

**DRAFTS OF RESOLUTIONS  
FOR THE EXTRAORDINARY GENERAL MEETING OF  
BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA  
CONVENED ON 8 DECEMBER 2021**

**Resolution No. /2021  
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2021  
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 of General Meetings of Bank Ochrony Środowiska S.A., the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects Ms/Mr ..... as the Chair of the Extraordinary General Meeting.

Par. 2

This resolution comes 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. /2021  
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2021  
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. /2021  
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2021  
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) Adoption of resolution on (i) the approval for the Bank's conclusion of settlements with the consumers who had concluded with the Bank agreements for loans or borrowing collateralised by mortgages, denominated in or referring to an index in a foreign currency, (ii) determining and approval of the terms and conditions under which the settlements will be concluded.
- 7) 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. /2021  
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2021**

**the approval for the Bank's conclusion of settlements with the consumers who had concluded with the Bank agreements for loans or borrowing collateralised by mortgages, denominated in or referring to an index in a foreign currency, (ii) determining and approval of the terms and conditions under which the settlements will be concluded.**

Par. 1

Acting under Par. 10 subpara. 17 of the Bank's Articles of Association, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. (hereinafter „Bank”) resolves the following:

- 1) Consent is granted for the Bank to enter into settlement agreements with consumers who entered into mortgage loan or credit agreements with the Bank, denominated in a foreign currency or indexed to a foreign currency (hereinafter the 'Settlement Scheme'); the EGM finds that as a result of implementation of the Settlement Scheme, provisions for losses will be recognised in the Bank's balance sheet in the amount estimated by the Bank's Board of Directors; the cost of the Settlement Scheme should not exceed PLN 400,000,000 (say: four hundred million Polish złoty);
- 2) The Bank's Management Board is instructed to submit detailed terms and conditions of the Settlement Scheme, including terms of debt forgiveness, to the Bank's Supervisory Board for its approval; Terms of the Settlement Scheme should provide for the settlement of credits or loans denominated in foreign currencies or indexed to foreign currencies as if they had been loans denominated in Polish złoty or credits denominated in Polish złoty, as appropriate, from the date on which they were granted;
- 3) The Bank's Management Board may commence entering into settlement agreements as part of the Settlement Scheme (including settlements providing for debt forgiveness) with consumers who entered into mortgage loan or credit agreements with the Bank denominated in a foreign currency or indexed to a foreign currency after the Bank's Supervisory Board approves the detailed terms and conditions of such settlement agreements, including with regards to debt forgiveness. Terms of individual settlement agreements should be within the limits of the terms and conditions approved by the Bank's Supervisory Board as per the preceding sentence.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*The proposed resolution requires an approval of the General Meeting of Shareholders due to the potential range of impact of the Bank's decision to commence the conclusion of settlements with consumers of mortgage loans denominated in foreign currencies or referring to indexes in foreign currencies onto the Bank's financial condition. Adoption of this resolution also constitutes the Bank's response to the proposal of the Chair of the Financial Supervision Authority regarding banks' conclusion of settlements with borrowers under which loans based on foreign currencies would be retrospectively recalculated and accounted for as PLN loans and includes elements of this proposal in the terms and conditions of the Settlement Program.*

**Supervisory Board's OPINION**

**The Supervisory Board, at its meeting of 10 November 2021, issued a positive opinion on the draft of this resolution.**