kasprzak in respect of his role as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUND

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Emil Stanisław Ślęzak
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive reassessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Emil Stanisław Ślęzak, Member of the Supervisory Board of Bank Ochrony Środowiska

S.A., delegated to temporarily perform his duties as President of the Management Board of Bank Ochrony Środowiska S.A. in the period from November 23rd to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Ms Marzena Maria Koczut
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Ms Marzena Maria Koczut in respect of her role as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from January 1st to May 23rd 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to approve the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A
for 2022**

Section 1

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 10.4 of the Articles of Association of Bank Ochrony Środowiska S.A., The Annual General Meeting of Bank Ochrony Środowiska S.A. hereby approves the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

The obligation to prepare an annual report on the activities of the Supervisory Board arises from the provisions of Art. 382.3 of the Commercial Companies Code.

Pursuant to Art. 10.4 of the Articles of Association of Bank Ochrony Środowiska S.A., matters falling within the competence of the General Meeting include a review and approval of the Directors' Report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. The report has been prepared in accordance with the principles set out in the 'Best Practice for WSE Listed Companies 2021' (Principle 2.11). It includes information on the composition of the Supervisory Board and its committees, as well as a summary of their activities. The report also provides an assessment of the Bank's standing on a consolidated basis, including an evaluation of the internal control, risk management, compliance, and internal audit systems. Additionally, the report assesses the Bank's compliance with the disclosure requirements related to corporate governance standards and evaluates the validity of expenses incurred by the Bank and its Group to support culture, sports, charities, media, social organizations, trade unions, etc.

Opinion of the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A., at its meeting held on May 24th 2023, gave a positive opinion on the draft of this resolution.

**Resolution No. /2023
of the Annual General Meeting
of Bank Ochrony Środowiska Spółka Akcyjna
dated 2023
on the assessment of the adequacy of internal regulations governing the functioning of the
Supervisory Board of Bank Ochrony Środowiska S.A. and its effectiveness in 2022.**

Acting pursuant to Recommendation Z 8.9 of the Polish Financial Supervision Authority on internal governance in banks, the General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

Section 1

The General Meeting of the Bank, taking into account the Supervisory Board's self-assessment and the Report on the activities of the Supervisory Board for 2022, hereby acknowledges and positively assesses the following:

- 1) adequacy of internal regulations governing the operation of the Supervisory Board of Bank Ochrony Środowiska S.A.,
- 2) effectiveness of the activities the Supervisory Board of Bank Ochrony Środowiska S.A. in 2022.

Section 2

This Resolution shall become effective as of its date.

Grounds

The rationale for the Annual General Meeting's adoption of a resolution on the assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board of Bank Ochrony Środowiska S.A. and the effectiveness of its operation in 2022 is the provisions of Recommendation Z 8.9 of the Polish Financial Supervision Authority regarding the principles of internal governance in banks, stating that: "8.9. It is recommended that the adequacy of internal regulations for the functioning of the supervisory board and the management board, as well as the effectiveness of these bodies, be regularly assessed and evaluated. The supervisory board conducts the assessment for the management board, while the general meeting (meeting of representatives) evaluates the performance of the supervisory board. The assessment process can be facilitated by engaging external advisors to provide assistance."

According to the PFSA's position document issued on April 4th 2023, it is recommended that both the Supervisory Board and the General Meeting adopt relevant resolutions to ensure the proper fulfilment of the requirements outlined in Recommendation Z 8.9.

The Supervisory Board conducted a thorough self-assessment of the adequacy of internal regulations governing its functioning and the effectiveness of the Board's activities in 2022. This assessment was carried out through the adoption of a resolution by the Supervisory Board (Resolution No...../2023 of the Supervisory Board dated May 24th 2023).

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated 2023
to grant discharge from liability to
Mr Emil Stanisław Ślęzak
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the positive re-assessment of his individual suitability made by the Supervisory Board of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Emil Stanisław Ślęzak in respect of his role as Chairman of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to November 23rd 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated 2023
to grant discharge from liability to
Mr Piotr Sadownik
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nominations Committee of Bank Ochrony Środowiska S.A. regarding reassessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Emil Stanisław Ślęzak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Emil Stanisław Ślęzak in respect of his role as member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 30th to November 23rd 2022, and as Chair of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from November 23rd to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Ireneusz Purgacz
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Ireneusz Purgacz in respect of his role as Deputy Chairman of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated 2023
to grant discharge from liability to
Mr Paweł Sałek
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nominations Committee of Bank Ochrony Środowiska S.A. regarding reassessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Paweł Sałek meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Paweł Sałek in respect of his role as Secretary of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022, and as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 30th to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Ms Iwona Maria Marciniak
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nominations Committee of Bank Ochrony Środowiska S.A. regarding reassessment of her individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Ms Iwona Maria Marciniak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Ms Iwona Maria Marciniak in respect of her role as Deputy Chairwoman of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 30th to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Leszek Jerzy Banaszak
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Leszek Jerzy Banaszak in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Piotr Wojciech Bielarczyk
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nominations Committee of Bank Ochrony Środowiska S.A. regarding reassessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Zbigniew Dynak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Zbigniew Dynak in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 30th to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Robert Krzysztof Czarnecki
for 2022

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Robert Krzysztof Czarnecki in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Zbigniew Dynak
for 2022

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Zbigniew Dynak in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022.

Section 2

This Resolution shall become effective as of its date.

GROUNDS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Ms Janina Kazimiera Goss
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Ms Janina Kazimiera Goss in respect of her role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to December 9th 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Marcin Adam Jastrzębski
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Marcin Adam Jastrzębski in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Andrzej Grzegorz Matysiak
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nominations Committee of Bank Ochrony Środowiska S.A. regarding reassessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Andrzej Grzegorz Matysiak meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Andrzej Grzegorz Matysiak in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022, and as Secretary of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 30th to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUND

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Aleksandra Świdorska
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nominations Committee of Bank Ochrony Środowiska S.A. regarding reassessment of her individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Ms Aleksandra Świdorska meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Ms Aleksandra Świdorska in respect of her role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 30th to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

GROUND

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Mr Piotr Adam Wróbel
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby grants discharge to Mr Piotr Adam Wróbel in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from January 1st to June 30th 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
to grant discharge from liability to
Tadeusz Ludwik Wyrzykowski
for 2022**

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, in conjunction with Art. 9.4.3 and Art. 10.5 of the Articles of Association of Bank Ochrony Środowiska S.A., and considering the proposal of the Remuneration and Nominations Committee of Bank Ochrony Środowiska S.A. regarding reassessment of his individual suitability, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Mr Tadeusz Ludwik Wyrzykowski meets the requirements laid down in Art. 22aa of the Banking Law and hereby grants discharge to Mr Tadeusz Ludwik Wyrzykowski in respect of his role as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from June 30th to December 31st 2022.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

Pursuant to the provisions cited in the resolution, the agenda of the Annual General Meeting should include the grant of discharge to members of the Company's governing bodies for the previous financial year.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 2023
to appoint to the Supervisory Board of Bank Ochrony Środowiska S.A.
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 August 29th 1997, in conjunction with Art. 10.6 and Art. 17.2 of Bank Ochrony Środowiska S.A.'s Articles of Association, as well as the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of June 30th 2022, the Annual General Meeting of Bank Ochrony Środowiska S.A.:

- 1) considering the initial assessment of his/her individual suitability submitted by the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A., is satisfied that Mr/Ms meets the requirements set out in Art. 22aa of the Banking Law;
- 2) appoints Mr/Ms to the Supervisory Board of Bank Ochrony Środowiska S.A. for the 12th joint three-year term of office.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS:

In accordance with Art. 385.1 of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. Pursuant to Art. 22.2 of the Banking Law, the appointment of a Supervisory Board member should take into account the assessment whether the candidate satisfies the requirements laid down in Art. 22aa of the Banking Law. Moreover, under the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of June 30th 2022, the suitability assessment is made by the General Meeting, taking into account the proposed initial assessment of individual suitability performed by the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 2023
on the assessment of the collective suitability of the Supervisory Board of Bank Ochrony
Środowiska S.A.**

Acting pursuant to Art. 10.7 of the Bank's Articles of Association, as well as the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2022 of the General Meeting of Bank Ochrony Środowiska S.A. of June 30th 2022, pursuant to Art. 22aa of the Banking Law of August 29th 1997, The Annual General Meeting of Bank Ochrony Środowiska S.A., considering the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A., resolves as follows:

Section 1

The Annual 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 become effective as of its date.

GROUND

Pursuant to Art. 10.7 of the Bank's Articles of Association, as well as Sections 3.4 and 3.5 of the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 37/2022 of the General Meeting of Bank Ochrony Środowiska S.A. of June 30th 2022 pursuant to Art. 22aa of the Banking Law of August 29th 1997, Banking Law, the Bank's General Meeting assesses the collegial suitability of the Supervisory Board, taking into account the proposal for assessing the collegial suitability of the Supervisory Board made by the Remuneration and Nominations Committee of the Supervisory Board.

**Resolution No. /2023
of the Annual General Meeting
of Bank Ochrony Środowiska Spółka Akcyjna
of 2023**

to provide an opinion on the 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2022' submitted by the Supervisory Board of Bank Ochrony Środowiska S.A.

Acting pursuant to Art. 395.2¹ of the Commercial Companies Code, Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, and Par. 28.4 of the 'Principles of Corporate Governance for Supervised Institutions', in conjunction with Art. 10.15 of the Articles of Association of Bank Ochrony Środowiska S.A., the Annual General Meeting resolves as follows:

Section 1

1. The 'Report on the remuneration of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A. for 2022', as presented by the Supervisory Board, is received and is positively assessed.
2. Based on the information provided in the above report, as well as in the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2022, prepared together with the Directors' Report on the operations of Bank Ochrony Środowiska S.A., and in the Supervisory Board's Report on the assessment of the Remuneration Policy in 2022, the General Meeting concludes that the Bank's remuneration policy promotes the development and security of the Bank's operations.

Section 2

This Resolution shall become effective as of its date.

Grounds:

The need for the Annual General Meeting to pass a resolution on the Supervisory Board's 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2022' arises under Art. 395.2¹ of the Commercial Companies Code in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Public Instruments to Organised Trading, and Public Companies.

The Supervisory Board adopted the 'Report on the Remuneration of Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A. for 2022' at its meeting held on 2022 – the report was assessed by a qualified auditor.

In accordance with Section 28.4 of the 'Principles of Corporate Governance for Supervised Institutions', the Annual General Meeting of Bank Ochrony Środowiska S.A. assesses whether the adopted Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna supports the Bank's development and security of operations.

In 2022, the Remuneration Policy in place at the Bank fostered the Bank's development and security of operations by delivering on goals and objectives focused on long-term growth in the shareholder value and stability of the Bank's operations.

Resolution No. /2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 2023

to adopt the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.'

Acting pursuant to Art. 10.7 of Bank Ochrony Środowiska S.A.'s Articles of Association in conjunction with Art. 22aa of the Banking Law of August 29th 1997 and in accordance with the PFSA's Recommendation regarding internal governance at banks and the Guidelines of the European Banking Authority and the European Securities and Markets Authority EBA GL/2021/06 of July 2nd 2021 on the assessment of the suitability of members of the management body and key function holders, the Annual General Meeting resolves as follows:

Section 1

The General Meeting of Bank Ochrony Środowiska S.A. hereby approves the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.' as presented in the appendix to this resolution.

Section 2

Resolution No. 37/2022 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of June 30th 2022 to establish the 'Policy for the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.' is hereby repealed.

Section 3

This Resolution shall become effective as of its date.

Grounds

The obligation to perform the assessment of the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board as a collective body arises under Art. 22aa of the Banking Law and is consistent with the Guidelines of the European Banking Authority and the European Securities and Markets Authority of July 2nd 2021 on the assessment of the suitability of members of the management body and key function holders.

The draft Suitability Assessment Policy has been prepared in accordance with the provisions outlined in the "Methodology for Assessing the Suitability of Members of Governing Bodies of Entities Supervised by the Financial Supervision Authority," issued by the Financial Supervision Authority in January 2020. It also takes into consideration the recommendations specified in Recommendation Z of the Financial Supervision Authority. Additionally, the policy is aligned with the updated guidelines provided by the European Banking Authority and the European Securities and Markets Authority regarding the assessment of suitability for members of the management body and key function holders (EBA/GL/2021/06). Furthermore, the guidelines of the Financial Supervision Authority, following the thematic inspection conducted at Bank Ochrony Środowiska S.A. between August 29th 2022, and October 7th 2022, have been considered as a basis for the policy.

This draft resolution of the Annual General Meeting received a favorable review from the Supervisory Board on May 24th 2023.

**Resolution No./2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
on amendments to 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 Annual General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

The Articles of Association of Bank Ochrony Środowiska Spółka Akcyjna are amended as follows:

1) in **Art. 4.2** shall now read as follows:

“2. The Bank's business consists in banking activities, including accumulating funds, granting credits, effecting cash settlements, performing other banking services, including providing consulting and advisory services with respect to financial matters”;

2) in **Art 6, point 4 shall be added**, to read as follows:

“4. The Bank, its employees, and individuals acting on behalf of the Bank are obligated to comply with the laws and regulations concerning the prevention of money laundering and the financing of terrorism.”;

3) in **Art. 10, point 7** shall now read as follows:

“7) adopting a policy for evaluating the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board, as well as evaluating the suitability of candidates for members of the Supervisory Board, members of the Supervisory Board and the Supervisory Board,”;

- 4) in **Art. 10**, the period at the end of point 17 shall be replaced by a comma and **point 18 shall added**, to read as follows:

“18) assessing the adequacy of the Supervisory Board's rules of procedure and evaluating the effectiveness of the Supervisory Board.”;

- 5) in **Art. 12, point 2** shall now read as follows:

“2. Shareholders may participate in the General Meeting by means of electronic communication. Detailed rules for participation in the General Meeting using electronic means of communication are set out in the Rules of Procedure adopted by the Supervisory Board.”;

- 6) in **Art. 12**, the existing points 2, 3, 4 shall be renumbered as points 3, 4, 5, respectively, and their content shall remain unchanged;

- 7) in **Art. 15, point 3** shall now read as follows:

“3. Minutes of the General Meeting are prepared in accordance with provisions of the Commercial Companies Code and the Banking Law.”;

- 8) **Art. 19** shall now read as follows:

“Art. 19

1. The Supervisory Board elects a chairman, a vice-chairman and a secretary from among its members.
2. Meetings of the Supervisory Board are convened by the chairman as necessary, at least once every quarter. The meeting may also be convened under any other procedure provided for in Art. 389.1 and 389.2 of the Commercial Companies Code.
3. Meetings of the Supervisory Board are convened by sending invitations that specify the date, time, and venue of the meeting, along with the proposed agenda. The invitations also include information on the designated remote communication method to be used during the meeting, if applicable.
4. Resolutions of the Supervisory Board may be passed, if at least one half of all members are present, including the chairman or the deputy chairman, and all of its members have been invited. Resolutions of the Supervisory Board on appointment and dismissal of the Management Board members are passed by 2/3 of all votes. Unless otherwise stipulated by current legal provisions, all other resolutions of the Supervisory Board are adopted by a simple majority of votes. In the event of equal split of votes, the Chairman’s vote prevails.
5. Members of the Supervisory Board may participate in adopting resolutions by casting their votes in writing through another member of the Board. Matters placed on the agenda during a meeting of the Supervisory Board may not be voted on in writing.
6. The Supervisory Board may pass resolutions by written ballot or using means of remote communication. A resolution so passed will only be valid if all Supervisory Board members have been notified of the contents of the draft resolution and at least half of the Supervisory Board members participated in voting on the resolution.
7. Meetings of the Supervisory Board are recorded in minutes.
8. The Supervisory Board establishes the rules of procedure for the Supervisory Board.

9. The Supervisory Board is required to promptly inform the General Meeting about the adoption of the rules of procedure of the Supervisory Board.”;

9) **Art. 20** shall now read as follows:

“Art. 20

1. The Supervisory Board maintains ongoing oversight of all areas of the Bank's operations.
2. The Supervisory Board performs its duties collectively, however, it may second its members to perform specific supervisory duties individually.
3. The Supervisory Board appoints an Internal Audit Committee, a Remuneration and Nominations Committee and a Risk Committee from among its members. The Board may also appoint other committees from among its members. The composition and detailed tasks of the Committees are determined by the Supervisory Board in separate resolutions.
4. The responsibilities of the Internal Audit Committee include, among others:
 - 1) monitoring of the effectiveness of the risk management system and the internal control and internal audit system,
 - 2) monitoring of the financial reporting process at the Bank,
 - 3) monitoring of the performance of financial audit activities,
 - 4) monitoring of the independence of the auditor and the entity qualified to audit financial statements,
 - 5) ensuring comprehensive oversight of the internal audit function, including specifically:
 - a) ensuring the appropriate placement of the internal audit unit within the Bank's organizational structure, safeguarding its independence in accordance with regulatory requirements,
 - b) providing opinion on internal audit plans,
 - 6) providing opinions on requests for the appointment, employment, or dismissal of the director of the internal audit function and the director of the compliance function, and making recommendations to the Supervisory Board regarding the approval of such requests,
 - 7) providing opinions and making recommendations to the Supervisory Board on proposals to determine the amount of remuneration, including bonuses, or to change the terms and conditions of remuneration for the director of the internal audit function and the director of the compliance function; additionally, verifying that the remuneration of these directors is consistent with the remuneration of other individuals performing key functions within the Bank.
5. The responsibilities of the Remuneration and Appointments Committee include, among others:
 - 1) providing opinions on and monitoring the Bank’s remuneration policy and supporting the Bank’s governing bodies in designing and implementing the policy,
 - 2) providing opinions on and monitoring variable remuneration of the management personnel responsible for risk management in dedicated job positions, as well as persons responsible for managing the compliance and the internal audit units,
 - 3) providing opinions on the assessment of the suitability of candidates for members of the Management Board, members of the Management Board and the Management Board of the Bank.
6. The Risk Committee’s responsibilities include in particular:
 - 1) providing opinions on the Bank's overall current and future risk appetite,
 - 2) providing opinions on the risk management strategy developed by the Management Board for the Bank and evaluating the information submitted by the Management Board regarding the implementation of the strategy,
 - 3) supporting the Supervisory Board in overseeing the implementation of the risk management strategy by senior management of the Bank,

- 4) verifying whether the prices of assets and liabilities offered to clients fully align with the Bank's business model and risk strategy, and if these prices fail to properly reflect the risk types defined in the model and strategy – presenting to the Management Board the proposals aimed to ensure the adequacy of asset and liability prices in accordance with these risk types.
7. The Supervisory Board determines the number of members of the Management Board.
8. The Supervisory Board appoints and removes from office the President, Vice Presidents and Members of the Management Board. The President of the Management Board has the right to propose to the Supervisory Board the appointment and dismissal of Vice Presidents and Members of the Management Board.
9. The appointment of two Members of the Management Board, including the President, requires the approval of the Financial Supervision Authority. The approval is requested by the Supervisory Board. In addition to the President, a Management Board member who has obtained the consent of the Polish Financial Supervision Authority acts as Vice President – First Deputy President of the Bank's Management Board and is responsible for overseeing the management of risks that are material to the Bank's business.
10. The Supervisory Board reviews and deliberates on matters presented by the Management Board for consideration at the General Meeting. It provides its opinion on draft resolutions of the General Meeting, except for procedural resolutions.
11. Competences of the Supervisory Board include in particular:
 - 1) approving the business strategy and annual budgets of the Bank,
 - 2) approving the general acceptable risk level specified by the Management Board of the Bank and strategies for management of the Bank and risk management approved by the Management Board of the Bank,
 - 3) approving the policy for estimation of internal capital and capital management,
 - 4) approving the remuneration policy,
 - 5) approving the compliance policy of the Bank,
 - 6) approving the information policy of the Bank, including disclosures,
 - 7) approving resolutions of the Management Board concerning the Bank's organizational structure, provided that pursuant to Art. 21.6.3 the powers to create and liquidate organizational units of the Bank are within the scope of competences of the Management Board,
 - 8) informing the Financial Supervision Authority about:
 - a) composition of the Management Board and any changes thereof immediately after the Management Board has been appointed or after its composition has changed,
 - b) compliance by Members of the Management Board with the requirements of Art. 22aa of the Banking Law,
 - c) approving and amending the internal division of powers and responsibilities within the Management Board,
 - d) placing on the Supervisory Board's agenda an item concerning dismissal of the President of the Management Board or the member of the Management Board who oversees the management of risks material to the Bank's business, or assigning another member of the Management Board to take over the responsibility,
 - 9) assessing the Directors' Report on the operations of the Bank and the financial statements for the previous financial year with regard to their compliance with the books, documents and facts, and assessment of the Management Board's requests concerning profit distribution or loss coverage, as well as submission to the General Meeting of an annual written report on results of the assessment,
 - 10) preparing and submitting to the General Meeting an annual written report for the previous financial year,
 - 11) assessing the Directors' Report on the operations of the BOŚ Group and the financial consolidated statements of the BOŚ Group for the previous financial year with regard to

- their compliance with the books, documents and facts, as well as submission to the General Meeting of an annual written report on results of the assessment,
- 12) defining the terms and conditions of employment for members of the Management Board, as well as the terms of any other legal relationships that may exist beyond the scope of employment, subject to the provisions of Art. 10.15,
 - 13) approving rules for granting credits, cash loans, bank guarantees or sureties to members of the Bank's governing bodies and persons holding managerial positions at the Bank, as well as other persons listed in art. 79 of the Banking Law Act,
 - 14) passing resolutions concerning consent for granting credits, cash loans, bank guarantees or sureties to members of the Bank's governing bodies and other persons listed in art. 79a of the Banking Law Act,
 - 15) approving requests of the Management Board of the Bank concerning acquisition of stocks and shares in companies of nominal value exceeding in total with stocks and shares in these companies already owned by the Bank the equivalent of 5% of the share capital of the Bank, excluding shares of companies admitted to public trading,
 - 16) selecting and appointing the independent auditor to conduct an audit of the financial statements and other experts,
 - 17) supervising the implementation of a management system at the Bank, comprising a risk management system and internal control system, and conducting annual assessment of the adequacy and effectiveness of such systems, including an annual assessment of the adequacy and effectiveness of the control function, compliance function and internal audit unit,
 - 18) assessing periodic information on the level of banking risk and the quality of managing the risk,
 - 19) assessing periodic information on irregularities found and conclusions based on internal audits conducted, as well as activities conducted for the purpose of their elimination or implementation,
 - 20) approving the procedure for establishing and terminating the employment relationship with the person in charge of the internal audit function and the person in charge of the compliance function, as well as approving the amount of remuneration of such persons,
 - 21) adopting a policy of evaluating the suitability of candidates for members of the Management Board, members of the Management Board and the Management Board, and evaluating the suitability of candidates for members of the Management Board, members of the Management Board and the Management Board,
 - 22) approving the internal division of powers within the Management Board,
 - 23) approving the rules of procedure of the internal audit unit (internal audit card) and approving the internal audit plan,
 - 24) approving the rules of procedure of the compliance unit and its annual action plans,
 - 25) evaluating, at least once a year, the adequacy and effectiveness of the procedure for anonymous reporting of violations by employees (whistleblowing),
 - 26) assessing the adequacy of the Rules of Procedure for the Management Board and evaluating the effectiveness of the Management Board's activities,
 - 27) approving the policy for identifying key functions in the Bank and assessing the suitability of candidates for such key functions in the Bank and persons performing the key functions in the Bank,
 - 28) approving Code of Ethics that defines norms and ethical standards of conduct of members of the Bank's governing bodies and employees, as well as other persons through whom the Bank conducts its business,
 - 29) approving the policy for managing conflicts of interest,
 - 30) approving the dividend policy of the Bank,
 - 31) approving the 'New Product Approval Policy'.";

- 10) **Art. 21** shall now read as follows:

“Art. 21

1. The Bank's Management Board is composed of a minimum of three individuals who are natural persons. This includes the President of the Management Board, the Vice President - First Deputy President of the Management Board, as well as other Vice Presidents or additional members of the Management Board. Members of the Management Board are expected to possess the necessary knowledge, skills, and experience that are relevant to their respective functions and responsibilities, and it is essential that they can ensure the proper and diligent performance of these duties.
2. Members of the Management Board are appointed by the Supervisory Board for a joint term of office. The term of office for members of the Management Board is three years, and there is no limitation on the number of terms that can be served. A member of the Management Board is expected to carry out their duties with the necessary diligence, commensurate with the professional nature of their role, while also upholding loyalty to the Bank.
3. The mandates of members of the Management Board expire either on or before the date of the General Meeting that approves the Directors' Report and financial statements for the last complete financial year during which the members held the office.
4. The mandates of members of the Management Board also expire in the event of their death, resignation or removal from the Management Board.
5. The Management Board makes decisions on any matters not reserved for the other governing bodies of the Bank.
6. In particular, the Management Board of the Bank:
 - 1) represents the Bank before courts, public administration bodies and third parties,
 - 2) formulates the Bank's business strategies and annual budgets,
 - 3) passes resolutions on the Bank's organisational structure and on the establishment and liquidation of the Bank's organisational units,
 - 4) passes resolutions on acquisition and disposal of property or an interest in property,
 - 5) prepares draft internal regulations whose issue falls within the remit of the General Meeting and the Supervisory Board,
 - 6) makes decisions regarding the incurrence of liabilities or disposal of assets, provided that the total value of such transactions, in relation to a single entity, exceeds 5% of the Bank's own funds, subject to the provisions of Art. 20.11.15,
 - 7) established the Bank's information policy, including guidance and procedures for information disclosure,
 - 8) formulates the Bank management strategy and the risk management strategy,
 - 9) defines the acceptable overall risk level,
 - 10) manages special funds,
 - 11) establishes the procedure for the appointment and removal of the person managing the internal audit function and the person managing the compliance function, and determines the amount of remuneration for such persons,
 - 12) establishes the remuneration policy,
 - 13) establishes the policy for identifying key functions within the Bank and assessing the suitability of candidates for those key functions and individuals currently performing the key functions in the Bank,
 - 14) establishes the compliance policy of the Bank,
 - 15) establishes the policy for calculating internal capital and for capital management purposes,
 - 16) determines the internal division of powers within the Management Board of the Bank,
 - 17) establishes the rules of procedure for the internal audit function (Internal Audit Charter) and issues an opinion on the internal audit plan,
 - 18) establishes the rules of procedure for the compliance function and its annual operation plans,

- 19) establishes internal regulations aimed at ensuring the Bank's proper performance of its duties under the Anti-Money Laundering and Counter Financing of Terrorism (AML/CFT) Law,
 - 20) manages the internal control process at the Bank,
 - 21) adopts the Code of Ethics, which sets forth the norms and ethical standards of conduct for members of the Bank's governing bodies, employees, and other individuals involved in conducting the Bank's business,
 - 22) establishes the policy for managing conflicts of interest,
 - 23) establishes the dividend policy of the Bank,
 - 24) establishes the new product approval policy.
7. The Management Board establishes the Rules of Procedure for the Board. These rules outline the matters that require collective resolution, as well as the procedural and formal aspects pertaining to conducting meetings and the detailed process for adopting resolutions.
 8. The Bank's Management Board is required to inform the Supervisory Board about the adoption of the Rules of Procedure for the Management Board.
 9. Resolutions of the Management Board are passed with a simple majority of votes. Resolutions may be adopted if and at least half of the members of the Management Board attend the meeting, including the President of the Management Board or – in their absence – the Vice President - First Deputy President of the Management Board or another member of the Management Board designated by the President. In the event of a tied vote, the President of the Management Board has the casting vote.
 10. The Management Board makes decisions in the form of resolutions.
 11. Meetings of the Management Board are recorded in minutes.”;
- 11) In **Art. 22, point 2** shall now read as follows:

“2. The powers of the President of the Bank's Management Board include, in particular:

- 1) establishing and terminating the relevant employment relationship with the management directors, directors of the Head Office's organizational units, and their deputies. However, it is subject to a separate procedure for establishing and terminating the employment relationship with the Head of the Internal Audit Unit and the Head of the Compliance Unit;
- 2) establishing organizational rules or procedure for the Bank and its organizational units.”;

12) **Art. 25** shall now read as follows:

“Art. 25

1. The Bank operates a management system that encompasses a set of rules and mechanisms. This system governs the decision-making processes within the Bank and facilitates the evaluation of its banking activities.
2. The Management Board is responsible for designing, implementing, and ensuring the operation of an adequate and effective management system across all organizational units of the Bank.
 - a) risk management system,
 - b) internal control system.
3. The rules governing the operation of the risk management system and the internal control system are laid down in the Bank's internal regulations.
4. The management system incorporates procedures that enable anonymous reporting of law violations, breaches of the Bank's procedures, and ethical standards. These reports can be made to a designated member of the Management Board. In special cases, such reports may also be made directly to the Supervisory Board. As part of the procedures referred to in the first sentence, the Bank is obligated to provide protection to employees who report violations. This protection, at a minimum, safeguards them against repressive actions, discrimination, or any other forms of unfair treatment.

5. As part of the internal control system, the Bank adheres to the separation requirements stipulated by the Banking Law and separates:
 - 1) a control function designed to ensure compliance with control mechanisms relating in particular to the Bank's risk management, which includes positions, groups of individuals or internal organisational units responsible for carrying out the tasks assigned to this function;
 - 2) an independent compliance function that reports directly to the President of the Management Board. This function is responsible for designing and implementing compliance risk control mechanisms. It conducts independent monitoring of the size and profile of compliance risk after the application of these control mechanisms, which includes ongoing verification and testing;
 - 3) an independent internal audit function that operates separately from other functions. The primary role of this function is to conduct objective and unbiased examinations and evaluations of the adequacy and effectiveness of the Bank's risk management and internal control systems, with the exception of the internal audit function itself.
 6. The internal audit function reports directly to the President of the Management Board, with the Internal Audit Committee responsible for supervising and providing oversight of the function.
 7. The internal audit function, being the third line of defense, is not subject to independent monitoring by organizational units within the second line of defense. Employees of the internal audit function are restricted from engaging in any activities within the Bank, except those directly related to assurance or advisory activities. This includes refraining from performing any operational activities.
 8. The Management Board oversees the functioning of the internal control systems at subsidiaries of the Bank.
 9. Information regarding identified irregularities and conclusions derived from internal audits, along with the actions taken to address or implement them, is provided periodically to the Management Board and Supervisory Board. This information includes reporting on the results of ongoing verification and testing conducted by the compliance function. At a minimum, this reporting occurs once a year.
 10. The control function, which is separated within the internal control system, serves as the primary control mechanism within the Bank. It is exercised by all employees across all organizational levels. Members of the Management Board are responsible for overseeing the implementation of internal control tasks within the areas of the Bank's operations that fall under their supervision.
 11. The Supervisory Board is responsible for supervising the implementation of the management system within the Bank. This includes evaluating the adequacy and effectiveness of the system as a whole.”;
- 13) In **Art. 29, point 6** shall now read as follows:

“6. The Bank shares may be cancelled. Cancellation of shares requires a reduction in the share capital and may be effected by a resolution of the General Meeting. Cancellation of shares shall require approval by the Polish Financial Supervision Authority.”.

Section 2

The resolution shall come into force upon approval of the Financial Supervision Authority, 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 3

Acting pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting of Bank Ochrony Środowiska S.A. authorises the Supervisory Board to compile the consolidated version (unified text) of the Bank's amended Articles of Association.

GROUNDS:

The proposed amendments to the Articles of Association of Bank Ochrony Środowiska S.A. result from the following circumstances:

- *Art. 4.2 – the changes are of an editorial nature;*
- *Art. 6.4 – the proposed amendment aims to align the provisions of the Bank's Articles of Association with the current anti-money laundering and counter-terrorist financing legislation in effect;*
- *Art. 10 – the proposed amendments aim to clarify the powers of the General Meeting and concern:*
 - ✓ *adjusting the provisions of the Articles of Association by changing the term "adequacy" to "suitability" to align the Articles with current terminology,*
 - ✓ *adjusting the provisions of the Articles of Association with Recommendation Z of the Financial Supervision Authority on the principles of internal governance in banks of October 2020 (Recommendation 8.9);*
- *Art. 12 – the addition of a new paragraph 2 is intended to align the provisions with the relevant section of the Commercial Companies Code, specifically Art. 406⁵;*
- *Art. 15 – By amending point 3 of the provision and adding "and the Banking Law," the intention is to specify the statutory sources of law that pertain to the content of the minutes of the General Meeting;*
- *Art. 19 – the proposed amendments are intended to provide clarification regarding the competencies of the Supervisory Board and regulations pertaining to its meetings. These amendments aim to align the Articles of Association with provisions of the Commercial Companies Code, specifically Art. 388.3 and 389;*
- *Art. 20 – the proposed amendments are intended to provide clarification regarding the competencies of the Supervisory Board and its Committees, and to align the Articles of Association with the provisions of the Regulation of the Minister of Finance, Funds and Regional Policy on the risk management system and internal control system and remuneration policy in banks dated June 8th 2021, the Recommendation Z of the Financial Supervision Authority on the principles of internal governance in banks, Recommendation H of the Financial Supervision Authority concerning the internal control system in banks, and the provisions of the Commercial Companies Code (Art. 382.3);*
- *Art. 21 – the proposed amendments are intended to align the provisions of the Bank's Articles of Association with the requirements set forth in the Commercial Companies Code and Recommendation Z of the Financial Supervision Authority on the principles of internal governance in banks;*
- *Art. 22 – the proposed amendments are intended to align the provisions of the Bank's Articles of Association with Recommendation H of the Financial Supervision Authority on the system of internal control in banks;*
- *Art. 25 – the proposed amendments are intended to align the provisions of the Bank's Articles of Association with the provisions of the Banking Law and the requirements of Recommendation H of the Financial Supervision Authority on the internal control system in banks and the Regulation of the Minister of Finance, Funds and Regional Policy on the risk management system and the internal control system and remuneration policy in banks dated June 8th 2021;*
- *Art. 29 – the proposed amendments are intended to align the Bank's Articles of Association with the requirements of Art. 77 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council*

of June 26th 2013 on prudential requirements for credit institutions and investment firms including the guidelines of the Banking Supervision Authority for BOŚ S.A.

Pursuant to Art. 34.2 of the Banking Law, obtaining a permit from the Financial Supervision Authority is necessary for any amendment to the Bank's Articles of Association.

**Resolution No./2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023
on amending Art. 5 of 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 Annual General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

Art. **5(2)(9)** of the Articles of Association of Bank Ochrony Środowiska Spółka Akcyjna is amended to read as follows:

“9) engaging in activities that are not considered brokerage activities, which involve the purchase or sale of financial instruments for one's own account **and the execution of orders to purchase or sell financial instruments on behalf of the principal**, subject to the condition that such activities are limited to securities issued by the State Treasury or the National Bank of Poland, or other financial instruments not traded on organized markets. Additionally, these activities may include bonds specified in Art. 39p(1) of the Act of October 27th 1994, pertaining to toll highways and the National Road Fund, as well as bonds, mortgage bonds, and other negotiable securities that represent property rights corresponding to debt obligations, excluding the previously mentioned categories, or derivative instruments with underlying instruments such as bonds, mortgage bonds, other negotiable securities representing property rights corresponding to debt obligations, interest rates, or currencies,”

Section 2

The resolution shall come into force upon approval of the Financial Supervision Authority, as of the date of registration of the amendment in the National Court Register by the District Court for the Capital City of Warsaw.

Grounds

The purpose of the proposed amendment is to align the Bank's operations with the expectations of the Polish Financial Supervision Authority, as outlined in the revised version of Recommendation A published in October 2022. The updated principles for good practices in banks' risk management of derivatives activities by the PFSA require that derivative transactions with customers are executed as orders on behalf of customers. The PFSA expects banks to implement Recommendation A by December 31st 2023.

To comply with the provisions of Recommendation A, it is necessary to obtain a permit from the PFSA to engage in order execution activities on behalf of the principal. Once the resolution is passed by the General Meeting, the Bank will proceed to submit an application to the PFSA for the approval of

amendments to the Articles of Association. This application will be accompanied by the draft internal regulations.

Following the amendments to the Bank's Articles of Association, the scope of activities of the International Markets and Treasury Products Department will be expanded to include the execution of orders from clients of the corporate division. The subject of the orders will primarily involve non-complex treasury derivatives, specifically FX Forward and IRS transactions. As per the previous restriction outlined in the amended provision of the Articles of Association, such transactions will be conducted outside of the regulated market and alternative trading system, and will be included in the trading book.

The Bank will offer such instruments exclusively to clients who require hedging of currency risk or interest rate risk resulting from the nature of their business.

To align the Bank's internal regulations with the expectations of the PFSA, the International Markets and Treasury Products Department has initiated the process of adjusting the operating procedures for the Bank's Head Office organizational units involved in order processing and client documentation management.

The Bank possesses personnel resources with suitable professional training, experience, and risk assessment skills to support the intended expansion of its derivatives business. These competencies are continuously improved as the Bank provides training in derivatives and the operation of financial markets, and are verified annually as part of the mandatory MIFID certification.

The implementation of the Kondor + Front Office application by the Bank in October 2022 ensures the technical management and handling of transactions.

**Resolution No. /2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 2023**

to amend resolution No. 28/2020 of the Annual General Meeting of BOŚ S.A. of June 17th 2020 on the adoption of the "Remuneration policy for Members of the Supervisory Board and Management Board"

Acting pursuant to Art. 90d.1 of the Act of July 29th 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (the "Act"), it is resolved as follows:

Section 1

The "Remuneration Policy for Members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A.", attached as an appendix to Resolution No. 28/2020 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of June 17th 2020 on the adoption of the "Remuneration Policy for Members of the Supervisory Board and the Management Board of Bank Ochrony Środowiska S.A.", is hereby amended as set out in the appendix to this Resolution.

Section 2

This Resolution shall become effective as of its date.

FOUNDATIONS

The proposed amendment to the "Remuneration Policy for Members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A." (referred to as the "Policy") is driven by the necessity to implement the post-audit recommendation of the Polish Financial Supervision Authority. The recommendation was issued following an inspection focused on the area of "bank management"

at BOŚ S.A. The recommendation states that “the remuneration policy for members of the Bank's Management Board should consider long-term liquidity risk when determining the variable components of remuneration, in accordance with the provisions of Par. 27 of the Regulation on the risk management system”.

Furthermore, in compliance with the requirement stated in Section 10.1 of the Policy, a review of the document was conducted. As a result, it was identified that the provisions pertaining to the length of the deferral period for the variable remuneration of members of the Bank's Management Board needed adjustment. The minimum deferral period, which was previously set at three years, has been revised to a minimum of five years. This adjustment aligns with the EU CRD V package and the EBA Guidelines on sound remuneration policy.

The draft resolution of the Annual General Meeting, along with the content of the presented "Remuneration Policy for Members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A.", received a positive review by the Supervisory Board on May 2023.

**Resolution/2023
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated 2023**

**to amend Resolution No. 36/2017 of the Annual General Meeting of Bank Ochrony Środowiska S.A.
dated June 6th 2017 regarding appointment and dismissal of members of the managing body**

Acting pursuant to Art. 368.4 and 368.5 of the Act of September 15th 2000 Code of Commercial Companies (Dz. U. of 2022, item 1467, as amended) in connection with Art. 22 and Art. 23 of the Act of December 16th 2016 on State Property Management (Dz. U. of 2021, item 1933, as amended), and having regard to the provisions of Recommendation Z of the Financial Supervision Authority on the principles of internal governance in banks, the General Meeting resolves as follows:

Section 1

In Resolution No. 36/2017, of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated June 6th 2017 regarding appointment and dismissal of members of the managing body, section 1 shall read as follows:

“Section 1

1. Members of the Management Board of BOŚ S.A. are appointed and removed by the Supervisory Board following a recruitment process held to verify and evaluate the qualifications of candidates and to select the best candidate for a Management Board member.

2. In the event of a vacancy in the position of a member of the Management Board, including emergency and unexpected situations, and to prevent the risk of multiple vacancies in the Management Board within a short period, the Supervisory Board – upon assessing the need to supplement the composition of the Management Board, which may result in the risk of not meeting the requirement of a positive collective suitability assessment of the Management Board or in case of an inadequate number of members on the Management Board – shall promptly initiate the qualification procedure and until the procedure is successfully completed:

- 1) may exercise the right, as provided in Art. 22d(3) of the Banking Law, to temporarily assign one or more members of the Supervisory Board to fulfil the responsibilities of a member of the Management Board for a period not exceeding three months, and/or

- 2) may appoint to the Management Board an individual who holds a key position within the Bank, as identified based on the criteria outlined in Recommendation Z of the PFSA. The individual mentioned in the first sentence may serve as a temporary member of the Management Board only upon receiving a positive suitability assessment, which will be conducted in accordance with the Bank's regulations.

3. The General Meeting additionally obliges the Company to implement a solution similar to the one mentioned in point 1, either through a resolution of the general meeting or a provision in the Articles of Association, with regard to members of managing bodies of companies in relation to which BOŚ S.A. is or will be a parent company within the meaning of Art. 4(3) of the Act of February 16th 2007 on competition and consumer protection."

Section 2.

This Resolution shall become effective as of its date.

GROUNDS

The proposed amendment to Resolution No. 36/2017 of the Annual General Meeting of Bank Ochrony Środowska S.A. on June 6th 2017, regarding the appointment and dismissal of members of the management body, is necessary to comply with the audit recommendation of the Financial Supervision Authority. This recommendation was issued following a thematic inspection at BOŚ S.A. and pertains to the area of "bank management." The recommendation specifically calls for the review and update of the rules for appointing and dismissing members of the Bank's Management Board, taking into account the standards outlined in PFSA's Recommendation Z 5.3. It emphasizes the importance of establishing a succession plan to promptly fill vacancies in the event of unexpected situations, utilizing personnel reserves, and mitigating the risk of multiple vacancies occurring within a short period of time in the composition of the Bank's Management Board."

This draft resolution of the Annual General Meeting received a favorable review from the Supervisory Board on 2023.