

**Resolution No. 1/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on appointing a Chairman of the General Meeting**

This Annual General Meeting of BOŚ S.A. hereby appoints Wojciech Wiesław Nafalski 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 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 2/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**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 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No 3/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on adoption of Agenda**

The Annual General Meeting adopts the following Agenda:

1. Open the Meeting.
2. Choose the Chairman of the General Meeting.
3. Confirm the legality of calling the General Shareholders' Meeting and its capacity to pass resolutions.
4. Choose the of the Secretary of the General Meeting.
5. Adoption of the agenda.
6. Presentation of the Management Board Bank activity report for 2011 and the Bank financial statements for the period from 1 January 2011 to 31 December 2011.
7. Presentation of the Management Board BOŚ S.A. Group activity report for 2011 and BOŚ S.A. Group consolidated financial statements for the period from 1 January 2011 to 31 December 2011.
8. Presentation of a motion regarding the Bank profit distribution for 2011.

9. Presentation of the Bank Supervisory Board activity report for 2011 with a brief assessment of the Bank situation and an assessment of Supervisory Board activities in 2011.
10. Discussion.
11. Adoption of resolutions regarding the following matters:
  - a) approving the Management Board Bank activity report for 2011,
  - b) approving the Bank financial statements for the period from 1 January 2011 to 31 December 2011,
  - c) approving the BOŚ S.A. Group activity report for 2011,
  - d) approving the BOŚ S.A. Group consolidated financial statements for the period from 1 January 2011 to 31 December 2011,
  - e) the Bank profit distribution for 2011,
  - f) approving the discharge of duties individually by members of the Bank Management Board in 2011,
  - g) approving the Bank Supervisory Board activity report for 2011 with a brief assessment of the Bank situation and an assessment of Supervisory Board activities in 2011,
  - h) approving the discharge of duties individually by members of the Bank Supervisory Board in 2011.
12. Adoption of a resolution on the abolition of "Bank Ochrony Środowiska S.A. Workforce Fund".
13. Adoption of a resolution on amendments to the Articles of Association of the Bank.
14. Adoption of a resolution authorising the Supervisory Board to approve a consolidated text of the Articles of Association of the Bank.
15. Adoption of a resolution to amend Resolution No. 6/2011 of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. of 23 September 2011 on approval and determination of terms of a three-year options program directed to the Management Board and persons in management level positions at the Bank.
16. Changes in the Supervisory Board:
  - a. pass resolutions on the dismissing of members of the Supervisory Board,
  - b. pass resolutions on the appointment of members of the Supervisory Board.
17. Closing the meeting.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 4/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on approving the Management Board report on the Bank's activity in 2011**

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 Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to approve the Management Board report on the Bank's activity in 2011 laid before Shareholders by the Bank Management Board at the Annual General Meeting on 28 June 2012.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 5/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on approving the financial statements of the Bank**  
**for the period from 1 January 2011 to 31 December 2011**

Acting pursuant to the provisions of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies, and also pursuant to the provisions of art. 53 subpara. 1 of the Accounting Act, in connection with § 9 subpara. 4 point 1 and § 10 point 1 of the Articles of Association of the Bank, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to approve the audited financial statements of the Bank for the year 2011, containing:

- the income statement for the financial year 2011, with net profit amounting to 58 745 thousand zlotys;
- the statement of comprehensive income for the financial year 2011, with a total comprehensive income amounting to 74 874 thousand zlotys;
- the balance sheet as at 31 December 2011, with assets and liabilities representing the amount of 15 505 426 thousand zlotys;
- the statement of changes in equity for the financial year 2011, with a net increase in equity amounting to 74 874 thousand zlotys,
- the cash flow statement for the financial year 2011, with a net cash outflow amounting to 120 537 thousand zlotys;
- the summary of significant accounting policies and other explanatory notes.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 6/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on approving the BOŚ S.A. Group activity report for 2011**

Acting pursuant to the provisions of art. 395 § 5 point 1 of the Code of Commercial Companies, in connection with § 10 point 2 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to approve the BOŚ S.A. Capital Group activity report for 2011 laid before Shareholders by the Bank Management Board at the Annual General Meeting on 28 June 2012.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 7/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on approving the BOŚ S.A. Group consolidated financial statements  
for the period from 1 January 2011 to 31 December 2011**

Acting pursuant to the provisions of art. 395 § 5 of the Code of Commercial Companies, and also pursuant to the provisions of art. 63c subpara. 4 of the Accounting Act, in connection with and § 10 point 2 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. resolves to approve the audited consolidated financial statements of the BOŚ S.A. Group for the year 2011, containing:

- the consolidated income statement for the financial year 2011, with net profit amounting to 63 418 thousand zlotys;
- the consolidated statement of comprehensive income for the financial year 2011, with a total comprehensive income in the amount of 78 547 thousand zlotys;
- the consolidated statement of financial position as at the date of 31 December 2011, with assets and liabilities representing the amount of 15 637 117 thousand zlotys;
- the consolidated statement of changes in equity for the financial year 2011 with a net increase in equity amounting to 78 547 thousand zlotys;
- the consolidated cash flow statement for the financial year 2011, with a net cash outflow amounting to 117 229 thousand zlotys;
- the summary of significant accounting policies and other explanatory notes.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 8/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on the allocation of profit of 2011**

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 Articles of BOŚ S.A. and Resolution No. 5/2012 of the Annual General Meeting of 28 June 2012 on approving the financial statements of the Bank for the period of 1 January 2011 to 31 December 2011, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to allocate the net profit of the Bank of 2011 in the total amount of PLN 58 745 585,07 to recognise it with supplementary capital.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 9/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on granting Mr Mariusz Klimczak the vote of approval  
for performance of duties in 2011**

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 Mariusz Klimczak, President of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 10/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on granting Mr Adam Zbigniew Grzebieluch the vote of approval  
for performance of duties in 2011**

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 the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the

number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 11/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Stanisław Kolasiński the vote of approval**  
**for performance of duties in 2011**

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 the Bank Management Board, the vote of approval for performance of duties in the period of 15 December 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 12 /2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Jacek Pierzyński the vote of approval**  
**for performance of duties in 2011**

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 Pierzyński, Vice-President First Deputy President the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2011 to 15 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 13/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Marek Kazimierz Serafiński the vote of approval**  
**for performance of duties in 2011**

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 Marek Kazimierz Serafiński, Vice-President the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2011 to 21 September 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 14.227.266 were votes „for”, 0 votes „against”, 1.383.753 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 14/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on granting Mr Krzysztof Wojciech Telega the vote of approval  
for performance of duties in 2011**

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 the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 15/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on approving the report on the Bank Supervisory Board activity in 2011  
with a brief assessment of the situation of the Bank  
and of the work of the Supervisory Board in 2011**

Acting pursuant to the provisions of § 10 point 4 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to approve the report on the activity of the Bank Supervisory Board in 2011 with a brief assessment of the situation of the Bank and an assessment of the work of the Supervisory Board in 2011 laid before Shareholders at the Annual General Meeting of Bank Ochrony Środowiska S.A. on 28 June 2012.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 16/2012**

**of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on granting Mr Marcin Likierski the vote of approval  
for performance of duties in 2011**

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 Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 17/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on granting Mr Jacek Maciej Bajorek the vote of approval  
for performance of duties in 2011**

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 Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 18/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on granting Mr Marian Adam Pigan the vote of approval  
for performance of duties in 2011**

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, Sekretary Chairman of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the



number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 19/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Józef Koziół the vote of approval**  
**for performance of duties in 2011**

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 Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.610.919, of which: 15.610.919 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.610.919, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 20/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Michał Juliusz Machlejd the vote of approval**  
**for performance of duties in 2011**

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 Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 21/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Marcin Malicki the vote of approval**  
**for performance of duties in 2011**

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 Malicki, Member of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 22/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Ryszard Ochwat the vote of approval**  
**for performance of duties in 2011**

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 Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 23/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Janusz Marek Topolski the vote of approval**  
**for performance of duties in 2011**

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 Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 24/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on granting Mr Michał Jacek Wysocki the vote of approval**  
**for performance of duties in 2011**

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 Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2011 to 31 December 2011.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 25/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**on the abolition of „Bank Ochrony Środowiska S.A. Workforce Fund”**

Acting pursuant to the provisions of § 36 subpara. 1 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves as follows:

1. The fund designated „Bank Ochrony Środowiska S.A. Workforce Fund”, which is not comprised in Bank Ochrony Środowiska S.A. own funds, and which was established by Resolution No. 35/2003 of the General Meeting of BOŚ S.A. of 12 June 2003 on the abolition of the Workforce Fund of Bank Ochrony Środowiska S.A. established as a special fund and the establishment instead of the fund designated „Bank Ochrony Środowiska S.A. Workforce Fund”, which is not comprised in Bank Ochrony Środowiska S.A. own funds, is hereby abolished.
2. Resolution No. 35/2003 of the General Meeting of BOŚ S.A. of 12 June 2003 on the abolition of the Workforce Fund of Bank Ochrony Środowiska S.A. established as a special fund and the establishment instead of the fund designated „Bank Ochrony Środowiska S.A. Workforce Fund”, which is not comprised in Bank Ochrony Środowiska S.A. own funds, shall be repealed as of the date of adoption of this resolution.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 26/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**regarding an amendment to the draft resolution**  
**regarding amendments to the Articles of Association of the Bank**

The draft resolution of the Annual General Meeting of Bank Ochrony Środowiska S.A. to be held 28 June 2012 regarding amendments to the Articles of Association of the Bank shall be amended as follows:

- 1) § 1 point 1 of the draft resolution is reworded to read:

„1) in § 5 subpara. 2, point 9 reading: „the conduct of acquisition services for open pension funds,” is deleted,

2) in § 1 of the draft resolution, new points 2 and 3 are inserted reading as follows:

„2) in § 5 subpara. 2, points 10 to 13 are renumbered, respectively, 9 to 12,

3) in § 5 subpara. 2, point 10 (the new 9) is reworded to read:

„9) acceptance and submission of instructions to buy or sell financial instruments provided that such operations may not be executed except on securities issued by the Treasury or the National Bank of Poland, or other financial instruments or bonds not admitted to organised trading, as referred to in art. 39p subpara. 1 of the Toll Motorways and National Road Fund [Krajowy Fundusz Drogowy] Act of 27 October 1994, and performance of such instructions on account of the party presenting such instructions,”,

3) in § 1 of the draft resolution, points marked 2 to 17 are renumbered, respectively, 4 to 19,

4) in § 2 of the draft resolution, the concluding full-stop is replaced with a comma and the following text is inserted to read: “subject to prior approval of the Polish Financial Supervision Authority.”.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 27/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on amendments to the Articles of Association of the Bank**

§ 1

Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies and in connection with § 10 point 7) of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. resolves to approve the following amendments to the Articles of the Bank:

1) in § 5 subpara. 2, point 9 reading: „the conduct of acquisition services for open pension funds,” is deleted,

2) in § 5 subpara. 2, points 10 to 13 are renumbered, respectively, 9 to 12,

3) in § 5 subpara. 2, point 10 (the new 9) is reworded to read:

„9) acceptance and submission of instructions to buy or sell financial instruments provided that such operations may not be executed except on securities issued by the Treasury or the National Bank of Poland, or other financial instruments or bonds not admitted to organised trading, as referred to in art. 39p subpara. 1 of the Toll Motorways and National Road Fund [Krajowy Fundusz Drogowy] Act of

- 27 October 1994, and performance of such instructions on account of the party presenting such instructions.”,
- 4) in § 20, subpara. 3 is reworded to read:  
 „3. The Supervisory Board shall appoint, from among its members, an Internal Audit Committee and a Remuneration Committee. The composition and detailed list of responsibilities of the Committees shall be laid down by the Supervisory Board in separate resolutions.”,
- 5) in § 20, subpara. 4 is reworded to read:  
 „4. Responsibilities of the Internal Audit Committee shall include in particular:  
 1) the monitoring of the risk management system and the internal control system for efficiency,  
 2) the monitoring of financial reporting processes at the Bank,  
 3) the monitoring of performance of finance audits,  
 4) the monitoring of independence of certified auditor and entity authorised to audit financial statements,  
 5) the overseeing of activity of the internal audit unit, and in particular:  
 a) ensuring the appropriate situation of the internal audit unit in the organisational structure of the Bank, to keep its independence in work, in accordance with supervisory regulations,  
 b) approving the internal audit agenda.”,
- 6) in § 20, a new subpara. 5 is inserted to read:  
 „5. Responsibilities of the Remuneration Committee shall include in particular:  
 1) expression of opinion on variable remuneration component policies, including amounts and components of remuneration of persons in management level positions at the Bank,  
 2) expression of opinion on, and monitoring of variable remuneration of persons in management level positions at the Bank related to risk management and ensuring compliance by the Bank with regulations of the law and internal regulations.”,
- 7) in § 20, subparas. 5 to 9 are renumbered, respectively, 6 to 10,
- 8) in § 20, a new subpara. 10 point 11) is inserted to read:  
 „11) issuing or approving regulations and written policies stipulated in the Articles of Association, except the Rules of organisation of the Bank, the Rules of organisation of Branch and Operation branch, and rules of organisation of Head Office organisational units.”,
- 9) in § 20 subpara. 10 point 18), the concluding full-stop is replaced with a comma and point 19) is inserted to read:  
 „19) approving variable remuneration component policies applicable to remuneration of persons in management level positions at the Bank and performing periodic reviews of such policies.”,
- 10) in § 21, subpara. 6 point 3) is reworded to read:  
 „3) to adopt resolutions on the organisational structure of the Bank and on establishing and liquidating branches and operation branches.”,
- 11) in § 21 subpara. 6 point 5), the words: „legal instruments” is replaced with the words: „internal regulations”,
- 12) in § 21 subpara. 6 point 6), the concluding comma is followed by the words: „subject to provisions of § 20 subpara. 10 point 13.”,

- 13) in § 21 subpara. 6 point 14), the concluding full-stop is replaced with a comma and point 15) is inserted to read:  
 „15) to approve, by resolution, variable remuneration component policies applicable to remuneration of persons in management level positions at the Bank.”,
- 14) in § 22 subpara. 2 point 3), the word: „functional” is replaced with the word: „internal”,
- 15) in § 24, subpara. 1 is reworded to read:  
 „1. The basic organisational framework of the Bank is composed of the Head Office and branches.”,
- 16) in § 24 subpara. 4, the concluding sentence: „Branches shall perform their tasks directly as well as through operation branches.” Is deleted,
- 17) in § 24, subpara. 5 is reworded to read:  
 „5. Internal regulatory acts of the Bank shall be issued in forms of:  
 1) resolution – by the Supervisory Board and the Management Board of the Bank,  
 2) Management Board President regulation – by the president of the Management Board,  
 3) circular notes having the status of implementing regulations to Management Board resolutions and Management Board President regulations – by Management Board members / managing directors,  
 4) regulation binding upon the relevant branch – by branch directors.”,
- 18) in § 24 subpara. 7, the word: „branches” and the comma are followed by the words: „operation branches” and a comma,
- 19) in § 25, subpara. 7 is reworded to read:  
 „7. Internal control is a fundamental control service at the Bank and shall be performed by all employees of the Bank. Management Board members shall oversee internal control job delivery in their respective areas of supervision.”.

## § 2

This resolution shall come into force as of the date the respective amendments have been registered by the District Court for the Capital City of Warsaw Commercial Department XII National Court Register, subject to prior approval of the Polish Financial Supervision Authority.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 28/2012**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 28 June 2012**  
**authorising the Supervisory Board to approve a consolidated text**  
**of the Articles of Association of the Bank**

Acting pursuant to the provisions of art. 430 § 5 of the Code of Commercial Companies, the Annual General Meeting of BOŚ S.A. hereby authorises the Supervisory Board to approve the consolidated text of the Articles of Association of the Bank.

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 29/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
to amend Resolution No. 6/2011 of the Extraordinary General Meeting of Bank  
Ochrony Środowiska S.A. of 23 September 2011 on approval and  
determination of terms of a three-year options program directed to the  
Management Board and persons in management level positions at the Bank**

Acting pursuant to provisions of art. 393 point 5, art. 433 § 2, art. 448 § 1 and 2 point 3 and 453 § 2 and 3 of the Code of Commercial Companies and § 10 point 15 of the Articles of Association of Bank Ochrony Środowiska S.A. („the Bank”), the Annual Meeting of the Bank resolves as follows:

§ 1

Resolution No. 6/2011 of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. of 23 September 2011 on approval and determination of terms of a three-year options program directed to the Management Board and persons in management level positions at the Bank, as amended by Resolution No. 5/2011 of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. of 23 November 2011, is amended as follows:

1) subpara. 2 is reworded to read:

„2. The Program will be available to members of the Bank Management Board, members of Dom Maklerski brokerage Management Board, and members of the Management Board Eko Profit, as well as chosen members of the executive management of the Bank, Dom Maklerski and Eko Profit („**Authorised Persons**”). The Authorised Persons will be appointed by the Bank Management Board, except for Authorised Persons who are members of the Bank Management Board, who will be appointed by the Bank Supervisory Board. The total number of Authorised Persons eligible for the Program shall not be greater than 200, in accordance with the terms set forth in subpara. 5 hereof.”,

2) in subpara. 5, point (i) is reworded as follows:

„(i) Each of the Appointing Bodies will approve, by resolution, their lists of Authorised Persons admitted to participation in the Program (collectively: „List of Authorised Persons”);”,

3) in subpara. 14, point (iii) is reworded as follows:

„(iii) the following conditions are met: (a) the Bank's shares have gained on the Warsaw stock exchange [Giełda Papierów Wartościowych w Warszawie

S.A.]; (b) the Bank's net profit per share for the year; with details regarding determination and values of financial ratios referred to herein to be specified in the Rules of Procedure;”,

4) subpara. 15 is reworded as follows:

„15. Within 30 days on approval by the General Meeting of the financial statements for the year covered by the Program, the Bank Management Board shall review delivery by the Authorised Persons, of their individual objectives specified under subpara. 14 point (iv) hereof, and determine, by resolution, the number of Warrants of the series allotted for acquisition by individual Authorised Persons.”.

## § 2

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

The Chairman of the General Meeting declared that the resolution was taken in an open vote, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 30/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on dismissing a member of the Supervisory Board**

Pursuant to provisions of art. 385 §1 of the Code of Commercial Companies and § 10 point 6 of Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby dismisses, by secret ballot, Mr. Michał Jacek Wysocki from his post of member of the Supervisory Board.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.

**Resolution No. 31/2012  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 28 June 2012  
on the appointment a member of the Supervisory Board**

Acting under Art. 385 Par. 1 of the Commercial Companies Code and Par. 10 Item 6 of the Bank's Articles of Association, the BOŚ SA Annual General Meeting hereby appoint, by secret ballot, Mr. Andrzej Kazimierz Kraszewski as a member of the Supervisory Board.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 15.611.019, of which: 15.611.019 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the



number of shares representing valid votes is 15.611.019, which represents a percentual proportion of shares in share capital of 95,34%.