

## **Announcement of the Management Board of Bank Ochrony Środowiska Spółka Akcyjna of the calling of the Extraordinary General Meeting**

### **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 under art. 399 Par. 1, Art. 402<sup>1</sup> and Art. 402<sup>2</sup>, in relation to Art. 398 of the Commercial Companies' Code and in relation to Par. 9 Sections 1 and 5 of the Bank's Articles of Incorporation – hereby calls the Extraordinary General Meeting ("EGM") for the day of 23 November 2011, the time of 11:00am, which shall be held in the Company's registered seat in Warsaw, Al. Jana Pawła II no. 12 (conference room, 1<sup>st</sup> floor).

Meeting agenda:

1. Opening.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Declaration of correctness of the calling of the Extraordinary General Meeting and its capacity to pass binding resolutions.
4. Election of the meeting Secretary.
5. Acceptance of the meeting agenda.
6. Presentation of the draft and passing of the resolution to amend Resolution No. 6/2011 of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. of 23 September 2011 on the acceptance and determination of the terms of the Bank's performance of a three-year options program addressed to the management board and the executive managers.
7. Closing of the meeting.

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

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

- 1) Under art. 401 Par. 1 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 EGM agenda. This demand should be submitted to the Bank Management Board in writing, no later than 21 days prior to the date of the EGM, i.e. 2 November 2011. The demand should include a justification or the draft of the resolution on the proposed item of the agenda. The demand may be submitted by 2 November 2011 to the Management Board in the Bank's seat, at the following address:

Al. Jana Pawła II 12, 00-950 Warszawa 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 EGM 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, at the Bank's registered seat, at the following address: Al.

Jana Pawła II 12, 00-950 Warszawa 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 Par. 4, the shareholder/s representing at least one twentieth of the share capital authorised to participate in the Extraordinary 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 EGM 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's seat, at the address of: Al. Jana Pawła II 12, 00-950 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 EGM 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, at the Bank's registered seat, at the following address: Al. Jana Pawła II 12, 00-950 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 Par. 5 each shareholder authorised to participate in the Extraordinary General Meeting may, during the EGM, 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 Extraordinary 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 Extraordinary 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 on 22 November 2011, by 3:30pm, 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.

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.

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 EGM.

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 Extraordinary General Meeting.

If a proxy at the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting with the use of electronic communication means**

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

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

The Bank does not provide for a possibility to speak during the Extraordinary 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 Extraordinary General Meeting**

The day of registration of participation in the Extraordinary General Meeting is the day of 7 November 2011.

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

- 1) Persons authorised to participate in the EGM shall be the ones who:
  - sixteen days prior to the EGM date, i.e. on 7 November 2011 are the shareholders of BOŚ S.A. with the Bank's shares recorded on their securities accounts,
  - ask, between 29 October and 8 November 2011, 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 EGM.The shareholders are recommended to have this certificate on them during the EGM.
- 2) The list of shareholders authorised to participate in the EGM 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 Extraordinary General Meeting, issued by the entities maintaining their securities accounts.

Three working days prior to the EGM date, i.e. on 18 November 2011, the list of the shareholders authorised to participate in the EGM shall be displayed for viewing in the Bank's seat, at the address of Al. Jana Pawła II 12, 00-950 Warszawa, between 8:00am and 4:00pm. The Bank Shareholder may demand that the list of the shareholders authorised to participate in the Extraordinary 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 EGM 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 Extraordinary General Meeting along with drafts of resolutions, from the day of calling the Extraordinary General Meeting, according to art. 402<sup>1</sup> Par. 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 „Walne Zgromadzenie” (General Meeting).
2. From the day of 16 November 2011 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 Par. 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 23 November 2011, from 10.00am, right in front of the meeting room.

