

Draft resolutions of the Extraordinary General Meeting of BOŚ S.A. convened for 25 August 2010

**Resolution No. /2010
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 25 August 2010
on appointing a Chairman of the General Meeting**

This Extraordinary General Meeting of BOŚ S.A. hereby appoints
Chairman of the General Meeting.

**Resolution No. /2010
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 25 August 2010
on appointing a Secretary of the General Meeting**

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

**Resolution No. /2010
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 25 August 2010
on appointing Scrutineer Committee Member**

This Extraordinary General Meeting of BOŚ S.A. hereby appoints
Member of the Scrutineer Committee.

**Resolution No /2010
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 25 August 2010
on adoption of Agenda**

The Extraordinary General Meeting adopts the following Agenda:

1. Open the Meeting.
2. Choose the Chairman.
3. Confirm the legality of calling the General Shareholders' Meeting and its capacity to pass resolutions.
4. Choose the Scrutineer Committee members.
5. Accept the Meeting Agenda.
6. Pass a resolution on setting the number of Supervisory Board members to 9.
7. Pass a resolution on appointing a member of the Supervisory Board of the 7th term.
8. Pass a resolution on BOŚ SA increasing the costs of calling and holding the BOŚ SA Extraordinary General Shareholders' Meeting called for the day of 25 Aug. 2010.
9. Miscellaneous.
10. Close the Meeting.

Resolution No. /2010
of the Extraordinary Shareholders' Meeting of
Bank Ochrony Środowiska S.A.
of 25 August 2010
on the setting of the number of Members of the Supervisory Board to 9

1. Acting under Par. 17 Section 1 of the Articles of Association of Bank Ochrony Środowiska S.A. the BOŚ SA Extraordinary General Shareholders' Meeting hereby set the number of the members of the Supervisory Board to 9.
2. Resolution No. 7/2008 of the Extraordinary General Shareholders' Meeting of 29 July 2008 on the setting of the number of members of the Supervisory Board to 8 shall be repealed.

Justification

The National Fund for Environment Protection and Water Management, as a Shareholder owning at least 1/20 of the BOŚ SA share capital – according to art. 400 Par. 1 of the Commercial Companies Code – requested the Bank Management Board on 9 July 2010 to call an Extraordinary General Shareholders' Meeting of BOŚ SA and include in its agenda an item concerning the setting of the number of the Supervisory Board members to 9.

Supervisory Board's Opinion:

The Supervisory Board – upon consideration, at the meeting of 22 July 2010, of the draft of the resolution on the setting of the number of members of the Supervisory Board to 9 – approved the presented draft and recommended passing it by the General Shareholders' Meeting.

Resolution No. /2010
of the Extraordinary Shareholders' Meeting of
Bank Ochrony Środowiska S.A.
of 25 August 2010
on the appointment of.....as a member of the Supervisory
Board of the 8th term

Acting under Par. 10 Item 6 of the Bank's Articles of Association, the BOŚ SA Extraordinary General Shareholders' Meeting hereby appoint as a member of the Supervisory Board of the 8th term.

Justification:

This resolution addresses the request of the National Fund for Environment Protection and Water Management – a Shareholder representing at least 1/20 of the Bank's share capital.

Resolution No. /2010
of the Extraordinary Shareholders' Meeting of
Bank Ochrony Środowiska S.A.
of 25 August 2010
on BOŚ SA increasing the costs of calling and holding of the
Extraordinary General Shareholders' Meeting on 25 August 2010.

Acting under art. 400 Par. 4 of the Commercial Companies Code the Extraordinary General Shareholders' Meeting of Bank Ochrony Środowiska S.A. hereby approves BOŚ SA increase of the costs of calling and holding of this General Shareholders' Meeting.

Justification

Upon calling an extraordinary general shareholders' meeting according to the procedure specified in art. 400 Par. 1, which is upon the demand of a shareholder representing at least 1/20 of the company's share capital, the meeting, according to art. 400 Par. 4 undertake a resolution deciding whether the costs of calling and holding of this meeting shall be incurred by the company or the shareholder.

Supervisory Board's opinion

The Supervisory Board – upon consideration, at the meeting of 22 July 2010, of the draft of the resolution on BOŚ SA incurrance of costs of calling and holding the Extraordinary General Shareholders' Meeting of BOŚ SA of 25 Aug. 2010 – approved the presented draft and recommended that the General Shareholders' Meeting pass it.