

Announcement of Bank Ochrony Środowiska Spółka Akcyjna on Convening an Ordinary General Meeting

Bank Ochrony Środowiska Spółka Akcyjna (joint-stock company) with a registered seat in Warsaw, ul. Żelazna 32, 00-832 Warszawa, registered in the District Court for the Capital City of Warsaw in Warsaw, 12th Business Division of the National Court Register (KRS) under entry no. KRS 0000015525; entry made in the register on 4 June 2001, according to art. 402² of the Commercial Companies Code presents information on BOŚ S.A. Ordinary General Meeting.

I. DATE, TIME AND PLACE OF GENERAL MEETING AND DETAILED AGENDA

The Management Board of Bank Ochrony Środowiska Spółki Akcyjnej („BOŚ S.A.”), acting under Art. 399 Par. 1, Art. 402¹ and Art. 402² in relation to Art. 395 Par. 1 Of the Commercial Companies' Code and in relation to Par. 9 Sections 1 and 2 of the Bank's Articles of Association, hereby convenes an Ordinary General Meeting (OGM) on the day of 17 June 2020, at 10:00am, which will be held at ul. Żelazna 32, 00-832 Warsaw (Sienna St. entrance), with the following agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the General Meeting Chair.
3. Announcing legality of convening of the General Meeting and of its capacity to adopt resolutions.
4. Election of the General Meeting Secretary.
5. Approval of the meeting agenda.
6. Consideration of Management Board Report on Bank Ochrony Środowiska S.A. Capital Group's activity in 2019 along with the Management Board Report on Activity of Bank Ochrony Środowiska S.A.
7. Consideration of Bank Ochrony Środowiska S.A.'s financial statement for the year ended 31 December 2019.
8. Consideration of consolidated financial statement of BOŚ S.A. Capital Group for the year ended 31 December 2019.
9. Presentation of the motion regarding the distribution of Bank's 2019 profit.
10. Consideration of BOŚ S.A. Supervisory Board Report on 2019 activity.
11. Adoption of information on amendments to documents, statements and information submitted in the procedure of appointment to the position of BOŚ SA Supervisory Board Member
12. Adoptions of resolutions on:
 - a) approval of Management Board Report on Bank Ochrony Środowiska S.A. Capital Group's activity in 2019 along with the Management Board Report on Activity of Bank Ochrony Środowiska S.A.,
 - b) approval of Bank Ochrony Środowiska S.A.'s financial statement for the year ended 31 December 2019,
 - c) approval of consolidated financial statement of BOŚ S.A. Capital Group for the year ended 31 December 2019,
 - d) distribution of Bank's 2019 net profit,
 - e) granting votes of approval to individual members of Management Board for the fulfilment of their duties in 2019,
 - f) approval of BOŚ S.A. Supervisory Board Report on 2019 activity,

- g) granting votes of approval to individual members of Supervisory Board for the fulfilment of their duties in 2019,
13. Adoption of the resolution on collective assessment of adequacy of joint Supervisory Board.
 14. Adoption of the resolution on the adoption of "Policy for the assessment of suitability of candidates for Supervisory Board members, suitability of Supervisory Board Members and the Supervisory Board of Bank Ochrony Środowiska S.A."
 15. Adoption of the resolution on the assessment of the Policy of Remuneration of Bank Ochrony Środowiska S.A. Supervisory Board Members and Management Board Members"
 16. Adoption of the resolution on the assessment of the Remuneration Policy of Bank Ochrony Środowiska S.A. in 2019.
 17. Adoption of the Bank Management Board's information on expenditures made in 2019 for legal representation, legal services, marketing and public relations, as well as social communication and management consulting services.
 18. Closing of the General Meeting.

II. PROCEDURES FOR PARTICIPATION IN ORDINARY GENERAL MEETING OF BANK OCHRONY ŚRODOWISKA S.A. AND EXECUTION OF THE VOTING RIGHT.

1. Information on the Shareholder right to include specific issues in the agenda of the Ordinary General Meeting and to submit drafts of resolutions:

Under art. 401 Par. 1 of the CCC a Shareholder or Shareholders of BOŚ S.A. representing at least one twentieth of the share capital has the right to demand inclusion of specific issues in the agenda of the OGM. Such a demand shall contain a justification or a draft resolution on the proposed item of the agenda. The demand shall be submitted to BOŚ S.A. Management Board by 27 May 2020 in writing (i.e. serviced upon in person, with a confirmation of submission or sent to the Bank with a confirmation of sending and confirmation of receipt) to the following address: Bank Ochrony Środowiska S.A. ul. Żelazna 32, 00-832 Warszawa, between 8:00am and 3:45pm or by electronic means to the address: walne.zgromadzenie@bosbank.pl.

As of the demand submission date the Shareholder shall prove the fact of holding the required number of shares and enclose, with the demand, a statement on the right to participate in the OGM, and Shareholders who are not natural persons, persons acting on behalf of a Shareholder, shall confirm their right to perform such an activity by presenting an up-to-date copy of the National Court Register (KRS) entry or other documents confirming their right to act on behalf of a Shareholder and documents confirming their identity. The documents shall be submitted to the Management Board in writing (i.e. serviced upon in person, with a confirmation of receipt, or sent to the Bank with a confirmation of sending and confirmation of receipt) to the following address: Bank Ochrony Środowiska S.A. ul. Żelazna 32, 00-832 Warszawa, between 8:00am and 3:45pm or by electronic means to the address: walne.zgromadzenie@bosbank.pl.

The correct date and time of submission of the demand shall be confirmed by the date of receipt thereof by the Bank and if electronic means are used – by the date of receipt of the demand by the Bank’s electronic mail system (Bank’s mail server receiving the demand). When using electronic means, all the documents must be sent as attachments in the PDF format.

The Bank Management Board, instantly but no later than eighteen days prior to the scheduled date of the Ordinary General Meeting, i.e. no later than on 30 May 2020, shall announce the changes to the meeting agenda made upon the demand of a Shareholder or Shareholders. Announcement of the new meeting agenda shall be presented at Bank’s web site www.bosbank.pl and in the manner defined for publicising current information, according to the regulations on the public offer and terms and conditions of introducing financial instruments into the organised trading system and on public companies.

2. Information on the Shareholder’s right to submit draft resolutions on issues included in the agenda of the Ordinary General Meeting or issues which are to be included into the meeting agenda prior to the date of the Ordinary General Meeting.

Under art. 401 Par. 4 of the CCC a Shareholder or Shareholders representing at least one twentieth of the share capital entitled to participate in the Ordinary General Meeting have the right to submit, to BOŚ S.A. Management Board, prior to the date of the Ordinary General Meeting, draft resolutions on issues included in the OGM agenda or issues which are to be included in the agenda. These draft resolutions should be submitted to the Bank in writing (i.e. serviced upon in person, with a confirmation of receipt, or sent to the Bank with a confirmation of sending and confirmation of receipt) to the following address: Bank Ochrony Środowiska S.A., BKR, Zespół Relacji Inwestorskich (Investor Relations Team), ul. Żelazna 32, 00-832 Warszawa, between 8:00am and 3:45pm or by electronic means to the address: walne.zgromadzenie@bosbank.pl in the PDF format, no later than 24 hours prior to the Ordinary General Meeting as the Bank is obligated to publish it on its web site.

The correct date and time of submission of the abovementioned request shall be confirmed by the date of receipt thereof by the Bank and if electronic means are used – by the date of receipt of the request by the Bank’s electronic mail system (Bank’s mail server receiving the demand).

Draft resolutions shall instantly be published on Bank’s web site www.bosbank.pl.

As of the demand submission date the Shareholder shall: prove the fact of holding a required number of shares and enclose, with the demand, a statement on the right to participate in the OGM, and Shareholders who are not natural persons, persons acting on behalf of a Shareholder, shall confirm their right to perform such an activity by presenting an up-to-date copy of the National Court Register (KRS) or other documents confirming their right to act on behalf of a Shareholder and documents confirming their identity. The documents shall be submitted to the Management Board in writing (i.e. serviced upon in person, with a confirmation of receipt, or sent to the Bank with a confirmation of sending and confirmation of receipt), prior to the OGM, to the following address: Bank Ochrony Środowiska S.A., ul. Żelazna 32, 00- 832 Warszawa, between 8:00am and 3:45pm or by electronic means in the PDF format to the address: walne.zgromadzenie@bosbank.pl.

The Bank has the right to undertake necessary actions to verify the identity of the Shareholder or Shareholders and verify the validity of the submitted documents.

3. Information on the Shareholder's right to submit draft resolutions on issues included in the meeting agenda during the Ordinary General Meeting.

Under art. 401 Par. 5 of the CCC each Shareholder entitled to participate in the Ordinary General Meeting has the right to submit, during the OGM, draft resolutions on issues included in the meeting agenda.

4. Information on the manner of execution of the voting right by a proxy, including, in particular, on the forms used when voting by the proxy and on the manner of notifying the Bank, by electronic means, of the appointment of a proxy.

- 1) A Shareholder who is a natural person has the right to participate in the Ordinary General Meeting and execute the voting right in person or through a proxy. A Shareholder who is not a natural person has the right to participate in the Ordinary General meeting and execute the voting right through a person authorised to submit declarations of will on the Shareholder's behalf or through a proxy.

The proxy shall execute all the Shareholder's rights at the Ordinary General Meeting, unless the power of attorney specifies otherwise. The proxy may represent more than one Shareholder and vote differently for each Shareholder. A Bank Shareholder who holds shares on more than one securities account may appoint different proxies for the execution of rights arising from shares held on each of the accounts. A shareholder holding shares maintained on a collective account may appoint different proxies for the execution of rights arising from shares maintained on this account.

The power of attorney shall be drawn in writing to be valid and submitted to the company or delivered by electronic means. Granting of the power of attorney by electronic means does not require a digital signature verified by a qualified certificate. The power of attorney or a text which documents the granting of power of attorney drawn up in a foreign language must be translated into Polish by a sworn translator. The power of attorney not translated into Polish by a sworn translator shall bear no legal effect.

The form presenting a template of the power of attorney authorising to execute the voting right by a proxy is available on BOŚ S.A. web site at: www.bosbank.pl in section "Walne Zgromadzenie" (General Meeting).

It is not obligatory to grant the power of attorney using the abovementioned form. Granting of a power of attorney by electronic means shall be communicated to the Bank no later than 24 hours prior to the OGM by sending the scanned power of attorney form, signed by the Shareholder or, in the case of Shareholders other than natural persons, by persons authorised to represent the Shareholder, by electronic mail to walne.zgromadzenie@bosbank.pl.

Notification of granting a power of attorney by electronic means should contain the name of the principal, the principal's phone number and address, email address and also the name of the proxy, the proxy's phone number, address and email address.

Additionally, the following must be sent: documents confirming identity (containing data that allow identification, particularly: the serial number of the personal identity card/ passport, PESEL number) of the proxy who is a natural person, a scanned signature from a register relevant for the proxy who is the legal person and the electronic mail address dedicated to communication with the Shareholder or the Shareholder's proxy.

BOŚ S.A. Management Board hereby informs that upon the Shareholder granting of power of attorney in compliance with the voting mode instruction, BOŚ S.A. shall not verify whether the proxies execute their voting rights in accordance with the instructions given by the Shareholders.

- 2) BOŚ S.A. shall undertake relevant actions to verify the identity of the Shareholder and the proxy in order to verify the validity of the power of attorney granted by electronic means. This verification may, in particular, involve a reverse question, by electronic means or by telephone, asked to the Shareholder or the proxy to confirm the granting of the power of attorney or its scope. BOŚ S.A. hereby reserves that a failure to respond to such questions asked during the verification shall be deemed the lack of possibility of verification of the power of attorney and shall constitute the grounds for refusing to allow the proxy to participate in the OGM.
- 3) The right to represent the Shareholder who is a natural person shall result from the copy of a relevant register entry (submitted as original or a photocopy authenticated against the original by a notary public), presented when drawing up the attendance list, or alternatively, a sequence of powers of attorney.
The person/s granting the power of attorney on behalf of the Shareholder who is not a natural person must be indicated in the up-to-date copy of a relevant register entry of the Shareholder.
- 4) A BOŚ S.A. Management Board Member and a BOŚ S.A. employee may be proxies of Shareholders at the Ordinary General Meeting.
If a proxy at the Ordinary General Meeting is a BOŚ S.A. Management Board member, a BOŚ S.A. Supervisory Board Member, an employee or a member of directing bodies or an employee of a subsidiary of BOŚ S.A., the power of attorney may authorise them to represent the Shareholder only at one general meeting. The proxy is obligated to disclose to the Shareholder the circumstances of potential conflict of interest. Granting further powers of attorney shall be excluded.
- 5) The proxy specified in item 4 above shall vote in accordance with the instructions granted by the Shareholder.

5. Information on the possibility and manner of participation in the Ordinary General Meeting using means of electronic communication

The Bank does not provide for a possibility to participate in the Ordinary General Meeting with the use of means of electronic communication.

6. Information on the manner of speaking during the Ordinary General Meeting using means of electronic communication

The Bank does not provide for a possibility to speak during the Ordinary General Meeting with the use of means of electronic communication.

7. Information on the manner of execution of the voting right by mail or using means of electronic communication

The Bank does not provide for a possibility to execute the voting right by mail or with the use of means of electronic communication.

III. DATE OF REGISTRATION OF PARTICIPATION IN BANK'S ORDINARY GENERAL MEETING

The date of registration of participation in the Bank's Ordinary General Meeting is the day sixteen days prior to the date of the Ordinary General Meeting, i.e. 1 June 2020.

IV. INFORMATION ON THE RIGHT TO PARTICIPATE IN ORDINARY GENERAL MEETING

1. The only persons who have the right to participate in the Bank's Ordinary General Meeting are those who:

- 1) sixteen days prior to the date of the OGM, i.e. on 1 June 2020, are Shareholders of BOŚ S.A. holding BOŚ S.A. shares posted to their securities accounts,
- 2) request, no earlier than after announcement of calling of the OGM, no later than on the first business day upon registration, i.e. no later than on 2 June 2020 the entity maintaining their securities accounts, on which their BOŚ S.A. shares are booked, to issue a personal statement on their right to participate in the OGM.

The shareholders are recommended to have on them, during the OGM, their statements on their rights to participate in the OGM.

2. The list of Shareholders authorised to participate in the OGM shall be drawn up on the basis of a list drawn up by Krajowy Depozyt Papierów Wartościowych S.A. (National Depository for Securities) (KDPW) with the use of lists generated by entities maintaining securities accounts, generated on the basis of statements on the right of participation in the Ordinary General Meeting.

Three business days prior to the OGM date, i.e. on 11 June 2020, the list of the Shareholders authorised to participate in the OGM shall be presented for viewing in Warsaw, at ul. Żelazna 32, between 8.00am and 3.45pm. A BOŚ S.A. Shareholder may demand the list of the Shareholders authorised to participate in the OGM be sent to him by electronic mail, free of charge, upon specifying the email address to which the list is to be sent.

3. The Shareholders shall be allowed to participate in the OGM upon presenting their identity document and proxies – upon presenting their identity documents and a valid power of attorney document in writing or in the electronic format (the proxy must present the original power of attorney document). Representatives of legal persons or organisational units without legal personality must additionally present up-to-date copies of relevant register entries, listing persons authorised to represent those entities.

V. ACCESS TO DOCUMENTATION

1. All information and full documentation which is to be presented to the Ordinary General Meeting, along with draft resolutions, from the day of calling the Ordinary General Meeting, in accordance with art. 402¹ Par. 1 and art. 402³ of the CCC shall be published at Bank's web site: www.bosbank.pl in section „Walne Zgromadzenie” (General Meeting).

2. From 10 June 2020 the Shareholder entitled to participate in the Ordinary General Meeting has the right to demand that copies of requests regarding issues in the meeting agenda be provided to them under art. 407 Par. 2 of the CCC.

Subject to limitations provided for in the Commercial Companies Code, the Bank Shareholders may contact the Bank via means of electronic communication using the following dedicated email address: walne.zgromadzenie@bosbank.pl. The risk involved in the use of means of electronic communication shall be borne solely by the Shareholder. The Bank is responsible for security, confidentiality and processing, in accordance with regulations in force, of information contained in documents sent by electronic means, from the moment the documents enter the Bank's electronic mail system (Bank's mail server receiving the documents).

If the Shareholder sends to the Bank, by electronic means, documents which were originally drawn up in a language other than Polish, the Shareholder is obligated to enclose them with a Polish translation prepared by a sworn translator. Any and all documents sent by the Shareholder to the Bank, as well as documents sent by the Bank to the Shareholder by electronic means, shall be scanned to the PDF format.

VI. ADDRESS OF WEB SITE WHICH WILL PRESENT INFORMATION ON THE ORDINARY GENERAL MEETING

Any and all information regarding the Ordinary General Meeting and forms shall be made available at Bank's web site www.bosbank.pl in section „Walne Zgromadzenie” (General Meeting).

Issues not specified herein shall be regulated by the provisions of the Commercial Companies Code, Bank's Articles of Association and the Rules for the General Meetings of BOŚ SA.

The Management Board of Bank Ochrony Środowiska S.A. hereby informs that registration of attendance to the Ordinary General Meeting shall commence on 17 June 2020 at 9:00am, directly in front of the meeting hall.