

**DRAFTS OF RESOLUTIONS FOR
EXTRAORDINARY GENERAL MEETING
OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA
CONVENED ON 5 AUGUST 2020**

**Resolution No. /2020
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the election of the Chair of the Extraordinary General Meeting**

Par. 1

Acting under art. 409 Par. 1 of the Commercial Companies Code in relation to Par. 4 Section 1 of the Rules for General Meetings of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects to be the Chair of this General Meeting.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

The Chair of the Extraordinary General Meeting shall be elected by secret ballot during the Extraordinary General Meeting in accordance with art. 409 Par. 1 of the Commercial Companies Code in relation to Par. 4 Section 1 of the Rules for the General Meetings of Bank Ochrony Środowiska S.A. adopted by BOŚ S.A. Ordinary General Meeting on 25 May 2011 under Resolution No. 32/2011.

**Resolution No. /2020
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the election of the Secretary of the General Meeting**

Par. 1

Acting under Par. 8 Section 1 of the Rules for the General Meetings of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects to be the Secretary of the General Meeting.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

The Secretary of the Extraordinary General Meeting shall be elected by secret ballot during the Extraordinary General Meeting in accordance with Par. 8 Section 1 Rules for the General Meetings of Bank Ochrony Środowiska S.A. adopted by BOŚ S.A. Ordinary General Meeting on 25 May 2011 under Resolution No. 32/2011.

Resolution No. /2020
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the approval of the meeting agenda

Par. 1

Acting under art. 404 Par. 1 of the Commercial Companies Code, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the following agenda of the General Meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the Extraordinary General Meeting's Chair.
3. Announcing legality of convening of the Extraordinary General Meeting and of its capacity to adopt resolutions.
4. Election of the Extraordinary General Meeting Secretary
5. Approval of the meeting agenda.
6. Changes to the composition of the Supervisory Board:
 - a) adoption of resolutions on the dismissal of Supervisory Board Members,
 - b) adoption of resolutions on the appointment of Supervisory Board Members.
7. Adoption of the resolution on assessment of collective suitability of Supervisory Board.
8. Adoption of the resolution on Bank Ochrony Środowiska S.A.'s incurrence of costs of convening and holding of the Extraordinary General Meeting of BOŚ S.A. on 5 August 2020.
9. Closing of the Extraordinary General Meeting.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION:

The General Meeting debates in accordance with the approved meeting agenda. In accordance with Art. 404 Par. 1 of the Commercial Companies Code issues not included in the meeting agenda shall be subject of adopted resolutions, unless the entire share capital is represented at the General Meeting and none of the present participants files an objection to adoption of such a resolution. Resolution is of a formal nature.

Resolution No. /2020
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the dismissal of a Supervisory Board Member

Par. 1

Acting under art. 385 Par. 1 of the Commercial Companies Code and Par. 10 Item 6 of the Bank's Articles of Association, as well as in accordance with the provisions of the "Policy of assessment of suitability of candidates for Supervisory Board Members, of Supervisory Board Members and of the Supervisory Board of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2020 of Ordinary General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, the Extraordinary General Meeting of BOŚ S.A.:

- 1) taking into account the proposal of the secondary assessment of individual suitability of the Remuneration and Nomination Committee of the Supervisory Board of Bank

- Ochrony Środowiska S.A. hereby declares that Mr/Ms fulfils the requirements set forth in art. 22aa of the Banking Act;
- 2) hereby dismisses Mr/ Ms from the Bank Supervisory Board.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION:

The draft of this resolution has been submitted as part of a procedure specified in art. 400 Par. 1 of the Commercial Companies Code by a Shareholder representing more than one twentieth of the Bank's share capital. Additionally, in accordance with the "Policy of assessment of suitability of candidates for Supervisory Board Members, of Supervisory Board Members and of the Supervisory Board of Bank Ochrony Środowiska S.A." introduced by Resolution No. 27/2020 of Ordinary General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, the General Meeting, prior to the dismissal of a Supervisory Board Member shall carry out the assessment of suitability taking into account the proposal of the secondary assessment of individual suitability performed by the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A.

Resolution No. /2020
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the appointment of as member of the Supervisory Board of the
11th term

Par. 1

Acting under art. 385 Par. 1 of the Commercial Companies Code, as part of execution of art. 22 section 2 of the Banking Act of 29 August 1997, in relation to Par. 10 point 6 and Par. 17 subpara. 2 of the Bank's Articles of Association, as well as in accordance with the provisions of the "Policy of assessment of suitability of candidates for Supervisory Board Members, of Supervisory Board Members and of the Supervisory Board of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2020 of Ordinary General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.:

- 1) taking into account the proposal of the original assessment of individual suitability of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. hereby declares that Mr/ Ms fulfils the requirements set forth in art. 22aa of the Banking Act;
- 2) appoints Mr/ Ms to become a member of the Bank Supervisory Board for the joint 11th term of three years.

§ 2

This resolution shall come into force upon adoption.

JUSTIFICATION:

In accordance with art. 385 Par. 1 of the Commercial Companies Code, Supervisory Board members are appointed by the General Meeting. According to art. 22 Par. 2 of the Banking Act, the appointment of a Supervisory Board member shall take into account the assessment of fulfilment of the requirements set forth in art. 22aa of the Banking Act. Further, in accordance

with the provisions of the “Policy of assessment of suitability of candidates for Supervisory Board Members, of Supervisory Board Members and of the Supervisory Board of Bank Ochrony Środowiska S.A.”, introduced by Resolution No. 27/2020 of Ordinary General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, the assessment of suitability shall be performed by the General Meeting taking into account the proposal of the original assessment of individual suitability conducted by the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A.

**Resolution No. /2020
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the collective assessment of suitability of Supervisory Board**

Par. 1

Acting under Par. 10 point 7 of the Bank’s Articles of Association and in accordance with the provisions of the “Policy of assessment of suitability of candidates for Supervisory Board Members, of Supervisory Board Members and of the Supervisory Board of Bank Ochrony Środowiska S.A.”, introduced by Resolution No. 27/2020 of Ordinary General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020 under art. 22aa of the Banking Act of 29 August 1997, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A., taking into account the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding collective assessment of suitability of the Supervisory Board hereby declares that individual competence of individual members of the Supervisory Board appointed under Resolutions No. 27/2019 and 29/2019 through to 35/2019 of BOŚ S.A. Ordinary General Meeting of 18 June 2019, as well as under Resolutions .../2020 through to /2020 of BOŚ S.A. Extraordinary General Meeting of 2020, complement in such a way that enables them to execute appropriate collective supervision of all areas of Bank’s operations, and the Supervisory Board as a whole holds proper knowledge, skills and experience allowing understanding of actions undertaken by the Bank, including key risks.

Par. 2

This resolution shall come into force upon adoption.

Justification

In accordance with Par. 10 Item 7 of the Bank’s Articles of Association and Bank’s adopted “Policy of assessment of suitability of candidates for Supervisory Board Members, of Supervisory Board Members and of the Supervisory Board of Bank Ochrony Środowiska S.A.”, introduced by Resolution No. 27/2020 of Ordinary General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, under art. 22aa of the Banking Act of 29 August 1997, Bank General Meeting performs assessment of collective suitability of the Supervisory Board taking into account the proposal of assessment of collective suitability of the Supervisory Board performed by the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A.

Resolution No. /2020
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on Bank Ochrony Środowiska S.A.'s incurrence of costs of convening and holding of
the Extraordinary General Meeting of BOŚ S.A. on 5 August 2020

Par. 1

Acting under art. 400 Par. 4 of the Commercial Companies Code BOŚ S.A. Extraordinary General Meeting resolves the following:

The costs of convening and holding of this Extraordinary General Meeting of BOŚ S.A. shall be incurred by Bank Ochrony Środowiska S.A.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION:

Extraordinary General Meeting, under art. 400 Par. 4 of the Commercial Companies Code, adopts a resolution deciding whether the costs of convening and holding of the Extraordinary General Meeting shall be incurred by the company.