

**DRAFT RESOLUTIONS  
FOR THE ANNUAL GENERAL MEETING  
OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA  
CONVENED FOR 19 JUNE 2024**

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
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 take effect 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 30 June 2022 by way of Resolution No. 39/2022.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
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 take effect as of its date.

FOUNDATIONS

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

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
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. Confirmation that the Annual General Meeting has been duly convened and has the capacity to pass resolutions.
4. Appointment of the Secretary of the Annual General Meeting.
5. Adoption of the agenda.
6. Consideration of the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2023, prepared jointly with the Directors' Report on the operations of Bank Ochrony Środowiska S.A.
7. Consideration of the separate full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended 31 December 2023.
8. Consideration of the consolidated full-year financial statements of the Bank Ochrony Środowiska Group for the year ended 31 December 2023.
9. Presentation of the proposal on the allocation of the Bank's profit for 2023.
10. Consideration of the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2023, including:
  - 1) Report on the assessment of the Bank's standing in 2023 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 2023, with a draft assessment by the General Meeting of whether the Policy supports the Bank's development and security of its operations,
  - 3) Report on the 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) Report on the assessment of Bank Ochrony Środowiska S.A.'s compliance in 2023 with the Principles of Corporate Governance for Supervised Institutions issued by the Polish Financial Supervision Authority on 22 July 2014, and with corporate governance standards for companies listed on the main market of the Warsaw Stock Exchange, contained in Best Practice for GPW Listed Companies 2021, and fulfilment of the disclosure requirements regarding compliance with the corporate governance standards, as defined in the Warsaw Stock Exchange Rules and regulations on current and periodic reports,
  - 5) Report on the assessment of the fulfilment by the Management Board of the reporting obligations referred to in Art. 380<sup>1</sup> of the Commercial Companies Code and of the manner in which the Management Board prepares and/or submits to the Supervisory Board information, documents, reports and/or clarifications requested by the Supervisory Board in accordance with Art. 382.4 of the Commercial Companies Code,
  - 6) Report on the status of implementation of the Diversity Policy with respect to the Management Board and Supervisory Board of Bank Ochrony Środowiska S.A.
11. Consideration of the report on the self-assessment by the Supervisory Board of Bank Ochrony Środowiska S.A. of the adequacy of internal regulations governing the operation of the

- Supervisory Board, and on the effectiveness of the Supervisory Board's activities in 2023 (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 Bank Ochrony Środowiska BOŚ S.A.
  13. Voting on a resolution to approve the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2023, prepared jointly with the Directors' Report on the operations of Bank Ochrony Środowiska S.A.
  14. Voting on a resolution to approve the separate full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended 31 December 2023.
  15. Voting on a resolution to approve the consolidated full-year financial statements of the Bank Ochrony Środowiska Group for the year ended 31 December 2023.
  16. Voting on a resolution on the allocation of the Bank's profit for 2023.
  17. Voting on resolutions to grant discharge from liability to members of the Management Board of Bank Ochrony Środowiska S.A. for 2023.
  18. Voting on a resolution to approve the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. S for 2023.
  19. Voting on a resolution to give an assessment of the adequacy of internal regulations governing the operation of the Supervisory Board of Bank Ochrony Środowiska S.A. and its effectiveness in 2023.
  20. Voting on resolutions to grant discharge from liability to members of the Supervisory Board of Bank Ochrony Środowiska S.A. for 2023, including a periodic assessment of the suitability of individual members of the Supervisory Board.
  21. Voting on a resolution to re-assess the individual suitability of a Member of the Supervisory Board of Bank Ochrony Środowiska S.A.
  22. Voting on a resolution to endorse the report on the remuneration of members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A. for 2023 submitted by the Supervisory Board.
  23. Voting on a resolution to adopt 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.
  24. Consideration of proposed amendments and voting on a resolution to amend the Articles of Association of Bank Ochrony Środowiska S.A. and authorise the Supervisory Board to draw up the consolidated text of the Articles of Association.
  25. Receipt of information provided by the Management Board of Bank Ochrony Środowiska S.A. regarding entertainment, legal, marketing, public relations, social communication and management consultancy expenses incurred in 2023.
  26. Closing of the Annual General Meeting.

Section 2

This Resolution shall take effect as of its date.

**FOUNDATIONS:**

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

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to approve the Directors' Report on the operations of the Bank Ochrony Środowiska Group in  
2023, prepared jointly with 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 395.5 of the Commercial Companies Code, in conjunction with Art. 10.1 and 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 2023, prepared jointly with the Directors' Report on the operations of Bank Ochrony Środowiska S.A.

#### Section 2

This Resolution shall take effect as of its date.

**GROUNDS:**

*Pursuant to Art. 395.2.1 of the Commercial Companies Code, the agenda of the Annual General Meeting includes the consideration of 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 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 2023, prepared jointly with the Directors' Report on the operations of Bank Ochrony Środowiska S.A., was published as part of the annual report (RR/2024 and SSR/2024) on 8 March 2024, together with the assessment by the Supervisory Board of Bank Ochrony Środowiska S.A. prepared in accordance with Section 70.1.14 and Section 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 29 March 2018.*

**Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.**

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024**

**to approve the separate full-year financial statements of Bank Ochrony Środowiska S.A. for the  
year ended 31 December 2023**

#### 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 separate full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended 31 December 2023, comprising:

- 1) the statement of profit or loss for the financial year ended 31 December 2023, showing a net profit of PLN 61,701 thousand (sixty-one million, seven hundred and one thousand zloty);

- 2) the statement of comprehensive income for the financial year ended 31 December 2023, showing a comprehensive income of PLN 167,809 thousand (one hundred and sixty-seven million, eight hundred and nine thousand zloty);
- 3) the statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 21,869,452 thousand (twenty-one billion, eight hundred and sixty-nine million, four hundred and fifty-two thousand zloty);
- 4) the statement of changes in equity for the financial year ended 31 December 2023, showing an increase in equity of PLN 167,809 thousand (one hundred and sixty-seven million, eight hundred and nine thousand zloty);
- 5) the statement of cash flows for the financial year ended 31 December 2023, showing a net decrease in cash of PLN 1,230,711 thousand (one billion, two hundred and thirty million, seven hundred and eleven thousand zloty);
- 6) description of accounting policies and notes to the financial statements.

#### Section 2

This Resolution shall take effect as of its date.

#### GROUNDS:

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

*The separate full-year financial statements of Bank Ochrony Środowiska S.A. for the year ended 31 December 2023 were published as part of the annual report (RR/2024) on 8 March 2024, together with the assessment by the Supervisory Board of Bank Ochrony Środowiska S.A. prepared in accordance with Section 70.1.14 and Section 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 29 March 2018.*

#### Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to approve the consolidated full-year financial statements of the Bank Ochrony Środowiska Group  
for the year ended 31 December 2023**

#### 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 consolidated full-year financial statements of the Bank Ochrony Środowiska Group for the year ended 31 December 2023, comprising:

- 1) the consolidated statement of profit or loss for the financial year ended 31 December 2023, showing a net profit of PLN 78,374 thousand (seventy-eight million, three hundred and seventy-four thousand złoty);
- 2) the consolidated statement of comprehensive income for the financial year ended 31 December 2023, showing a comprehensive income of PLN 184,482 thousand (one hundred and eighty-four million, four hundred and eighty-two thousand złoty);
- 3) the consolidated statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 22,032,451 thousand (twenty-two billion, thirty-two million, four hundred and fifty-one thousand złoty);
- 4) the consolidated statement of changes in equity for the financial year ended 31 December 2023, showing an increase in equity of PLN 184,482 thousand (one hundred and eighty-four million, four hundred and eighty-two thousand złoty);
- 5) the consolidated statement of cash flows for the financial year ended 31 December 2023, showing a net decrease in cash of PLN 1,230,739 thousand (one billion, two hundred and thirty million, seven hundred and thirty-nine thousand złoty);
- 6) description of accounting policies and notes to the financial statements.

#### Section 2

This Resolution shall take effect 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 consolidated full-year financial statements of the Bank Ochrony Środowiska Group for the year ended 31 December 2023 were published as part of the annual report (SSR/2024) on 8 March 2024, together with the assessment by the Supervisory Board prepared in accordance with Section 70.1.14 and Section 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 29 March 2018.*

#### Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to allocate the Bank's net profit for 2023**

#### Section 1

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, in conjunction with Art. 10.3 of the Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to allocate the Bank's entire net profit for the period from 1 January to 31 December 2023 of PLN 61,700,770.96 (sixty-one million, seven hundred thousand, seven hundred and seventy złoty, 96/100) to statutory reserve funds.

Section 2

This Resolution shall take effect 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. Pursuant to 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 from the Management Board, endorsed by the Supervisory Board.*

Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Emil Stanisław Ślęzak from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Emil Stanisław Ślęzak from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. delegated to temporarily serve as President of the Management Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 7 February 2023, and for his activities as Vice-President of the Management Board in the period from 8 February to 23 June 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Arkadiusz Garbarczyk from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Arkadiusz Garbarczyk from liability for his activities as Vice President – First Deputy President of the Management Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.**

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Jerzy Waclaw Zań from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Jerzy Waclaw Zań from liability for his activities as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 23 June 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.**

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*



**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Robert Kasprzak from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Robert Kasprzak from liability for his activities as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 30 April 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.**

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Iwona Maria Marciniak from liability for her activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Iwona Maria Marciniak from liability for her activities in the period of her delegation to temporarily serve as Vice-President of the Management Board of Bank Ochrony Środowiska S.A. from 24 June to 28 June 2023, and for her activities as Vice-President of the Management Board in the period from 29 June to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.**

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Sebastian Bodzenta from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Sebastian Bodzenta from liability for his activities as Vice President of the Management Board of Bank Ochrony Środowiska S.A. in the period from 10 July to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.**

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Paweł Trętowski  
from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Paweł Trętowski from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. delegated to temporarily serve as Vice-President of the Management Board of Bank Ochrony Środowiska S.A. in the period from 23 June to 21 September 2023, from 25 September to 23 December 2023, and from 28 December to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.

Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024**

**to approve the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A  
for 2023**

Section 1

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 10.4 of the Bank's Articles of Association, 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 2023.

Section 2

This Resolution shall take effect 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., the scope of powers and responsibilities of the General Meeting includes the consideration of and approval of the report on the activities of the Supervisory Board of Bank Ochrony Środowiska S.A. The report has been prepared in accordance with Best Practice for GPW 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 assessment of the internal control, risk management, compliance, and internal audit systems, assessment of the Bank's fulfilment of the disclosure requirements regarding compliance with corporate governance standards, and the validity of expenses incurred by the Bank and its Group to sponsor culture, sports, charities, media, social organisations, trade unions, etc.

Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.

**Resolution No. /2024  
of the Annual General Meeting  
of Bank Ochrony Środowiska Spółka Akcyjna  
dated ..... 2024**

**to give an assessment of the adequacy of internal regulations governing the operation of the  
Supervisory Board of Bank Ochrony Środowiska S.A. and on the effectiveness of its activities in  
2023**

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

Z komentarzem [MS1]: Prosimy o weryfikację

#### Section 1

Taking into account the Supervisory Board's self-assessment and the report on the activities of the Supervisory Board for 2023, the General Meeting hereby gives a positive assessment of 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 2023.

#### Section 2

This Resolution shall take effect as of its date.

#### Grounds

*The basis for the Annual General Meeting's resolution on the assessment of the adequacy of internal regulations governing the operation of the Supervisory Board of Bank Ochrony Środowiska S.A. and the effectiveness of its activities in 2023 is provided in Recommendation Z 8.9 of the Polish Financial Supervision Authority on internal governance in banks, stating that: "8.9. It is recommended that the adequacy of internal regulations governing the operation of the supervisory board and the management board, as well as the effectiveness of their activities, be regularly assessed and evaluated. In the case of the supervisory board, they should be subject to self-assessment by the supervisory board and assessment by the general meeting, and in the case of the management board they should be assessed by the supervisory board. The assessment process may be facilitated by engaging external advisors to provide assistance."*

*According to the PFSA's position document on the proper fulfilment of the requirements outlined in Recommendation Z 8.9, dated 4 April 2023, it is recommended that relevant resolutions be passed by both the Supervisory Board and the General Meeting.*

*The Supervisory Board performed a self-assessment of the adequacy of internal regulations governing its operation and the effectiveness of its activities in 2023, and adopted a resolution in this respect (Resolution No. 25/2024 the Supervisory Board dated 6 March 2024.)*

#### Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated ..... 2024  
to discharge  
Piotr Sadownik  
from liability for his activities in 2023**

#### 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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Piotr Sadownik from liability for his activities as Chair of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 31 December 2023.

#### Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2023  
to discharge  
Iwona Maria Marciniak  
from liability for her activities in 2023**

Z komentarzem [MS2]: Prosimy o weryfikację

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Iwona Maria Marciniak from liability for her activities as Deputy Chair of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 23 June 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated ..... 2024  
to discharge  
Andrzej Grzegorz Matysiak  
from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Andrzej Grzegorz Matysiak from liability for his activities as Secretary of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Piotr Wojciech Bielarczyk  
from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Piotr Wojciech Bielarczyk from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Paweł Sałek  
from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Paweł Sałek from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 25 October 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Aleksandra Świdorska  
from liability for her activities in 2023**

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 Bank's Articles of Association, and considering the proposal of the Bank Ochrony Środowiska S.A. Supervisory Board's Remuneration and Nomination Committee regarding re-assessment of the individual suitability of Aleksandra Świdorska, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Aleksandra Świdorska meets the requirements laid down in Art. 22aa of the Banking Law and hereby discharges her from liability for her activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Tadeusz Ludwik Wyrzykowski  
from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Tadeusz Ludwik Wyrzykowski from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 1 January to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Marian Stanisław Niemirski  
from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Marian Stanisław Niemirski from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 23 June to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Wojciech Krawczyk  
from liability for his activities in 2023**

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 Bank's Articles of Association, and considering the proposal of the Bank Ochrony Środowiska S.A. Supervisory Board's Remuneration and Nomination Committee regarding re-assessment of the individual suitability of Wojciech Krawczyk, the Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Wojciech Krawczyk meets the requirements laid down in Art. 22aa of the Banking Law and hereby discharges him from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 23 June to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to discharge  
Waldemar Dariusz Trelka  
from liability for his activities in 2023**

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 Bank's Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. hereby discharges Waldemar Dariusz Trelka from liability for his activities as Member of the Supervisory Board of Bank Ochrony Środowiska S.A. in the period from 23 June to 31 December 2023.

Section 2

This Resolution shall take effect 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 from liability to members of the Company's governing bodies for the previous financial year.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024  
to re-assess the individual suitability of a Member of the Supervisory Board of Bank Ochrony  
Środowiska S.A.**

Acting pursuant to Art. 10.7 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. 37/2023 of the General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023 pursuant to Art. 22aa of the Banking Law of 29 August 1997, the Annual General Meeting of Bank Ochrony Środowiska S.A., considering the proposal of the Bank Ochrony Środowiska S.A. Supervisory Board's Remuneration and Nomination Committee, hereby resolves as follows:

Section 1

The Annual General Meeting of Bank Ochrony Środowiska S.A. is satisfied that Marcin Likierski, Member of the Supervisory Board of Bank Ochrony Środowiska S.A., meets the requirements set out in Art. 22aa of the Banking Law.

## Section 2

This Resolution shall take effect as of its date.

### FOUNDATIONS

Pursuant to Art. 10.7 of the Bank's Articles of Association and Section 3.4.2.h of 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. 37/2023 of the General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023 pursuant to Art. 22aa of the Banking Law of 29 August 1997, the Bank's General Meeting assesses the suitability of members of the Supervisory Board taking into account the proposal regarding re-assessment of their individual suitability submitted by the Bank Ochrony Środowiska S.A. Supervisory Board's Remuneration and Nominations Committee.

Z komentarzem [MS3]: Prosimy o weryfikację

**Resolution No. /2024  
of the Annual General Meeting  
of Bank Ochrony Środowiska Spółka Akcyjna  
dated ..... 2024**

**to endorse the report on the remuneration of members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A. for 2023 submitted by the Supervisory Board**

Acting pursuant to Art. 395.2<sup>1</sup> 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 29 July 2005, and Section 28.4 of the Principles of Corporate Governance for Supervised Institutions, in conjunction with Art. 10.15 of the Bank's Articles of Association, the Annual General Meeting hereby resolves as follows:

## Section 1

1. The Annual General Meeting hereby endorses the report on the remuneration of the Supervisory Board and Management Board of Bank Ochrony Środowiska for 2023' submitted by the Supervisory Board.
2. Based on the information provided in the Report, in the Directors' Report on the operations of the Bank Ochrony Środowiska Group in 2023 prepared jointly 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 implementation of the Remuneration Policy in 2023, the General Meeting is satisfied that the Bank's remuneration policy supports the development of the Bank and security of its operations.

## Section 2

This Resolution shall take effect as of its date.

### Foundations:

The provisions of Art. 395.2<sup>1</sup> 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 require that the Annual General Meeting should resolve on the report on the remuneration of members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A. for 2023 submitted by the Supervisory Board.

*The Supervisory Board adopted the report on the remuneration of members of the Supervisory Board and Management Board of Bank Ochrony Środowiska S.A. for 2023 at its meeting held on 21 May 2024 – 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. is required to assess whether the adopted Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna supports the Bank's development and security of its operations.*

*In 2023, the Bank followed the Remuneration Policy supporting the Bank's development and security of its operations by implementing provisions and working towards goals and objectives focused on long-term growth in the shareholder value and stability of the Bank's operations.*

**Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.**

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*

**Resolution No. /2024  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
dated ..... 2024**

**to adopt 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.**

Acting pursuant to Art. 10.7 of the Bank's Articles of Association in conjunction with Art. 22aa of the Banking Law of 29 August 1997 and in accordance with Recommendation Z of the Polish Financial Supervision Authority on internal governance in banks, and the Guidelines of the European Banking Authority and the European Securities and Markets Authority EBA GL/2021/06 of 2 July 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 adopts 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. as presented in the appendix to this Resolution.

Section 2

Resolution No. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. dated 23 June 2023 to adopt 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. is hereby repealed.

Section 3.

This Resolution shall take effect as of its date.

**Grounds**

*The obligation to perform 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 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 2 July 2021 on the assessment of the suitability of members of the management body and key function holders.*

*The draft 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 has been prepared in accordance with the Methodology for Assessing the Suitability of Members of Governing Bodies of Entities Supervised by the Financial Supervision Authority issued by the Polish Financial Supervision Authority in 2023 and Recommendation Z of the Polish Financial Supervision Authority, and in connection with the issuance by the European Banking Authority and the European Securities and Markets Authority of revised guidelines on the assessment of suitability for members of the management body and key function holders (EBA/GL/2021/06).*

*This draft resolution for the Annual General Meeting has been endorsed by the Supervisory Board on 21 May 2024.*

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

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

- 1) The existing wording of **Art. 5.1.7** of the Articles of Association shall be deleted;
- 2) The numbering of items in **Art. 5.1** shall be changed by renumbering items 8, 9, 10, 11, 12, 14, 15, 16, and 17 as **7, 8, 9, 10, 11, 12, 14, 15, and 16**, respectively;
- 3) **Art. 5.1.9** (previously 10) shall be amended to read as follows:  
"9) the provision of payment services and the issuance of electronic money";
- 4) **Art. 5.1.11** (previously 12) shall be amended to read as follows:  
"11) storage of valuables and securities,";
- 5) The existing wording of **Art. 5.2.1** of the Articles of Association shall be deleted;
- 6) The existing wording of **Art. 5.2.2** of the Articles of Association shall be deleted;
- 7) The existing wording of **Art. 5.2.3** of the Articles of Association shall be deleted;
- 8) The existing wording of **Art. 5.2.4** of the Articles of Association shall be deleted;
- 9) The numbering of items in **Art. 5.2** shall be changed by renumbering items 5, 6, 7, 8, 9, 10, 11, 12, and 13 as **1, 2, 3, 4, 5, 6, 7, 8, and 9**, respectively.

Z komentarzem [MS4]: Prosimy o weryfikację

## Section 2

This Resolution shall take effect upon approval by the Polish 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 draft the consolidated text of the Bank's amended Articles of Association.

### GROUNDS:

*The reasons for the proposed amendments to the Articles of Association of Bank Ochrony Środowiska S.A. are as follows:*

*- the amendments in Art. 5.1.7 and Art. 5.1.11, and Art. 5.2.1, 5.2.2, 5.2.3, and 5.2.4 are made to align the provisions of the Bank's Articles of Association with the current provisions of Art. 5 and Art. 6 of the Banking Law; the amendments in Art. 5.1 and existing Art. 5.1.12 consist in deleting a part of the existing provisions and result from Art. 34.4 of the Banking Law.*

*Pursuant to Art. 34.2 of the Banking Law, any amendment to the Bank's Articles of Association requires approval from the Polish Financial Supervision Authority.*

### Endorsement by the Supervisory Board of Bank Ochrony Środowiska S.A.

*The Supervisory Board of Bank Ochrony Środowiska S.A. endorsed the draft of this resolution at its meeting held on 21 May 2024.*