

**DRAFTS OF RESOLUTIONS
FOR ORDINARY GENERAL MEETING
OF BANK OCHRONY ŚRODOWISKA SPÓŁKA AKCYJNA
CONVENED ON XX JUNE 2020**

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the election of the Chair of the 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 for General Meetings of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects to be the Chair of this General Meeting.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

The Chair shall be elected by secret ballot during the Ordinary 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 Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the election of the Secretary of the General Meeting**

Par. 1

Acting under Par. 8 Section 1 of the Rules for the General Meetings of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects to be the Secretary of the General Meeting.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

The Secretary of the General Meeting shall be elected by secret ballot during the Ordinary General Meeting in accordance with Par. 8 Section 1 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 Ordinary 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 Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the following agenda of the General Meeting:

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's Report on Bank Ochrony Środowiska S.A. Capital Group's activity in 2019 along with the Management Board's 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's 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's Report on Bank Ochrony Środowiska S.A. Capital Group's activity in 2019 along with the Management Board's 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's 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 assessment of collective suitability of 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 adoption 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.

This resolution shall come into force upon adoption.

JUSTIFICATION:

The General Meeting debates in accordance with the approved meeting agenda. In accordance with Art. 404 Par. 1 of the Commercial Companies Code issues not included in the meeting agenda shall be subject of adopted resolutions, unless the entire share capital is represented at the General Meeting and none of the present participants files an objection to adoption of such a resolution. Resolution of a formal nature.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the approval of the Management Board's Report on the Activities of the Capital
Group of Bank Ochrony Środowiska S.A. in 2019 including Management Board's
Report on the Activities of Bank Ochrony Środowiska S.A.**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 1 and art. 395 Par. 5 of the Commercial Companies Code, in relation to Par. 10 subpara. 1 and 2 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the Report on the Activity of Bank Ochrony Środowiska S.A. in 2019 including the Management Board's Report on activity of Bank Ochrony Środowiska S.A.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION:

In accordance with art. 395 Par. 2 item 1 of the Commercial Companies Code one of the subjects of the Ordinary General Meeting's sittings is consideration and approval of the Management Board's Report on the activity of the Company. In accordance with art. 55 section 2a of the accounting act, the report on the activity of a capital group may be drawn along with the report on the activity of the parent company as one report. Using this right, the Bank has drawn one report comprising the description of the activity of the Capital Group of Bank Ochrony Środowiska S.A.

According to art. 49b section 1 of the accounting act, the Bank included, in the report on activity, a statement on non-financial information as a separate part.

The Management Board's report on the activity of the Capital Group of Bank Ochrony Środowiska S.A. in 2019 was publicised in the annual report (R/2019 and RS/2019) on 17 March 2020 along with the assessment of the Supervisory Board drawn in accordance with Par. 70 section 1 Item 14 and Par. 71 section 1 item 12 of the Finance Minister's Regulation of 29 March 2018 on current and periodic information presented by issuers of securities and on the terms of acceptance as equivalent of information required by the laws of a non-member state.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the approval of the financial statement of Bank Ochrony Środowiska S.A.
for the year ended 31 December 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 1 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the financial statement of Bank Ochrony Środowiska S.A. for the year ended 31 December 2019, opinionated by a chartered accountant, consisting of:

- 1) profit and loss account for the financial year ending 31 December 2019, revealing the net profit of eighty million six hundred and two thousand PLN (80,662,000 PLN);
- 2) total income statement for the financial year ending 31 December 2019, revealing the net profit of seventy million nine hundred and sixty-seven thousand PLN (70,967,000 PLN);
- 3) financial condition statement as of 31 December 2019, which on the assets and liabilities side reveals the amount of eighteen billion three and hundred twenty-nine million three hundred and ninety-seven thousand PLN (18,329,397 PLN);
- 4) statement on amendments to share capital for the financial year ending 31 December 2019 revealing an increase of share capital by the amount of seventy-one million and thirty-two thousand PLN (71,032 PLN);
- 5) cash flow statement for the financial year ending 31 December 2019 revealing a decrease of net cash balance by the amount of forty-eight million nine hundred and forty-seven thousand PLN (48,947,000 PLN);
- 6) accounting policies and additional explanatory notes.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION:

In accordance with art. 395 Par. 2 item 1 of the Commercial Companies Code one of the subjects of the Ordinary General Meeting's sittings is consideration and approval of the financial statement for the past financial year.

The financial statement of Bank Ochrony Środowiska S.A. for the period from 1 January through 31 December 2019 was publicised in the annual report (R/2019) on 17 March 2020 along with the assessment of the Supervisory Board drawn in accordance with Par. 70 section 1 Item 14 and Par. 71 section 1 item 12 of the Finance Minister's Regulation of 29 March 2018 on current and periodic information presented by issuers of securities and on the terms of acceptance as equivalent of information required by the laws of a non-member state.

Supervisory Board's Opinion

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the approval of consolidated financial statement
of Bank Ochrony Środowiska S.A. Capital Group
for the year ended 31 December 2019.**

Par. 1

Acting under art. 395 Par. 5 of the Commercial Companies Code, in relation to Par. 10 subpara. 2 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the consolidated financial statement of Bank Ochrony Środowiska S.A. Capital Group for the year ended 31 December 2019, consisting of:

- 1) consolidated profit and loss account for the financial year ending 31 December 2019, revealing the net profit of seventy-one million nine hundred and ninety-four thousand PLN (71,994,000 PLN);
- 2) consolidated total income statement for the financial year ending 31 December 2019, revealing the net profit of sixty-two million two hundred and ninety-nine thousand PLN (62,299,000 PLN);
- 3) consolidated financial condition statement as of 31 December 2019, which on the assets and liabilities side reveals the amount of eighteen billion four hundred and eighty-six million nine hundred and ninety-seven thousand PLN (18,486,997,000 PLN);
- 4) consolidated statement on amendments to share capital for the financial year ending 31 December 2019 revealing an increase of share capital by the amount of sixty-two million three hundred and sixty-four thousand PLN (62,364,000 PLN);
- 5) consolidated cash flow statement for the financial year ending 31 December 2019 revealing a decrease of net cash balance by the amount of seven hundred and forty-five million five hundred and sixty-six thousand PLN (45,566,000 PLN);
- 6) accounting policies and additional explanatory notes.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION:

According to art. 395 Par. 5 of the Commercial Companies Code one of the subjects of the Ordinary General Meeting's sittings may also be consideration and approval of the financial statement of the capital group, as defined in the Accounting Act and other issues specified in Par. 2.

The consolidated financial statement of Bank Ochrony Środowiska S.A. Capital Group for the period from 1 January through 31 December 2019 was publicised in the annual report (RS/2019) on 17 March 2020 along with the assessment of the Supervisory Board drawn in accordance with Par. 70 section 1 Item 14 and Par. 71 section 1 item 12 of the Finance Minister's Regulation of 29 March 2018 on current and periodic information presented by issuers of securities and on the terms of acceptance as equivalent of information required by the laws of a non-member state.

Supervisory Board's Opinion

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the distribution of Bank's net profit for 2018**

Par. 1

Acting under art. 395 Par. 2 (2) of the Commercial Companies Code, in relation to Par. 10 subpara. 3 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby allocates Bank's net profit generated in the period of 1 January through 31 December 2019 in the amount of eighty million six hundred and sixty-one thousand seven hundred and fifty-seven zlotys 23 grosz (80,661,757.23 PLN) in total for the reserve capital.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to art. 395 Par. 2 Item 2, in relation to Par. 9 subpara. 4 item 2 of the Bank's Articles of Association, one of the subjects of the Ordinary General Meeting's sitting should be adoption of a resolution on the distribution of profit or loss coverage. Under Par. 10 Item 3, in relation to Par. 20 subpara. 11 item 9 of the Bank's Articles of Association, the profit is distributed by the General Meeting by consideration of the Management Board's motion for profit distribution, evaluated by the Supervisory Board.

Opinion of Supervisory Board

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval to
Mr Bogusław Adam Białowas
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, taking into account the Bank Ochrony Środowiska S.A. Supervisory Board's positive reassessment of individual liability, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Bogusław Adam Białowas, Bank Management Board President, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval to
Mr Arkadiusz Garbarczyk
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, taking into account the Bank Ochrony Środowiska S.A. Supervisory Board's positive reassessment of individual liability, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Arkadiusz Garbarczyk, First Vice President of the Management Board, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval to
Mr Konrad Raczkowski
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Konrad Raczkowski, Bank Management Board Vice President, a vote of approval for the fulfilment of duties during the period from 1 January through 18 June 2019.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval to
Mr Jerzy Waclaw Zań
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Jerzy Waclaw Zań, Bank Management Board Vice President, a vote of approval for the fulfilment of duties during the period from 4 November through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval to
Mr Stanisław Ślżak
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Stanisław Ślżak, Bank Management Board Member, delegated to temporarily perform Bank Management Board Member duties from 18 June through 18 September 2019 and from 20 September through 3 November 2019, a vote of approval for the fulfilment of duties during the period from 18 June through 18 September 2019 and from 20 September through 3 November 2019.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the approval of BOŚ S.A. Supervisory Board's Report on 2019 activity**

Par. 1

Acting under art. 382 Par. 3 of the Commercial Companies Code and Par. 10 subpara. 4 of the Articles of Association of Bank Ochrony Środowiska S.A. the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the Bank Ochrony Środowiska S.A. Supervisory Board's Report on 2019 Activity.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to art. 382 Par. 3 of the Commercial Companies Code, special duties of the Supervisory Board include evaluation of the management board's report on the company's activity and financial statement for the past financial year and management board's request regarding profit distribution or loss coverage as well as presenting the general meeting an annual written report on the results of that evaluation. Further, according to Par. 10 subpara. 4 of the Articles of Association, the competence scope of the General Meeting includes consideration and approval of the Supervisory Board's report on activity. The report on BOŚ S.A. Supervisory Board's 2019 activity is considered and approved by the General Meeting in accordance with Par. 10 point 4 of the Bank's Articles of Association. The report has been drawn in compliance with rules II.Z.10.1., II.Z.10.2, II.Z.10.3 and II.Z.10.4 of "Good Practices of Companies Listed on WSE 2016", meaning it includes an assessment of the Bank's condition, including assessment of internal control, risk management, compliance systems and internal audit functions, assessment of the manner in which the company fulfils its informational obligations regarding application of corporate governance rules, as well as assessment of rationality of Bank's sponsoring and charity policies.

Supervisory Board's Opinion

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval to
Mr Wojciech Piotr Wardacki
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Mr Wojciech Piotr Wardacki fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Mr Wojciech Piotr Wardacki, the Supervisory Board Chairman,

a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Mr Andrzej Grzegorz Matysiak
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Mr Andrzej Grzegorz Matysiak fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Mr Andrzej Grzegorz Matysiak, Supervisory Board Vice Chairman during the period from 1 January through 18 June 2019 and Supervisory Board Secretary during the period from 18 June through 31 December 2019, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Ms Katarzyna Danuta Lewandowska
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A.

hereby confirms that Ms Katarzyna Danuta Lewandowska fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Ms Katarzyna Danuta Lewandowska, Supervisory Board Vice Chair, a vote of approval for the fulfilment of duties during the period from 18 June through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Mr Emil Stanisław Ślązak
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Mr Emil Stanisław Ślązak fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Mr Emil Stanisław Ślązak, Supervisory Board Secretary during the period from 1 January through 18 June 2019, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Ms Iwona Beata Duda
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank

Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Ms Iwona Beata Duda fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Ms Iwona Beata Duda, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Ms Janina Kazimiera Goss
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Ms Janina Kazimiera Goss fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Ms Janina Kazimiera Goss, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Mr Piotr Sadownik
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank

Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Mr Piotr Sadownik fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Mr Piotr Sadownik, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Mr Marian Szulucha
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Marian Szulucha, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 18 June 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Mr Dariusz Józef Wasilewski
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Dariusz Józef Wasilewski, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 18 June 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Ireneusz Purgacz
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Mr Ireneusz Purgacz fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Mr Ireneusz Purgacz, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 18 June through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Radosław Paweł Rasała
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Mr Radosław Paweł Rasała fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Mr Radosław Paweł Rasała, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 18 June through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on granting the vote of approval
to Paweł Sałek
for the fulfilment of duties in 2019**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby confirms that Mr Paweł Sałek fulfils the requirements set forth in Art. 22aa of the Banking Act and grants to Mr Paweł Sałek, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 18 June through 31 December 2019.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.

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

Acting under Par. 10 point 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 and of Supervisory Board Members of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2018, under art. 22aa of the Banking Act of 29 August 1997, the Ordinary General Meeting of Bank Ochrony Środowiska S.A., taking into account the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. resolves the following:

Par. 1

The Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby assesses that the Supervisory Board, as a collective management body, holds proper knowledge, skills and experience allowing understanding of actions undertaken by the Bank, including key risks.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to the provisions of Par. 10 point 7 of the Bank's Articles of Association and Par. 6 section 1 item 2 and 3 items 2 and 3 of "Policy of assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2018 under art. 22aa of the Banking Act of 29 August 1997, adopted in the Bank, Bank's General Meeting conducts assessment of collective suitability of the Supervisory Board, taking into account the proposal of collective suitability of Supervisory Board made by the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020**

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."

Acting under Par. 10 point 7 of the Bank's Articles of Association, in relation to art. 22aa of the Banking Act of 29 August 1997 (Journal of Laws of 2019, item 2357) and in accordance with the joint guidelines of the European Securities and Markets Authority and the European Banking Authority of 21 March 2018 on the assessment of the suitability of members of the management body and key function holders, resolves the following:

Par. 1

The Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby adopts the "Policy of assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of Bank Ochrony Środowiska S.A." the wording of which has been included in an Appendix hereto.

Par. 2

Bank Ochrony Środowiska S.A. General Meeting's Resolution No. 27/2018 of 19 June 2018 on the introduction of the "Policy of assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of Bank Ochrony Środowiska S.A." shall be repealed.

Par. 3

This resolution shall come into force upon adoption.

JUSTIFICATION

The obligation to perform assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of a collective management body arises from art. 22aa of the Banking Act and is compliant with the joint guidelines of the European Securities and Markets Authority and the European Banking Authority of 21 March 2018 on the assessment of the suitability of members of the management body and key function holders.

The submitted draft of the Policy for the assessment of suitability has been drawn in accordance with the "Methodology of assessment of suitability of members of the management bodies of entities supervised by the Financial Supervision Authority" issued in January 2020 by the Financial Supervision Authority.

The draft of the "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." along with the draft of the Ordinary General Meeting's Resolution was obtained a positive opinion of the Supervisory Board on 13 May 2020.

**Resolution No. /2020
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2020
on the adoption of the "Policy of Remuneration of Bank Ochrony Środowiska S.A.
Supervisory Board Members and Management Board Members"**

Acting under art. 90d section 1 of the Act on public procurement and terms of introducing financial instruments into the organized turnover and on public companies ("Act"), the following is hereby resolved:

Par. 1

The General Meeting of Bank Ochrony Środowiska S.A. hereby adopts the "Policy of Remuneration of Bank Ochrony Środowiska S.A. Supervisory Board Members and Management Board Members" ("Policy"), the wording of which has been included in an Appendix hereto.

Par. 2

Acting under art. 90d section 1 of the Act, the General Meeting hereby authorises the Supervisory Board to introduce more precision regarding the components of the Policy regarding:

- 1) description of fixed and variable remuneration components (including monetary and non-monetary benefits which may be awarded to the Management Board Members);
- 2) clear, diverse and comprehensive criteria for financial and non-financial results related to the awarding of variable remuneration components, including criteria for consideration of social interest, Bank's contribution to environment protection and undertaking actions to prevent and eliminate negative social consequences of Bank's operations;
- 3) information on payment deferment periods and possibilities for the Bank to demand payback of variable remuneration components;
- 4) determination of periods during which one becomes eligible for receiving remuneration in the form of financial instruments, rules for disposal of financial instruments and explanation of how financial instrument remuneration granted contributes to the execution of the Bank's business strategy, long-term interest and stability, within the boundaries set forth in the Policy and arising from art. 9ca sections 1 and 2 of the Banking Act, Chapter 3 of Finance Minister's Ordinance of 6 March 2017 on the risk management system and internal audit system, remuneration policy and internal audit system, remuneration policy and detailed manner of estimating internal capital in banks, Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019 amending Regulation (EU) No 575/2013 as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements, and

Regulation (EU) No 648/2012 and Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 amending Directive 2013/36/EU as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures

Par. 3

This resolution shall come into force upon adoption.

JUSTIFICATION

Act of 16 Oct. 2019 amending the act on public procurement and terms of introducing financial instruments into the organized turnover and on public companies and selected other acts introduced new requirements for the Policy of remuneration of supervisory board and management board members. The amended act:

- 1) *provides that the general meeting of a company shall adopt, through a resolution, a policy of remuneration of management board and supervisory board members,*
- 2) *defines the basic requirements which the new regulation must fulfil,*
- 3) *provides for obligations regarding the publication of the new regulation.*

The new "Policy of Remuneration of Bank Ochrony Środowiska S.A. Supervisory Board Members and Management Board Members" address the introduced regulatory changes.

The Supervisory Board granted its positive opinion on the draft of the "Policy of Remuneration of Bank Ochrony Środowiska S.A. Supervisory Board Members and Management Board Members" on 21 May 2020.

The Supervisory Board granted its positive opinion on the draft of the Ordinary General Meeting's Resolution on the adoption of the "Policy of Remuneration of Bank Ochrony Środowiska S.A. Supervisory Board Members and Management Board Members" on 13 May 2020.

**Resolution No. /2019
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.
of 2019
on assessment of the Remuneration Policy
of Bank Ochrony Środowiska Spółka Akcyjna in 2019**

Par. 1

Acting under Par. 28 section 4 of the Corporate Governance Rules for Supervised Institutions, in relation to Par. 10 point 15 of the Articles of Association of Bank Ochrony Środowiska S.A., upon consideration of the report, presented by the Supervisory Board, following the assessment of functioning of the Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. assesses that the Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna favours the development and safety of Bank's operations.

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

According to Par. 28 section 3 of the Corporate Governance Rules for Supervised Institutions issued by the Financial Supervision Authority (KNF) the supervising authority prepares and presents, to the deciding authority, once a year, a report on the assessment of functioning of the remuneration policy in the supervised institution. Therefore, the Supervisory Board of Bank

Ochrony Środowiska Spółka Akcyjna conducted an assessment of functioning of the Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna in 2019 and the results of this assessment were presented in the Report on the assessment of functioning of Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna in 2019, included in Appendix 2 to Bank Ochrony Środowiska S.A. Supervisory Board's Report on 2019 Activity. According to Par. 28 section 4 of the Corporate Governance Rules for Supervised Institutions the Ordinary General Meeting of Bank Ochrony Środowiska S.A. assesses whether the adopted Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna favours the development and safety of Bank's operations. In 2019 the Bank followed the Remuneration Policy favouring the development and safety of Bank's operations through execution of decisions and accomplishment of goals set to ensure long-term growth of shareholder value and stability of the company's functioning.

Supervisory Board's Opinion

Bank Supervisory Board – during the meeting held on 13 May 2020 – granted its positive opinion on the draft of this resolution.