

**Resolution No. /2011
of Bank Ochrony Środowiska S.A. Extraordinary General Meeting
of 23 November 2011
on the election of the Chairperson of the General Meeting**

BOŚ S.A. Extraordinary General Meeting hereby appoints
to be the Chairperson of the General Meeting.

**Resolution No. /2011
of Bank Ochrony Środowiska S.A. Extraordinary General Meeting
of 23 November 2011
on the election of the Secretary of the General Meeting**

BOŚ S.A. Extraordinary General Meeting hereby appoints
to be the Secretary of the General Meeting.

**Resolution No. /2011
of Bank Ochrony Środowiska S.A. Extraordinary General Meeting
of 23 November 2011
on the acceptance of the meeting agenda**

BOŚ S.A. Extraordinary General Meeting hereby accepts the following agenda of the meeting:

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.

**Resolution No. /2011
of Bank Ochrony Środowiska S.A. Extraordinary General Meeting
of 23 November 2011
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**

Under art. 393 point 5, art. 433 § 2, art. 448 § 1 and 2 point 3 and 453 § 2 and 3 of the Commercial Companies' Code and § 10 point 15 of the Articles of Association of

Bank Ochrony Środowiska S.A. ("**the Bank**"), the Extraordinary General Meeting of the Bank this General Meeting hereby resolves as follows:

§ 1

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 is hereby amended as follows:

1) subpara. 2 shall read as follows:

"2. The program will cover members of the Bank Management Board, members of the Management Board of Dom Maklerski brokerage house and members of the Management Board of Eko Profit as well as selected members of the executive bodies of the Bank, Dom Maklerski brokerage house and Eko Profit ("**Authorised Persons**"). The Bank Management Board shall identify the names of the Authorised Persons, except for the Authorised Persons who are members of the Bank Management Board and who will be identified by the Bank Supervisory Board. Identification of Authorised Persons holding managerial posts in risk management or compliance of a given entity with the law and internal regulations ("**Qualified Persons**") shall be completed upon receipt by the Bank Management Board of a positive opinion from the Bank Supervisory Board. The total number of Authorised Persons covered by the Program shall not exceed 200 people, in accordance with the terms set forth in section 5 hereof."

1) in subpara. 5:

a) point (i) shall read as follows:

"(i) Each of the Appointing Bodies will create, by resolution, a list of Authorised Persons allowed to participate in the Program (collectively "**List of Authorised Persons**"), with the provision that in the case of the Bank Management Board identifying Authorised Persons as Authorised Persons the Bank Management Board will pass its resolution on the matter following receipt of a positive opinion of the identification of such persons as Authorised Persons from the Bank Supervisory Board;" ,

b) point (ii) shall read as follows:

"(ii) The List of Authorised Persons will contain at least given names, surnames and residence addresses of the Authorised Persons, a list of positions eligible for granting the right to acquire the Warrants, subdivided into groups as specified in point (iv), and the number of the Warrants to be acquired by individual Authorised Persons within each of the series of the Warrants, with the provision that the number of the Warrants set aside for acquisition collectively by members of the Bank Management Board within any one series will equal 5.66% of the total number of Warrants offered under the Programme;" ;

3) subpara. 6 shall read as follows:

"6. Each of the Authorised Persons, to be allowed to participate in the Program, will be required to conclude an individual participation agreement with the Bank ("Participation Agreement") according to the Rules of Procedure. Under such Rules of Procedure rights of transferability of Shares may be temporarily restricted or a date may be set for a period of exemption of exercise of rights rights attached to Warrants." ;

4) in subpara. 14, point (iii) shall read as follows:

“(iii) the following criteria will apply in cases of Authorised Persons other than heads of the internal audit office, the compliance risk office and offices responsible for risk management or personnel management: (a) growth of the Bank’s share rate at the Warsaw stock exchange [Giełda Papierów Wartościowych w Warszawie S.A.]; (b) the Bank’s net profit per share for the year; with details related to the determination and value of financial indexes referred to in this point shall be specified in the Rules of Procedure;”

5) subpara. 15 shall read as follows:

“15. Within 30 days upon the date of the General Meeting approving the financial statement for the year covered by the Program, the Bank Management Board shall verify accomplishment, by the Authorised Persons, of their individual objectives referred to in subpara. 14 point (iv) hereof and shall pass a resolution determining the number of Warrants of any series set aside for acquisition by individual Authorised Persons. Determination of the number of Warrants of any series set aside for acquisition by individual Authorised Persons shall be completed upon receipt by the Bank Management Board of a positive opinion thereof from the Bank Supervisory Board..”;

6) subpara. 19a shall be inserted after subpara. 19, to read:

"19a. The manner of implementation of the Programme, including compliance thereof with provisions of this resolution and with the Rules of Procedure, shall be reviewed by the internal audit office of the Bank not less frequently than once a year. Such audit will be described in a report submitted to the Bank Supervisory Board."

§ 2

This Resolution shall come into force on the day it is passed.

The Supervisory Board opinion:

The Supervisory Board Bank – at a meeting on 27 October 2011 – expressed their positive opinion on the proposed amendments to the Articles of Association of the Bank and recommended to the General Meeting adoption of the resolution as proposed.