

**DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING
OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA
CONVENED FOR 2025**

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to appoint the Chair of the Extraordinary General Meeting**

Section 1

Acting pursuant to Article 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 Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby appoints Mr/Ms as Chair of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

STATEMENT OF REASONS

The Chair of the Extraordinary General Meeting will be appointed in a secret ballot held during the Extraordinary General Meeting, in accordance with Article 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 30 June 2022 by way of Resolution No. 39/2022.

The draft resolution did not require endorsement by the Supervisory Board as the condition set out in Article 20(10) of the Articles of Association of Bank Ochrony Środowiska S.A. was not met.

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to appoint the Secretary of the Extraordinary 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 Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby appoints Mr/Ms as Secretary of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

STATEMENT OF REASONS

The Secretary of the Extraordinary General Meeting will be appointed in a secret ballot held during the Extraordinary 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 30 June 2022 by way of Resolution No. 39/2022.

The draft resolution did not require endorsement by the Supervisory Board as the condition set out in Article 20(10) of the Articles of Association of Bank Ochrony Środowiska S.A. was not met.

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to adopt the agenda**

Section 1

Acting pursuant to Article 404(1) of the Commercial Companies Code in conjunction with Section 10.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby adopts the following agenda for the Meeting:

- 1) Opening of the Extraordinary General Meeting.
- 2) Appointment of the Chair of the Extraordinary General Meeting.
- 3) Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to pass resolutions.
- 4) Appointment of the Secretary of the Extraordinary General Meeting.
- 5) Adoption of the agenda.
- 6) Voting on resolutions to change the composition of the Supervisory Board:
 - a) Voting on resolutions to remove members of the Supervisory Board,
 - b) Voting on resolutions to appoint members of the Supervisory Board.
- 7) Voting on a resolution on the assessment of the collective suitability of the Supervisory Board.
- 8) Voting on a resolution on the coverage by Bank Ochrony Środowiska S.A. of the cost of convening and holding the Extraordinary General Meeting of BOŚ S.A. on 4 December 2025.
- 9) Closing of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

STATEMENT OF REASONS:

The General Meeting proceeds in accordance with the adopted agenda. Pursuant to Section 10.1 of the Rules of Procedure for the General Meeting of Bank Ochrony Środowiska S.A., the Chair of the General Meeting presents the agenda to the shareholders and then puts it to the vote. Pursuant to Article 404(1) of the Commercial Companies Code, no resolution may be passed on matters not included on the agenda of the General Meeting unless the entire share capital is represented at the Meeting and no objections to the adoption of such resolution are raised by any of the persons participating in the Meeting. The resolution is of a formal nature.

The draft resolution did not require endorsement by the Supervisory Board as the condition set out in Article 20(10) of the Articles of Association of Bank Ochrony Środowiska S.A. was not met.

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to remove a member of the Supervisory Board**

Section 1

Acting pursuant to Article 385(1) of the Commercial Companies Code and Article 10(6) of the Bank's Articles of Association and in accordance with the 'Policy for the Assessment of the Suitability of Candidates for the Position of Member of the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

- 1) Considering the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the reassessment of individual suitability of Mr/Ms , the Extraordinary General Meeting is satisfied that Mr/Ms meets the requirements set out in Article 22aa of the Banking Law of 29 August 1997;
- 2) The Extraordinary General Meeting hereby removes Mr/Ms from the Supervisory Board of the Bank.

Section 2

This Resolution shall take effect upon adoption.

STATEMENT OF REASONS:

Pursuant to Article 385(1) of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. In accordance with the 'Policy for the Assessment of the Suitability of Candidates for the Position of Member of the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, before removing a member of the Supervisory Board from office, the General Meeting performs a suitability assessment, taking into account the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the reassessment of individual suitability of such member.

The draft resolution did not require endorsement by the Supervisory Board as the condition set out in Article 20(10) of the Articles of Association of Bank Ochrony Środowiska S.A. was not met.

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
to appoint Mr/Ms to the Supervisory Board of the 12th term of office**

Section 1

Acting pursuant to Article 385(1) of the Commercial Companies Code, in the performance of the obligation laid down in Article 22(2) of the Banking Law of 29 August 1997, in conjunction with Article 10(6) and Article 17(2) of the Bank's Articles of Association, and in accordance with the 'Policy for the Assessment of the Suitability of Candidates for the Position of Member

of the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

- 1) Considering the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the initial assessment of individual suitability of Mr/Ms , the Extraordinary General Meeting is satisfied that Mr/Ms meets the requirements set out in Article 22aa of the Banking Law of 29 August 1997;
- 2) The Extraordinary General Meeting hereby appoints Mr/Ms to the Supervisory Board of the Bank of the 12th joint three-year term of office.

Section 2

This Resolution shall take effect upon adoption.

STATEMENT OF REASONS:

Pursuant to Article 385(1) of the Commercial Companies Code, members of the Supervisory Board are appointed by the General Meeting. In accordance with Article 22(2) of the Banking Law of 29 August 1997, the appointment of a Supervisory Board member should take into account the assessment of whether the candidate satisfies the requirements laid down in Article 22aa of the Banking Law of 29 August 1997. Moreover, under the 'Policy for the Assessment of the Suitability of Candidates for the Position of Member of the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, the General Meeting performs a suitability assessment taking into account the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding the initial assessment of individual suitability of the candidate.

The draft resolution did not require endorsement by the Supervisory Board as the condition set out in Article 20(10) of the Articles of Association of Bank Ochrony Środowiska S.A. was not met.

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
on the assessment of the collective suitability of the Supervisory Board**

Acting pursuant to Article 10(7) of the Bank's Articles of Association, as well as the 'Policy for the Assessment of the Suitability of Candidates for the Position of Member of the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, and pursuant to Article 22aa of the Banking Law of 29 August 1997, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A., considering the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding assessment of the collective suitability of the Supervisory Board, resolves as follows:

Section 1

The Extraordinary 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 take effect upon adoption.

STATEMENT OF REASONS

Pursuant to Article 10(7) of the Bank's Articles of Association and the 'Policy for the Assessment of the Suitability of Candidates for the Position of Member of the Supervisory Board, Members of the Supervisory Board and the Supervisory Board of Bank Ochrony Środowiska S.A.', established by Resolution No. 29/2024 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2024, pursuant to Article 22aa of the Banking Law of 29 August 1997, the Bank's General Meeting assesses the collective suitability of members of the Supervisory Board taking into account the proposal regarding assessment of their collective suitability submitted by the Bank Ochrony Środowiska S.A. Supervisory Board's Remuneration and Nomination Committee.

The draft resolution did not require endorsement by the Supervisory Board as the condition set out in Article 20(10) of the Articles of Association of Bank Ochrony Środowiska S.A. was not met.

**Resolution No. /2025
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
dated 2025
on the coverage by Bank Ochrony Środowiska S.A. of the cost of convening and
holding the Extraordinary General Meeting of BOŚ S.A.
convened for 2025**

Section 1

Acting pursuant to Article 400(4) of the Commercial Companies Code, the Extraordinary General Meeting of BOŚ S.A. resolves that the costs of convening and holding this Extraordinary General Meeting of BOŚ S.A. shall be borne by Bank Ochrony Środowiska S.A.

Section 2

This Resolution shall take effect upon adoption.

STATEMENT OF REASONS

Pursuant to Article 400(4) of the Commercial Companies Code, the Extraordinary General Meeting resolves on whether the cost of convening and holding an Extraordinary General Meeting are to be borne by the company.

The draft resolution did not require endorsement by the Supervisory Board due to the non-fulfilment of the condition set out in Article 20(10) of the Articles of Association of Bank Ochrony Środowiska S.A.