

**DRAFTS OF RESOLUTIONS  
FOR THE EXTRAORDINARY GENERAL MEETING OF  
BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA  
CONVENED ON 14 OCTOBER 2020**

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

Par. 1

Acting under 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., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects ..... to the position of the Chair of the Extraordinary 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 Extraordinary General Meeting's Secretary**

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 the position of the Extraordinary General Meeting's Secretary.

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 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 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 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 incurrance of costs of convening and holding of the Extraordinary General Meeting of BOŚ S.A. on 14 October 2020.
- 9) Closing of the Extraordinary General Meeting.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*The General Meeting holds meetings following the approved meeting agenda. Under art. 404 Par. 1 of the Commercial Companies Code, resolutions on matters not included in the meeting agenda shall not be adopted, unless the entire share capital is represented at the General Meeting and none of the parties present at the meeting files an objection to the resolution adoption. This is a formal resolution.*

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

Par. 1

Acting under art. 385 Par. 1 of the Commercial Companies Code and under Par. 10 subpara. 6 of 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. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, BOŚ S.A. Extraordinary General Meeting:

- 1) taking into account the proposal of secondary assessment of individual suitability of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A.

- Supervisory Board, hereby concludes that Mr/ Ms ..... fulfils the requirements set forth in art. 22aa of the Banking Act;
- 2) dismisses Mr/Ms ..... from the Bank Supervisory Board.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*According to art. 385 Par. 1 of the Commercial Companies Code, Supervisory Board members are dismissed by the General Meeting. Additionally, 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. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, the General Meeting, prior to the appointment of a Supervisory Board member, shall perform assessment of suitability taking into account the proposal of secondary assessment of individual suitability performed by the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. Supervisory Board.*

**Resolution No. /2020  
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2020  
on the appointment of ..... to the Supervisory Board of the 11<sup>th</sup> Term**

Par. 1

Acting under art. 385 Par. 1 of the Commercial Companies Code, executing art. 22 section 2 of the Banking Act of 29 Aug. 1997, in relation to Par. 10 subpara 6 and Par. 17 subpara. 2 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. 27/2018 of 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 primary assessment of individual suitability of the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. Supervisory Board, hereby concludes that Mr/Ms ..... fulfils the requirements set forth in art. 22aa of the Banking Act;
- 2) hereby appoints Mr/ Ms ..... to the Bank Supervisory Board for a joint three-year 11<sup>th</sup> term.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*Acting under art. 385 Par. 1 of the Commercial Companies Code, Supervisory Board members are appointed by the General Meeting. In accordance with 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. Additionally, 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. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, the assessment of suitability is performed by*

*the General Meeting taking into account the proposal of the primary assessment of individual suitability carried out by the Remuneration and Nomination Committee of Bank Ochrony Środowiska S.A. Supervisory Board.*

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

Par. 1

Acting under Par. 10 subpara. 7 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. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020 and 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 Bank Ochrony Środowiska S.A. Supervisory Board regarding the collective suitability of the Supervisory Board, hereby concludes that individual competence of individual members of the Supervisory Board appointed under Resolutions No. 27/2019, No. 29/2019, No. 30/2019 and from No. 32/2019 through to No. 35/2019 of BOŚ S.A. Ordinary General Meeting of 18 June 2019 as well as Resolutions No. 5/2020, No. 6/2020 of BOŚ S.A. Extraordinary General Meeting of 5 August 2020, as well as Resolution No. 9/2020 of BOŚ S.A. Extraordinary General Meeting of 25 August 2020 and Resolutions from No. ..../2020 through to No. .../2020 of BOŚ S.A. Extraordinary General Meeting of ..... 2020 supplement each other in such a way that they enable pursuance of relevant collective supervision over all Bank's areas of operations, and the Supervisory Board as a whole has the relevant level of knowledge, skills and experience allowing for understanding of actions undertaken by the Bank, including major risks.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to Par. 10 subpara. 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. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 17 June 2020, under art. 22aa of the Banking Act of 29 Aug. 1997, Bank's General Meeting performs assessment of collective suitability of the Supervisory Board taking into account the proposal of collective suitability of the Supervisory Board conducted by the Remuneration and Nomination Committee of Bank Ochrony Środowiska Supervisory Board.*

**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 14 October 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**

*The 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.*