**VOTING BY PROXY**

**Applicable to the Extraordinary General Meeting**

**of Bank Ochrony Środowiska S.A. to be held at the Bank’s registered office at ul. Żelazna 32,** **Warsaw, Poland, at 10.00 am on 11 March 2024**

The Proxy exercises voting rights by marking an ‘X’ in the relevant box in the ‘Voting’ table. For the purposes of split voting, where a Shareholder authorises the Proxy to split the votes, the Shareholder should specify the allocation of their shares in the ‘Voting’ table, by indicating under each resolution how many shares are to be voted ‘For’, ‘Against’, ‘Abstain’, or ‘At the discretion of the Proxy’. If the Shareholder does not specify the number of shares, it will be assumed that the Proxy is authorised to vote all shares held by the Shareholder as indicated.

**PROXY VOTING FORM FOR THE EXTRAORDINARY GENERAL MEETING OF BANK OCHRONY ŚRODOWISKA S.A. CONVENED FOR 11 MARCH 2024**

This form does not serve as a substitute for the power of proxy granted by the Shareholder, and its use is not obligatory.

**Shareholder:**

……………………………………………………………………………………………………………

*/first name and surname or company name*

*……………………………………………………………………………………………………………*

*/address of residence or registered office*

*……………………………………………………………………………………………………………*

*/Personal Identification Number (PESEL) or number in the National Court Register (KRS)*

**Proxy:**

*……………………………………………………………………………………………………………*

*/first name and surname*

*……………………………………………………………………………………………………………*

*/address of residence*

*……………………………………………………………………………………………………………*

*/Personal Identification Number (PESEL)*

***Draft resolutions***

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated ……… 2024**

**to appoint the Chair of the Extraordinary 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 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.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated.................... 2024**

**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.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated ………………... 2024**

**to adopt the agenda**

Section 1

Acting pursuant to Art. 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. Consideration of and voting on a draft resolution to amend the Articles of Association of Bank Ochrony Środowiska S.A.,
7. Voting on a resolution to authorise the Supervisory Board to prepare the amended and restated version of the Articles of Association of the Bank,
8. Changes in the composition of the Supervisory Board,
	1. Voting on resolutions to remove members of the Supervisory Board from office,
	2. Voting on resolutions to appoint members of the Supervisory Board,
9. Voting on a resolution on the assessment of the collective suitability of the Supervisory Board,
10. Voting on a resolution on the coverage by Bank Ochrony Środowiska S.A. of the cost of convening and holding the Extraordinary General Meeting of BOŚ S.A. on 11 March 2024,
11. Conclusion of the Extraordinary General Meeting.

Section 2

This Resolution shall take effect upon adoption.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated.................... 2024**

**to amend Art. 5 of the Articles of Association of the Bank**

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 Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

In Art. 5.2, item 9 shall be amended to read as follows:

“***9)*** *execution of orders to buy or sell financial instruments for the account 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 admitted to trading on organised markets, bonds issued by Bank Gospodarstwa Krajowego for funds created, entrusted or transferred to it under other laws, guaranteed by the State Treasury, as well as bonds issued by the Bank Guarantee Fund or asset manager referred to in Art. 224.1 of the Act on Bank Guarantee Fund, Deposit Guarantee Scheme and Compulsory Restructuring of 10 June 2016,”;*

1. In Art. 5.2, item 91 shall be added after item 9, reading as follows:

“***91)*** *purchase or sale of financial instruments for own account, subject to the condition that such activities are not performed in the capacity of a market maker with respect to shares, or derivatives in which the underlying asset is shares,”.*

Section 2

Resolution No. 39/2023 of the General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023 to amend Art. 5 of the Articles of Association of Bank Ochrony Środowiska S.A. is hereby repealed.

Section 3

This Resolution shall take effect force upon approval by 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.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated.................... 2024**

**to authorise the Supervisory Board to prepare the amended and restated version of the Articles of Association of the Bank**

Section 1

Acting pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby authorises the Supervisory Board to prepare the amended and restated version of the Articles of Association of the Bank.

Section 2

This Resolution shall take effect upon adoption.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated.................... 2024**

**to remove a member of the Supervisory Board of the Bank from office**

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 10.6 of the Bank’s Articles of Association and in accordance with 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. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

1. Considering the proposal of the Remuneration and Nominations 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 Art. 22aa of the Banking Law;
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.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated ………………... 2024**

**to appoint Mr/Ms ………………. 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 29 August 1997, in conjunction with Art. 10.6 and Art. 17.2 of the Articles of Association of Bank Ochrony Środowiska S.A., and in accordance with 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. 37/2023 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

1. Considering the proposal of the Remuneration and Nominations 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 Art. 22aa of the Banking Law;
2. The Extraordinary General Meeting hereby appoints Mr/Ms ……………………………….. to the Supervisory Board of Bank Ochrony Środowiska S.A. of the 12th joint three-year term of office.

Section 2

This Resolution shall take effect upon adoption.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated ………………... 2024**

**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 and in accordance with 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. 37/2023 of the General Meeting of Bank Ochrony Środowiska S.A. of 23 June 2023, and as required by Art. 22aa of the Banking Law of 29 August 1997, having considered the proposal of the Remuneration and Nominations Committee of the Supervisory Board of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. 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.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |

**Resolution No. /2024**

**of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.**

**dated.................... 2024**

**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 ..... 2024**

Section 1

Acting pursuant to Art. 400.4 of the Commercial Companies Code, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

The cost 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.

**Voting**

|  |  |  |  |
| --- | --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTAIN** | **AT THE DISCRETION OF THE PROXY** |
|  |  |  |  |
| **Objection: yes/no****Content of objection:**  |
| **Shareholder’s instructions for the Proxy:** |