

**RB 26/2013 Convocation of an Annual General Meeting of BOŚ S.A. to be held 20 June 2013** – announced 24 May 2013

In fulfilment of provisions of § 38 subpara. 1 points 1 and 2 of the Regulation of the Minister of Finance of 19 February 2009 on current and interim reports published by issuers of securities and conditions deemed equivalent to information required under regulations of a non-member state, the Management Board of Bank Ochrony Środowiska S.A. with registered seat in Warsaw, convenes hereby an Annual General Meeting of the Bank to be held at 11:00 on 20 June 2013, in Warsaw at the address **ul. Żelazna No. 32** (entrance from the Sienna street).

**Meeting Agenda:**

1. Opening the General Meeting.
2. Appointing the Chairman of the General Meeting.
3. Stating the legitimacy of convocation of the General Meeting and the capacity thereof to pass resolutions.
4. Appointing the Secretary of the General Meeting.
5. Adopting the agenda.
6. Presenting the Management Board Bank activity report for 2012 and the Bank financial statements for the period from 1 January 2012 to 31 December 2012.
7. Presenting the Management Board BOŚ S.A. Group activity report for 2012 and the BOŚ S.A. Group consolidated financial statements for the period from 1 January 2012 to 31 December 2012.
8. Presenting a motion on Bank 2012 profit distribution.
9. Presenting an Activity Report of the Supervisory Board and its committees in 2012.
10. Discussion.
11. Adopting resolutions regarding the following matters:
  - a) approving the Management Board Bank activity report for 2012,
  - b) approving the Bank financial statements for the period from 1 January 2012 to 31 December 2012,
  - c) approving the Management Board BOŚ S.A. Group activity report for 2012,
  - d) approving the BOŚ S.A. Group consolidated financial statements for the period from 1 January 2012 to 31 December 2012,
  - e) approving the Bank 2012 profit distribution,
  - f) granting members of the Bank Management Board the vote of approval for performance of duties in 2012,
  - g) approving the Activity Report of the Supervisory Board and its committees in 2012,
  - h) granting members of the Bank Supervisory Board the vote of approval for performance of duties in 2012.
12. Adopting resolutions regarding appointment of members of the Supervisory Board of the 9th term of office.
13. Presenting a draft text and passing a resolution on Bank Ochrony Środowiska S.A. compliance with corporate governance rules set out in the „Code of Best Practice for WSE Listed Companies”.

14. Presenting a draft text and passing a resolution on acquisition of BOŚ S.A. shares for the purpose of offering them to persons holding managerial positions at the Bank having significant impact on the Bank's risk profile.
15. Presenting a draft text and passing a resolution on disposal of usufruct interest in the Bank real property situated in Warsaw at the address Aleja Jana Pawła II.
16. Closing the General Meeting.

## **Appendix**

### **The Management Board of Bank Ochrony Środowiska S.A. announcement of the convocation of an Annual General Meeting**

Bank Ochrony Środowiska Spółka Akcyjna seated in Warsaw, Al. Jana Pawła II 12, 00-950 Warszawa, registered in the District Court for the Capital City of Warsaw, 12<sup>th</sup> Business Division of the National Court Register under entry no. KRS 0000015525; entered into the register on 4 June 2001, hereby provide, according to art. 402<sup>2</sup> of the Commercial Companies' Code, information concerning an Annual General Meeting of BOŚ S.A.

#### **I. DATE, TIME AND PLACE OF THE GENERAL MEETING AND DETAILED MEETING AGENDA**

The Management Board of Bank Ochrony Środowiska Spółka Akcyjna („BOŚ S.A.”) acting pursuant to provisions of art. 399 § 1, art. 402<sup>1</sup>, art. 402<sup>2</sup>, in connection with art. 395 § 1 of the Code of Commercial Companies, and in connection with § 9 subparas 1 and 2 of the Articles of Association of the Bank, convenes hereby an Annual General Meeting („AGM”) to be held at 11<sup>00</sup> on 20 June 2013, in Warsaw at the address **ul. Żelazna No. 32** (entrance from the Sienna street).

#### **Meeting Agenda:**

1. Opening the General Meeting.
2. Appointing the Chairman of the General Meeting.
3. Stating the legitimacy of convocation of the General Meeting and the capacity thereof to pass resolutions.
4. Appointing the Secretary of the General Meeting.
5. Adopting the agenda.
6. Presenting the Management Board Bank activity report for 2012 and the Bank financial statements for the period from 1 January 2012 to 31 December 2012.
7. Presenting the Management Board BOŚ S.A. Group activity report for 2012 and the BOŚ S.A. Group consolidated financial statements for the period from 1 January 2012 to 31 December 2012.
8. Presenting a motion on Bank 2012 profit distribution.
9. Presenting an Activity Report of the Supervisory Board and its committees in 2012.
10. Discussion.
11. Adopting resolutions regarding the following matters:
  - a) -approving the Management Board Bank activity report for 2012,
  - b) approving the Bank financial statements for the period from 1 January 2012 to 31 December 2012,

- c) approving the Management Board BOŚ S.A. Group activity report for 2012,
  - d) approving the BOŚ S.A. Group consolidated financial statements for the period from 1 January 2012 to 31 December 2012,
  - e) approving the Bank 2012 profit distribution,
  - f) granting members of the Bank Management Board the vote of approval for performance of duties in 2012,
  - g) approving the Activity Report of the Supervisory Board and its committees in 2012,
  - h) granting members of the Bank Supervisory Board the vote of approval for performance of duties in 2012.
12. Adopting resolutions regarding appointment of members of the Supervisory Board of the 9th term of office.
  13. Presenting a draft text and passing a resolution on Bank Ochrony Środowiska S.A. compliance with corporate governance rules set out in the „Code of Best Practice for WSE Listed Companies”.
  14. Presenting a draft text and passing a resolution on acquisition of BOŚ S.A. shares for the purpose of offering them to persons holding managerial positions at the Bank having significant impact on the Bank’s risk profile.
  15. Presenting a draft text and passing a resolution on disposal of usufruct interest in the Bank real property situated in Warsaw at the address Aleja Jana Pawła II.
  16. Closing the General Meeting.

## **II. INFORMATION ON PARTICIPATION IN BOŚ SA ANNUAL GENERAL MEETING**

### **1. The shareholder's right to demand specific matters to be included in the agenda of the Annual General Meeting and to submit drafts of resolutions:**

- 1) Under art. 401 § 1 Commercial Companies' Code, BOŚ SA shareholder/s representing at least one twentieth of the share capital has the right to demand specific matters to be included in the AGM agenda. The demand should include a justification or the draft of the resolution on the proposed item of the agenda. This demand should be submitted to the Management Board of BOŚ S.A. in writing, to 31 May 2013 at the following address: ul. Żelazna 32, 00-832 Warszawa (entrance from the Sienna street) or by electronic means sent to the address of [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

As of the demand submission date, the shareholder/s should demonstrate the possession of the relevant number of the shares and attach to the demand a certificate of the right to participate in the AGM and in the case of shareholders that are legal persons or personal companies, confirm, by presenting the current and valid extract of the KRS (National Court Register), their right to act on behalf of the entity. These documents must be submitted to the Management Board in writing, at the BOŚ S.A. at the following address: ul. Żelazna 32, 00-832 Warszawa (entrance from the Sienna street) in hours 8<sup>00</sup> – 16<sup>00</sup> or sent by electronic means to the address of [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl) in the PDF format.

- 2) Under art. 401 § 4 Commercial Companies' Code, the shareholder/s representing at least one twentieth of the share capital authorised to participate in the Annual General Meeting, has/have the right to submit to the

Bank Management Board, prior to the general meeting date, drafts of resolutions on matters included in the AGM agenda or matters which are to be included in the meeting agenda. The drafts should be submitted to the Management Board in writing at the Bank at the address: ul. Żelazna 32, 00-832 Warszawa or sent by electronic means to the address off [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl) in the PDF format.

As of the demand submission date, the shareholder/s should demonstrate the possession of the relevant number of the shares and attach to the demand a certificate of the right to participate in the AGM and in the case of shareholders that are legal persons or personal companies, confirm, by presenting the current and valid extract of the KRS (National Court Register), their right to act on behalf of the entity. These documents must be submitted to the Management Board, in writing before the date of the AGM, at the Bank, at the following address: ul. Żelazna 32, 00-832 Warszawa or sent by electronic means to the address of [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl) in the PDF format.

- 3) Under Art. 401 § 5 Commercial Companies' Code each shareholder authorised to participate in the Annual General Meeting may, during the AGM, submit drafts of resolutions on matters included in the meeting agenda.

## **2. Fashion of execution of the right to vote by a proxy**

- 1) a shareholder who is a natural person may participate in the Annual General Meeting and execute their right to vote in person or via a proxy. A shareholder who is not a natural person may participate in the Annual General Meeting and execute their right to vote via a person authorised to submit declarations of will on behalf of that person or via a proxy.

The power of proxy to be valid must be, drawn up in writing and submitted to the company or granted by electronic means. The form of the template of the power of proxy allowing the execution of the right to vote by a proxy is available at the Bank's web site: [www.bosbank.pl](http://www.bosbank.pl) in the tab „Walne Zgromadzenie” (General Meeting). The proxy is not obligated to vote using this form.

The Bank should be notified of the granting of the power of proxy by electronic means no later than up to 3 p.m. on the working day preceding the AGM, ie 19 June 2013, by electronic mail at the address of [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl), by sending a scanned form of the power of proxy signed by the shareholder or, in the case of shareholders who are not natural persons, by those authorised to represent the shareholder. Notification of the granting proxy in electronic form shall contain the name or the name of the principal, his phone number and e-mail address and the name or the name of the proxy, the telephone number and email address.

Additionally, the following items should be sent: a scanned image of the ID or passport (with the identification data) of the proxy who is a natural person, a scanned image of the extract of a register relevant for the proxy who is a legal person or an organisational unit without legal personality and the electronic mail address for communicating with the shareholder or his proxy.

If the proxy or text documenting granting a proxy which is written in a language other than Polish, it is necessary to submit to the Bank a certified translation of documents into Polish.

A proxy may exercise all rights of the shareholder at the general meeting, unless otherwise stated in the proxy.

The Bank Management Board also informs that upon granting of a power of proxy in accordance with the instruction on the voting fashion, the Bank shall not verify whether the proxies execute the right to vote in compliance with the instructions received from the shareholders.

- 2) The Bank shall undertake relevant actions to identify the shareholder and the proxy to verify the validity of the power of proxy granted by electronic means. This verification may involve, in particular, a return question, via e-mail or telephone, addressed to the shareholder and/or proxy to confirm the fact of granting the power of proxy and its scope. The Bank hereby reserves that in such a case the lack of response to the questions asked during this verification shall be deemed the lack of possibility to verify the granting of the power of proxy and shall constitute the grounds for refusing to allow the proxy to participate in the AGM.
- 3) The right to represent a shareholder who is not a natural person should arise from the extract of the relevant register presented during the drawing up of the attendance list (extract submitted as the original document or a copy authenticated against the original and signed by a notary public), or a series of powers of proxy, if necessary.  
The person/s granting the power of proxy on behalf of a shareholder who is not a natural person, must be specified in the current and valid extract of the relevant register.
- 4) A member of the Bank Management Board or a Bank employee may be proxies of shareholders at the Annual General Meeting.  
If a proxy at the Annual General Meeting is a member of the Bank Management Board, member of the Bank Supervisory Board, employee or member of authorities or an employee of the Bank's subsidiary, the power of proxy may grant the right of representation only at one Annual General Meeting. The proxy is obligated to notify the shareholder of any circumstances indicating the existence of or a possibility of existence of a conflict of interest. Granting of a further power of proxy shall be excluded.
- 5) The proxy specified in item 4) shall vote in accordance with the instructions provided by the shareholder.

**3. The possibility and fashion of participation in the Annual General Meeting with the use of electronic communication means**

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

**4. The manner of speaking during the Annual General Meeting with the use of electronic communication means**

The Bank does not provide for a possibility to speak during the Annual General Meeting with the use of electronic communication means.

**5. Fashion of execution of the right to vote by mail or with the use of electronic communication means**

The Bank does not provide for a possibility to execute the right to vote by mail or with the use of electronic communication means.

**6. Day of registration of participation in the Annual General Meeting**

The day of registration of participation in the Annual General Meeting is the day of 4 June 2013.

## **7. Right to participate in the Annual General Meeting**

- 1) Persons authorised to participate in the AGM shall be the ones who:
  - sixteen days prior to the AGM date, i.e. on 4 June 2013 are the shareholders of BOŚ S.A. with the Bank's shares recorded on their securities accounts,
  - ask, no earlier than after the convening, between 24 May and 5 June 2013, the entity maintaining their securities accounts on which their Bank's shares are recorded, to issue a personal certificate of the right to participate in the AGM.

The shareholders are recommended to have this certificate on them during the AGM.

- 2) The list of shareholders authorised to participate in the AGM shall be determined on the basis of information obtained from the National Depository for Securities (KDPW), drawn up by the KDPW on the basis of personal certificates of the right to participate in the Annual General Meeting, issued by the entities maintaining their securities accounts.

Three working days prior to the AGM date, i.e. on 17 June 2013, the list of the shareholders authorised to participate in the AGM shall be displayed for viewing at the address of ul. Żelazna 32, Warszawa, between 8<sup>00</sup> am and 4<sup>00</sup> pm. The Bank Shareholder may demand that the list of the shareholders authorised to participate in the Annual General Meeting be sent to him, free of charge, by electronic mail upon giving his personal electronic mail address to which the list should be sent.

- 3) The shareholders shall be allowed to participate in the AGM upon presenting their identification document, while proxies – upon presenting their identification documents and the power of proxy granted in writing or by electronic means (the proxy should present a printout of the power of proxy document). Representatives of legal persons or personal companies should additionally present their current extracts from relevant registers, specifying people authorised to represent these entities.

## **III. ACCESS TO DOCUMENTATION**

1. Any and all information and documentation to be presented to the Annual General Meeting along with drafts of resolutions, from the day of calling the Annual General Meeting, according to art. 402<sup>1</sup> § 1 and art. 402<sup>3</sup> of the Commercial Companies' Code, shall be displayed at the Bank's web site [www.bosbank.pl](http://www.bosbank.pl) in the tab „Waine Zgromadzenie” (General Meeting).
2. From the day of 13 June 2013 the shareholder has the right to demand that extracts of applications concerning matters included in the meeting agenda be provided to him, under art. 407 § 2 of the Commercial Companies' Code.

The Management Board of Bank Ochrony Środowiska S.A. hereby informs that the registration of presence at the Meeting shall start on 20 June 2013, from 10<sup>00</sup> am, right in front of the meeting room.