

Announcement of Bank Ochrony Środowiska Spółka Akcyjna on Convening an Extraordinary 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. Extraordinary 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, in relation to Art. 398 Of the Commercial Companies' Code and in relation to Par. 9 Sections 1, 5 and 8 of the Bank's Articles of Association, hereby convenes an Extraordinary General Meeting (EGM) on the day of 14 October 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 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.

II. PROCEDURES FOR PARTICIPATION IN 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 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 EGM. 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 22 September 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 EGM, 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 General Meeting, i.e. no later than on 26 September 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 General Meeting or issues which are to be included into the meeting agenda prior to the date of the 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 General Meeting have the right to submit, to BOŚ S.A. Management Board, prior to the date of the General Meeting, draft resolutions on issues included in the EGM 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 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 EGM, 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 EGM, 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 General Meeting.

Under art. 401 Par. 5 of the CCC each Shareholder entitled to participate in the General Meeting has the right to submit, during the EGM, 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 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 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 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 EGM 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 EGM.
- 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 General Meeting.

If a proxy at the 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 General Meeting using means of electronic communication

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

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

The Bank does not provide for a possibility to speak during the 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 GENERAL MEETING

The date of registration of participation in the Bank's General Meeting is the day sixteen days prior to the date of the Ordinary General Meeting, i.e. 28 September 2020.

IV. INFORMATION ON THE RIGHT TO PARTICIPATE IN 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 EGM, i.e. on 28 September 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 EGM, no later than on the first business day upon registration, i.e. no later than on 29 September 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 EGM.

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

2. The list of Shareholders authorised to participate in the EGM 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 General Meeting.

Three business days prior to the EGM date, i.e. on 9 October 2020, the list of the Shareholders authorised to participate in the EGM 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 EGM 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 EGM 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 General Meeting, along with draft resolutions, from the day of calling the 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 7 October 2020 the Shareholder entitled to participate in the 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 Extraordinary 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 General Meeting shall commence on 14 October 2020 at 9:00am, directly in front of the meeting hall.