

**Resolution No. 1/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing a Chairman of the General Meeting**

This Annual General Meeting of BOŚ S.A. hereby appoints Agnieszka Zając Chairman of the General Meeting.

The Supervisory Board Chairman declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 2/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing a Secretary of the General Meeting**

This Annual General Meeting of BOŚ S.A. hereby appoints Marek Cybulski Secretary of the General Meeting.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 3/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on adoption of the agenda**

The Annual General Meeting of BOŚ S.A. hereby adopts the following 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.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 4/2013  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 20 June 2013  
on approving the Management Board Bank activity report for 2012**

Acting pursuant to the provisions of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 1 and § 10 point 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. resolves to approve the Management Board Bank activity report for 2012 the Bank Management Board presented to Shareholders at the Annual General Meeting on 20 June 2013.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the

number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 5/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on approving the Bank financial statements**  
**for the period from 1 January 2012 to 31 December 2012**

Acting pursuant to the provisions of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies and pursuant to the provisions of art. 53 subpara. 1 of the Accounting Act, in connection with § 9 subpara. 4 point 1 i § 10 point 1 of the Bank Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to approve the audited financial statements of the Bank for the financial year 2012, which comprise:

- the income statement for the financial year 2012, showing a net profit of PLN 58 489 thousand;
- the comprehensive income statement for the financial year 2012, showing total income in the amount of PLN 90 047 thousand;
- the statement of financial position prepared to the date of 31 December 2012, with assets and liabilities representing the amount of PLN 16 784 706 thousand;
- the statement of changes in equity for the financial year 2012, showing an increase in equity in the amount of PLN 307 386 thousand;
- the cash flow statement for the financial year 2012 showing net inflows in the amount of PLN 1 525 738 thousand;
- the additional notes identifying the accounting standards applied and other explanations.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 6/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on approving the Management Board BOŚ S.A. Group activity report for 2012**

Acting pursuant to the provisions of art. 395 § 5 of the Code of Commercial Companies, in connection with § 10 point 2 of the Bank Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to approve the Management Board BOŚ S.A. Group activity report for 2012 the Bank Management Board presented to Shareholders at the Annual General Meeting on 20 June 2013.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 7/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on approving the BOŚ S.A. Group consolidated financial statements**  
**for the period from 1 January 2012 to 31 December 2012**

Acting pursuant to the provisions of art. 395 § 5 of the Code of Commercial Companies and art. 63c subpara. 4 of the Accounting Act, in connection with § 10 point 2 of the Bank Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to approve the audited financial statements of the Bank for the financial year 2012, which comprise resolves to approve the audited Bank Ochrony Środowiska Group consolidated financial statements of S.A. for the financial year 2012, which comprise:

- the consolidated income statement for the financial year 2012, showing a net profit of PLN 37 494 thousand;
- the consolidated comprehensive income statement for the financial year 2012, showing total income in the amount of PLN 71 277 thousand;
- the statement of financial position prepared to the date of 31 December 2012, with assets and liabilities representing the amount of PLN 16 876 740 thousand;
- the statement of changes in equity for the financial year 2012, showing an increase in equity in the amount of PLN 289 386 thousand;
- the cash flow statement for the financial year 2012 showing net inflows in the amount of PLN 1 521 401 thousand;
- the additional notes identifying the accounting standards applied and other explanations.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 8/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on approving the Bank 2012 profit distribution**

Acting pursuant to the provisions of art. 395 § 2 point 2 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 2 of the Bank Articles of Association, and Resolution No. 5/2013 of the Annual General Meeting of 20 June 2013 on approving the Bank financial statements for the period from 1 January 2012 to 31 December 2012, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to recognise the net profit of the Bank for 2012 in the amount of PLN 58 489 496.05 as, and post it with, capital surplus of the Bank.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 15.975.523 were votes „for”, 0 votes „against”, 739.356 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 9/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Mariusz Klimczak the vote of approval for**  
**performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant, **Mariusz Klimczak** President of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.711.379, of which: 16.711.379 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.711.379, which represents a percentual proportion of shares in share capital of 73,06%.

**Resolution No. 10/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Przemysław Lech Figarski the vote of approval for**  
**performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant, **Mr Przemysław Lech Figarski** Vice-President of the Bank Management Board, the vote of approval for performance of duties in the period of 2 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 11/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Adam Zbigniew Grzebieluch the vote of approval for**  
**performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant, **Mr Adam Zbigniew Grzebieluch** Vice-President of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the

number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 12/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Stanisław Kolasiński the vote of approval for performance of**  
**duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Stanisław Kolasiński**, Vice-President of the Bank Management Board, who served as First Deputy President of the Management Board from 17 July 2012 to 31 December 2012, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 13/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Krzysztof Wojciech Telega the vote of approval for**  
**performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant, **Mr Krzysztof Wojciech Telega** Vice-President of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 14/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on approving the Activity Report of the Supervisory Board and its committees**  
**in 2012**

Acting pursuant to the provisions of § 10 point 4 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. resolves to approve the Activity Report of the Supervisory Board and its committees in 2012 presented to Shareholders at the Annual General Meeting of the Bank on 20 June 2013.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 15/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Marcin Likierski the vote of approval for performance of duties**  
**in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Marcin Likierski**, Chairman of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 16/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Jacek Maciej Bajorek the vote of approval for performance of**  
**duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Jacek Maciej Bajorek**, Deputy Chairman of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 17 /2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Marian Adam Pigan the vote of approval for performance of**  
**duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles

of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr Marian Adam Pigan, Secretary Chairman of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 14 March 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.417.892 were votes „for”, 0 votes „against”, 296.987 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 18/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Adam Grzegorz Wasiak the vote of approval for performance of**  
**duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Adam Grzegorz Wasiak**, Secretary Chairman of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 14 March 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 19/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Józef Koziół the vote of approval for performance of duties in**  
**2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Józef Koziół**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.763, of which: 16.714.763 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.763, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 20/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Andrzej Kazimierz Kraszewski the vote of approval for**  
**performance of duties in 2012**



Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Andrzej Kazimierz Kraszewski**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 28 June 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.525, of which: 16.714.525 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.525, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 21/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Michał Juliusz Machlejd the vote of approval for**  
**performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Michał Juliusz Machlejd**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 22/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Marian Malicki the vote of approval for**  
**performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Marian Malicki**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 14 March 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.417.892 were votes „for”, 0 votes „against”, 296.987 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 23/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**

**on granting Mr Ryszard Ochwat the vote of approval for  
performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Ryszard Ochwat**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 24/2013  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 20 June 2013  
on granting Mr Krzysztof Władysław Rogala the vote of approval for  
performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Krzysztof Władysław Rogala**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 14 March 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.975.523, of which: 15.975.523 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.975.523, which represents a percentual proportion of shares in share capital of 69,84%.

**Resolution No. 25/2013  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 20 June 2013  
on granting Mr Janusz Marek Topolski the vote of approval for  
performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Janusz Marek Topolski**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 31 December 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 26/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on granting Mr Michał Jacek Wysocki the vote of approval for**  
**performance of duties in 2012**

Acting pursuant to the provisions of art. 395 § 2 point 3 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 3 and § 10 point 5 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to grant Mr **Michał Jacek Wysocki**, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2012 to 28 June 2012.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 27/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Jacek Maciej Bajorek**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Jacek Maciej Bajorek member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 28/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Józef Koziół**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Józef Koziół member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.763 were votes „for”, 0 votes „against”, 116 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 29/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**

**of 20 June 2013**  
**on appointing Andrzej Kazimierz Kraszewski**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Andrzej Kazimierz Kraszewski member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.975.523, of which: 15.975.523 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.975.523, which represents a percentual proportion of shares in share capital of 69,84%.

**Resolution No. 30/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Marcin Likierski**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Marcin Likierski member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 31/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Michał Juliusz Machlejd**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Michał Juliusz Machlejd member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 32/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Ryszard Ochwat**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Ryszard Ochwat member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 33/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Krzysztof Władysław Rogala**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Krzysztof Władysław Rogala member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 34/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Adam Grzegorz Wasiak**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Adam Grzegorz Wasiak member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 16.714.879 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 35/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on appointing Adam Aleksander Wojtaś**  
**member of the Supervisory Board for its 9th term**

Acting pursuant to the provisions of § 10 point 6 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to appoint Adam Aleksander Wojtaś member of the Supervisory Board for its 9th term.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.714.879, of which: 15.614.879 were votes „for”, 0 votes „against”, 1.100.000 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 36/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on Bank Ochrony Środowiska S.A. compliance with corporate governance**  
**rules set out in the „Code of Best Practice for WSE Listed Companies”**

1. Acting pursuant to provisions of § 10 point 15 of the Articles of Association of the Bank, and in connection with Resolution No. 19/1037/2012 of the Supervisory Board of the Warsaw Stock Exchange [Giełda Papierów Wartościowych w Warszawie S.A.] of 21 November 2012 approving amendments to „Code of Best Practice for WSE Listed Companies”, the Annual General Meeting of BOŚ S.A. resolves hereby to approve application by BOŚ S.A. of corporate governance rules set out in the „Code of Best Practice for WSE Listed Companies” attached as Appendix to the above-mentioned GPW Resolution, except for rules set out under point 5, point 9, point 12 in Part I and under point 10 in Part IV.
2. Resolution No. 28/2011 of the Annual General Meeting of BOŚ S.A. of 25 May 2011 on BOŚ S.A. compliance with corporate governance rules set out in the „Code of Best Practice for WSE Listed Companies” shall be repealed.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.417.892, of which: 15.678.536 were votes „for”, 0 votes „against”, 739.356 votes „abstained”, and also that the number of shares representing valid votes is 16.417.892, which represents a percentual proportion of shares in share capital of 71,77%.

**Resolution No. 37/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on acquisition of Bank Ochrony Środowiska 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**

Pursuant to provisions of art. 393 point 6 of the Code of Commercial Companies in connection with art. 362 § 1 point 2 and § 2 of the Code of Commercial Companies and art. 362 of the Code of Commercial Companies, the Annual General Meeting of BOŚ S.A. resolves hereby as follows:

1. To approve acquisition of the Bank’s own shares, in keeping with rules set out hereunder.
2. Acquisition shall not be allowed of shares other than fully covered shares of the Bank.
3. Acquisition shall comprise the Bank’s own shares in a number equal to not more than 0.13% of the total number of shares of the Bank, which is not more than 0.13% of the total number of votes at the General Meeting of BOŚ S.A. and of the authorised share capital of the Bank.

4. Acquisition of the Bank's own shares may be effected over a period not longer than up to and inclusive of 31 July 2013 or until the amount referred to under point 6 below has been exhausted.
5. Acquisition of the Bank's own shares may be effected at minimum price of not less than PLN 10 and maximum price not more than PLN 40 per share.
6. To the amount of PLN 1 154 000 is set aside for acquisition of the Bank's own shares, which price shall cover, in addition to the price of own shares, cost of acquisition thereof too.
7. Own shares the Bank has acquired may be set aside for offering to persons holding managerial positions at the Bank having significant impact on the Bank's risk profile within the meaning of Resolution No. 258/2011 Polish Financial Supervision Authority [KNF] of 4 October 2011 on detailed principles of functioning of the risk management system and internal control system and detailed conditions of internal capital assessment by banks and of reviewing the process of internal capital assessment and maintenance and the principles of determining the policy on variable components of remuneration of persons holding managerial positions at a bank.
8. Own shares the Bank has acquired but that have not been acquired by persons referred to under point 7 may be sold by the Bank not later than before lapse of one year from the date of acquisition.
9. The Bank Management Board shall be authorised to perform any factual and legal operations connected with the acquisition of own shares and operations referred to under points 7 and 8 above. In particular, under provisions of this resolution, the final number of shares, the price, and the date of acquisition of the shares shall be determined by the Bank Management Board.
10. In the event that members of the Bank Management Board should be party to operations referred to under point 7 above, authorisation set out under point 9 above to determine the final number of shares, the price, and the date of acquisition of the shares shall be transferred on the Bank Supervisory Board.
11. This resolution comes into force on the date of adoption.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.714.879, of which: 14.578.536 were votes „for”, 1.100.000 votes „against”, 1.036.343 votes „abstained”, and also that the number of shares representing valid votes is 16.714.879, which represents a percentual proportion of shares in share capital of 73,07%.

**Resolution No. 38/2013  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 20 June 2013  
on amendments to a draft General Meeting resolution  
on approving disposal of usufruct interest in the Bank real property  
situated in Warsaw at the address Aleja Jana Pawła II**

§ 1 of a draft resolution of the Annual General Meeting of Bank Ochrony Środowiska S.A. convened to be held on 20 June 2013 on approving disposal of usufruct interest in the Bank real property situated in Warsaw at the address Aleja Jana Pawła II shall be amended as follows:

1) subpara. 1 shall read:

“1. Approval be and is hereby given of disposal of a non-dwelling residential facility, which is a separate real property, situated in the Capital City of Warsaw Śródmieście borough at the address Aleja Jana Pawła II No. 12, of 5229.98 m<sup>2</sup> usable floor area, entered in the land and mortgage register under No. WA4M/00306265/5, complete with rights attached to the jointly owned real property comprising an interest equal to 2918053/10000000 of the land covered by usufruct right, which is plot No. 15/1 within cadastral parcel 5-03-08, surface area 2 202 m<sup>2</sup>, and part of the building and facilities which are not subject to exclusive and sole use by owners of the residential facility, entered in the land and mortgage register under No. WA4M/00139522/3, subject to subparas. 2 and 3.”,

2) in subpara. 3, the words “joint usufruct” shall be deleted.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 15.975.407, of which: 14.578.420 were votes „for”, 0 votes „against”, 1.396.987 votes „abstained”, and also that the number of shares representing valid votes is 15.975.407, which represents a percentual proportion of shares in share capital of 69,84%.

**Resolution No. 39/2013**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 20 June 2013**  
**on approving disposal of usufruct interest in the Bank real property**  
**situated in Warsaw at the address Aleja Jana Pawła II**

Pursuant to provisions of art. 393 point 4 of the Code of Commercial Companies, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves hereby as follows:

§ 1

1. Approval be and is hereby given of disposal of a non-dwelling residential facility, which is a separate real property, situated in the Capital City of Warsaw Śródmieście borough at the address Aleja Jana Pawła II No. 12, of 5229.98 m<sup>2</sup> usable floor area, entered in the land and mortgage register under No. WA4M/00306265/5, complete with rights attached to the jointly owned real property comprising an interest equal to 2918053/10000000 of the land covered by usufruct right, which is plot No. 15/1 within cadastral parcel 5-03-08, surface area 2 202 m<sup>2</sup>, and part of the building and facilities which are not subject to exclusive and sole use by owners of the residential facility, entered in the land and mortgage register under No. WA4M/00139522/3, subject to subparas. 2 and 3.

2. The Bank Management Board is hereby directed to carry out an economic viability analysis of every possible form of utilisation of the bank property situated in Warsaw at the address Aleja Jana Pawła II.

3. In the event that the analysis referred to under subpara. 2 should demonstrate disposal of the usufruct rights referred to under subpara. 1 to be the best solution economically, the Bank Management Board shall make a decision to dispose of said rights upon the Bank Supervisory Board expressing positive view of such decision.

§ 2

This resolution shall come into force on the date of adoption.



The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 15.975.407, of which: 14.578.420 were votes „for”, 0 votes „against”, 1.396.987 votes „abstained”, and also that the number of shares representing valid votes is 15.975.407, which represents a percentual proportion of shares in share capital of 69,84%.