

**DRAFTS OF RESOLUTIONS
FOR THE EXTRAORDINARY GENERAL MEETING OF
BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA
CONVENED ON 30 MARCH 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) Consideration of drafts and adoption of resolutions on amendments to the Articles of Association of Bank Ochrony Środowiska S.A.
- 8) Adoption of resolution on authorising the Supervisory Board to settle the consolidated text of the Bank's Articles of Association.
- 9) adoption of resolutions on the appointment of Supervisory Board Member/s.
- 10) Adoption of the resolution on assessment of collective suitability of Supervisory Board.
- 11) 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 30 March 2021.
- 12) 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
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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) Approval is hereby granted 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 (hereinafter: "Settlement Program"), the Extraordinary General Meeting hereby attests that the implementation of the Settlement Program results in classifying loan loss provisions for the covering of losses in the Bank's balance sheet; Classifying loan loss provisions for covering losses as a result of the Settlement Program implementation shall reduce the Bank's equity specified in the Bank's balance sheet
- 2) The Bank Management Board is hereby authorised to determine detailed terms and conditions of the Settlement Program, however, the terms and conditions of the Settlement Program must provide for accounting for the loans or borrowings denominated in or referring to an index in a foreign currency in such a way as if from the date of granting they were loans in the Polish zloty or borrowings in the Polish zloty;
- 3) The terms and conditions under which the settlements will be concluded within the Settlement Program, once prepared by the Bank Management Board, shall be subject to approval by the Supervisory Board.

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 3 March 2021, issued a positive opinion on the draft of this resolution.

**Resolution No. /2021
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2021
on amendments to Par. 5 of the Bank's Articles of Association**

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies' Code, in relation to Par. 10 subpara. 8 of the Bank's Articles of Association, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. resolves the following:

- 1) in Par. 5 subpara. 2, after point 12 of the Bank's Articles of Association, full stop shall be replaced by a coma and the following point 13 shall be added:

„13) issuing of electronic identification means as defined in the regulations on trust services.”

Par. 2

This Resolution shall come into force upon approval of the Financial Supervision Authority, on the day the discussed amendment is registered in the National Court Register by the District Court for the Capital City of Warsaw.

JUSTIFICATION

The proposed amendment to the wording of Par. 5 subpara. 2 point 13 of the Bank's Articles of Association is to adjust the subject of Bank's operation, defined in the Articles of Association, to the business needs and plans of the Bank.

In relation to the provisions of art. 34 section 2, in relation to art. 31 section 3 item 3 of the Banking Act, an amendment to the Bank's Articles of Association within the scope covered by a draft of a resolution of the Extraordinary General Meeting requires approval of the Financial Supervision Authority.

Supervisory Board's OPINION

The Supervisory Board, at its meeting of 3 March 2021, issued a positive opinion on the draft of this resolution.

**Resolution No. /2021
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2021
on authorising the Supervisory Board to settle the consolidated text of the Bank's
Articles of Association**

Par. 1

Acting under art. 430 Par. 5 of the Commercial Companies' Code, the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby authorises the Supervisory Board to settle the consolidated text of the amended Articles of Association of the Bank.

Par. 2

This Resolution shall come into force upon adoption.

JUSTIFICATION

According to the letter referenced in the resolution, the General Meeting should authorise the Supervisory Board to settle the consolidated text of the amended Articles of Association. The Supervisory Board may execute such approval only after the amendments are registered.

**Resolution No. /2021
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2021
on the appointment of to the Supervisory Board of the 11th 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. 27/2020 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 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 11th 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. 27/2020 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. /2021
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2021
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. 27/2020 of Ordinary 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. 30/2019 and from 33/2019 through to 35/2019 of of BOŚ S.A. Ordinary General Meeting of 18 June 2019 as well as Resolution 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 No. 6/2020, No. 7/2020 of BOŚ SA Extraordinary General Meeting of 19 October 2020 and Resolution No. of Extraordinary General Meeting of 30 March 2021 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. 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. 27/2020 of Ordinary 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. /2021
of Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2021
on Bank Ochrony Środowiska S.A.'s incurrence of costs of convening and holding of
the Extraordinary General Meeting of BOŚ S.A. on 30 March 2021**

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.