

Resolution No. 1 /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 Anita Hnatyszyn-Możejko to be the Chairperson of the General Meeting.

Michał Jacek Wysocki - the Member of Supervisory Board declared that the resolution was passed in secret ballot, on a total of 13.596.267 valid votes cast of which:

- 13.596.267 votes were cast "for",
- 0 votes were cast "against",
- 0 votes "abstained",

and that the number of shares on which valid votes were cast was 13.596.267, which represents 83,04% of the value of share capital.

Resolution No. 2 /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 Marek Cybulski to be the Secretary of the General Meeting.

The Chairperson of Extraordinary General Meeting declared that the resolution was passed in secret ballot, on a total of 13.596.267 valid votes cast of which:

- 13.596.267 votes were cast "for",
- 0 votes were cast "against",
- 0 votes "abstained",

and that the number of shares on which valid votes were cast was 13.596.267, which represents 83,04% of the value of share capital.

Resolution No. 3 /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.

The Chairperson of Extraordinary General Meeting declared that the resolution was passed in open ballot, on a total of 13.596.267 valid votes cast of which:

- 13.596.267 votes were cast "for",
- 0 votes were cast "against",
- 0 votes "abstained",

and that the number of shares on which valid votes were cast was 13.596.267, which represents 83,04% of the value of share capital.

**Resolution No. 4/2011
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 23 Nov. 2011
on the approval of an adjustment to the draft Resolution of the Extraordinary
General Meeting of Bank Ochrony Środowiska S.A. of 23 Nov. 2011
on the change of Resolution No. 6/2011 of the Extraordinary General Meeting of
Bank Ochrony Środowiska S.A. of 23 Sep. 2011
on the approval and determination of the rules of the Bank's performance of a
three-year options program addressed to the Management Board and Directors**

"The Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the following adjustment to the draft resolution:

in the draft resolution – in Par. 1 item 2), emending section 5 of Resolution NO. 6/2011 of the Extraordinary Meeting of Bank Ochrony Środowiska SA of 23 Sep. 2011 on the approval and determination of the rules of the Bank's performance of a three-year options program addressed to the Management Board and Directors, the wording of item b) shall be deleted, as a consequence of which item 2) shall be as follows:

"2) in section 5 item (i) shall have the following wording:

„(i) Each of the Indicating Bodies shall pass, in the form of a resolution, the list of People Authorised to participate in the Program (jointly: **"List of Authorised People"**), however, upon the Bank Management Board's appointment of the Qualified People as Authorised People, the Bank Management Board's resolution shall be passed upon prior obtaining of a positive opinion of the Bank Supervisory Board on the appointment of the people as Authorised People;”.

The Chairperson of Extraordinary General Meeting declared that the resolution was passed in open ballot, on a total of 13.596.267 valid votes cast of which:

- 12.951.980 votes were cast "for",
- 9 votes were cast "against",
- 644.298 votes "abstained",

and also that the number of shares from which valid votes were cast totals 13,596,267 (thirteen million five hundred ninety-six thousand two hundred and sixty-

seven), which amount to 83.04% (eighty-three and four hundredths percent) of the share capital.

**Resolution No. 5 /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."

2) 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;"

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 Chairperson of the Extraordinary General Meeting stated that the resolution had been passed in an open vote, as the total of 13.596.267 valid votes were cast, of which:

- 13.596.258 votes were cast "for",
- 9 votes were cast "against",
- 0 votes "abstained",

and also that the number of shares from which valid votes were cast totals 13,596,267, which amount to 83.04% of the share capital.