

Resolutions passed by the Annual General Meeting of BOŚ S.A. on 25 June 2009

**Resolution No. 1/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on electing a Chairperson of the General Meeting**

The Annual General Meeting of BOŚ S.A. appoints Anita Hnatyszyn-Możejko Chairperson of the General Meeting.

**Resolution No. 2/2009
of the Annual General Meeting
of Bank Ochrony Środowiska S.A.
of 25 June 2009
on electing a Secretary of the General Meeting**

The Annual General Meeting of BOŚ S.A. appoints Marek Cybulski Secretary of the General Meeting.

**Resolution No. 3/2009 of the Annual General Meeting
of Bank Ochrony Środowiska S.A.
of 25 June 2009
on electing Bogdan Kowalczyk Member of the Scrutineer Committee**

The Annual General Meeting of BOŚ S.A. appoints Bogdan Kowalczyk Member of the Scrutineer Committee.

**Resolution No. 4/2009 of the Annual General Meeting
of Bank Ochrony Środowiska S.A.
of 25 June 2009
on electing Bogusław Brzostowski Member of the Scrutineer Committee**

The Annual General Meeting of BOŚ S.A. appoints Bogusław Brzostowski Member of the Scrutineer Committee.

**Resolution No. 3/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on electing Andrzej Tyl Member of the Scrutineer Committee**

The Annual General Meeting of BOŚ S.A. appoints Andrzej Tyl Member of the Scrutineer Committee.

**Resolution No 6/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on adoption of Agenda**

The Annual General Meeting adopts the following Agenda:

1. Opening the meeting and election of the Chairman of the Annual General Meeting.

2. Pronouncement of the convention of the Annual General Meeting and its capacity to adopt resolutions to be valid.
3. Election of Secretary of the meeting.
4. Election of a Scrutineer Committee.
5. Adoption of the agenda.
6. Presentation of the Management Board Bank activity report for 2008 and the Bank financial statements for the period from 1 January 2008 to 31 December 2008.
7. Presentation of the BOŚ S.A. Capital Group activity report for 2008 and BOŚ S.A. Capital Group consolidated financial statements for the period from 1 January 2008 to 31 December 2008.
8. Presentation of a motion regarding the Bank profit distribution for 2008.
9. Presentation of the Bank Supervisory Board activity report for 2008 with a brief assessment of the Bank situation and an assessment of Supervisory Board activities in 2008.
10. Discussion.
11. Adoption of resolutions regarding the following matters:
 - a) approving the Management Board Bank activity report for 2008,
 - b) approving the Bank financial statements for the period from 1 January 2008 to 31 December 2008,
 - c) approving the BOŚ S.A. Capital Group activity report for 2008,
 - d) approving the BOŚ S.A. Capital Group consolidated financial statements for the period from 1 January 2008 to 31 December 2008,
 - e) the Bank profit distribution for 2008,
 - f) approving the discharge of duties individually by members of the Bank Management Board in 2008,
 - g) approving the Bank Supervisory Board activity report for 2008 with a brief assessment of the Bank situation and an assessment of Supervisory Board activities in 2008,
 - h) approving the discharge of duties individually by members of the Bank Supervisory Board in 2008.
13. Presentation of a draft resolution, and adoption thereof, regarding amendments to the Articles of Association of the Bank.
14. Presentation of a draft resolution, and adoption thereof, authorising the Supervisory Board to approve a consolidated text of the Articles of Association of the Bank.
15. Presentation of a draft resolution, and adoption thereof, regarding adoption of Rules of Procedure of General Meetings of BOŚ S.A.
16. Closing the meeting.

**Resolution No. 7/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on approving the Management Board report
on the Bank's activity in 2008**

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 2008 laid before Shareholders by the Bank Management Board at the Annual General Meeting on 25 June 2009.

Resolution No. 8/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on approving the financial statements of the Bank
for the period of 1 January 2008 to 31 December 2008

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 ended 31 December 2008, containing:

- The balance sheet as at 31 December 2008, with total assets amounting to PLN 11 092 046 000;
- The income statement for the financial year 2008 with a net profit amounting to PLN 6 583 000;
- The statement of changes in equity for the financial year 2008 with a net decrease in equity amounting to PLN 33 706 000,
- The cash flow statement for the financial year 2008 with a net cash outflow amounting to PLN 10 839 000;
- The summary of accounting principles (policies) and other explanatory notes.

Resolution No 9/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on approving the BOŚ S.A. Capital Group activity report for 2008

Acting pursuant to the provisions of art. 395 § 5 point 1 of the Code of Commercial Companies, in connection with § 10 point 1 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 2008 laid before Shareholders by the Bank Management Board at the Annual General Meeting on 25 June 2009.

Resolution No. 10/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on approving the BOŚ S.A. Capital Group consolidated financial statements
for the period from 1 January 2008 to 31 December 2008,

Acting pursuant to the provisions of art. 395 § 5 of the Code of Commercial Companies, and also pursuant to the provisions of art. 63 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 Bank Ochrony Środowiska S.A. resolves to approve the audited financial statements of the Bank for the year ended 31 December 2008, containing:

- The consolidated balance sheet as at 31 December 2008, with total assets amounting to PLN 11 181 565 thousand;
- The consolidated income statement for the financial year 2008 with a net profit amounting to PLN 349 thousand;
- The consolidated statement of changes in equity for the financial year 2008 with a net decrease in equity amounting to PLN 39 727 thousand;
- The consolidated cash flow statement for the financial year 2008 with a net cash outflow amounting to PLN 11 772 thousand;
- The summary of accounting principles (policies) and other explanatory notes.

**Resolution No. 11/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on the allocation of profit of 2008**

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. /2009 of the Annual General Meeting of 25 June 2009 on approving the financial statements of the Bank for the period of 1 January 2008 to 31 December 2008, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves as follows:

- 1) to allocate the net profit of the Bank for 2008 in the total amount of PLN 6 583 356.88 for the absorption of losses from previous years,
- 2) to absorb the remaining losses from previous years in the total amount of PLN 32 483 981.36 from supplementary capital.

**Resolution No. 12/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Mariusz Klimczak the vote of approval
for performance of duties in 2008**

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, Vice-President the Bank Management Board, in the period of 1 October 2008 to 16 December 2008, President of the Bank Management Board in the period of 17 December 2008 to 31 December 2008, the vote of approval for performance of duties in the period of 1 October 2008 to 31 December 2008.

**Resolution No. 13/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Adam Zbigniew Grzebieluch the vote of approval
for performance of duties in 2008**

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 October 2008 to 31 December 2008.

Resolution No. 14/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Marek Kazimierz Serafiński the vote of approval
for performance of duties in 2008

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 15 December 2008 to 31 December 2008.

Resolution No. 15/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Krzysztof Wojciech Telega the vote of approval
for performance of duties in 2008

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 15 December 2008 to 31 December 2008.

Resolution No. 16/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Jan Krzysztof Wielgus the vote of approval
for performance of duties in 2008

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 Jan Krzysztof Wielgus, Member the Bank Management Board, the vote of approval for performance of duties in the period of 17 June 2008 to 30 September 2008.

Resolution No. 17/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on approving the report on the activity of the Bank Supervisory Board in 2008
with a brief assessment of the situation of the Bank and of the work of the
Supervisory Board in 2008

Acting pursuant to the provisions of art. 395 § 5 of the Code of Commercial Companies, the Annual General Meeting of BOŚ S.A. resolves to approve the report on the activity of the Bank Supervisory Board in 2008 with a brief assessment situation of the Bank and assessment of the work of the Supervisory Board in 2008 laid before Shareholders at the Annual General Meeting of Bank Ochrony Środowiska S.A. on 25 June 2009.

Resolution No. 18/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Marcin Likierski the vote of approval
for performance of duties in 2008

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 17 June 2008 to 31 December 2008.

Resolution No. 19/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Jacek Marcin Bajorek vote of approval
for performance of duties in 2008

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 Marcin Bajorek, Deputy Chairman of the Supervisory Board, the vote of approval for performance of duties in the period of 17 June 2008 to 31 December 2008.

Resolution No. 20/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Marian Adam Pigan the vote of approval
for performance of duties in 2008

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, Secretary Chairman of the Supervisory Board, the vote of approval for performance of duties in the period of 17 June 2008 to 31 December 2008.

Resolution No. 21/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Józef Koziol the vote of approval
for performance of duties in 2008

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 17 June 2008 to 31 December 2008.

Resolution No. 22/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Michał Juliusz Machlejd the vote of approval
for performance of duties in 2008

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 17 June 2008 to 31 December 2008.

Resolution No. 23/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Marian Malicki the vote of approval
for performance of duties in 2008

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 Malicki, Member of the Supervisory Board, the vote of approval for performance of duties in the period of 17 June 2008 to 31 December 2008.

Resolution No. 24/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Ryszard Ochwat the vote of approval
for performance of duties in 2008

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 29 July 2008 to 31 December 2008.

Resolution No. 25/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Michał Jacek Wysocki the vote of approval
for performance of duties in 2008

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 17 June 2008 to 31 December 2008.

**Resolution No. 26/2009
of the Annual General Meeting
of Bank Ochrony Środowiska S.A.
of 25 June 2009**

**on amendments to a draft resolution on amendments to the Articles of the
Bank**

The draft resolution of the Annual General Meeting of Bank Ochrony Środowiska S.A. convened for 25 June 2009 on amendments to the Articles of the Bank shall be amended as follows:

1) in § 1 subpara. 9, after „3) an attendance list signed by those attending the General Meeting” there shall be deleted the words „and a list of shareholders voting by correspondence”;

2) there shall be deleted subpara. 12: „In § 20, subpara. 8 point 1) shall be reworded to read: „1) adopting resolutions to approve strategies of the Bank, annual financial plans and overall risk levels.”;

3) in § 1, subparas. 13–28 shall be marked 12–27, respectively;

4) in § 1, subpara. 19 (the new subpara. 18) shall be reworded to read:

„18. In § 21, there shall be inserted the following subparas. 9–10:

„9. The Management Board makes decisions in a form of resolutions.

10. Management Board meetings shall be recorded in minutes.”.

5) in § 1, subpara. 24 (the new subpara. 23) shall be reworded to read: „In § 24, subpara. 7 shall be reworded to read:

„7. The Bank may establish branches, representative offices and other offices in Poland and abroad, and it may accede to or establish capital companies, that is, public limited companies, private limited companies, foundations and other legal persons – in accordance with generally binding regulations of the law.”.

The Chairperson of the Annual General Meeting declared the Resolution passed.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on amendments to the Articles 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 § 4, subpara. 6 shall be deleted.

2. § 9 shall be reworded to read:

„§ 9

1. A General Meeting may be either ordinary or extraordinary.
2. An Annual General Meeting shall be convened by the Bank Management Board within the first 6 months beginning with the day following the close of financial year.
3. The Supervisory Board has the right to convene an Annual General Meeting if the Management Board fails to do so within the time limit specified in the relevant regulations of the law.
4. An Annual General Meeting should deal with:
 - 1) consideration and approval of the Management Board report on the Bank's business activity and the financial statements for the previous financial year,
 - 2) passing resolutions on the allocation of profits or absorption of losses,
 - 3) granting members of the governing bodies of the Bank the vote of approval for performance of duties.
5. An Extraordinary General Meeting may be convened as necessary by the Management Board on its own initiative or on a motion brought by the Supervisory Board or at the request of shareholders representing at least one-twentieth of share capital.
6. The Supervisory Board has the right to convene an Extraordinary General Meeting, if it deems it necessary.
7. An Extraordinary General Meeting may be convened by shareholders representing at least one half of share capital of the Bank or at least one half of the total vote. Shareholders appoint the person to chair the General Meeting.
8. The convening of an Extraordinary General Meeting, as well as the placing of matters on the agenda of the next General Meeting, may be demanded by shareholders representing at least one-twentieth of share capital of the Bank. Such demand shall be submitted to the Management Board in hard copy form or in electronic form. A demand to place certain matters on the agenda of the nearest General Meeting shall be submitted not later than 21 days before the proposed date of the General Meeting.
9. Any request to convene a General Meeting or any request to place certain business on its agenda brought by entities authorised to do so should be submitted together with the justification.
10. Waiver of deliberation of a business placed on the agenda at the request of shareholders or cancellation thereof from the agenda requires a General Meeting resolution passed by a majority of $\frac{3}{4}$ of the vote, provided that all of the moving parties attending the General Meeting express consent thereto.”.

3. In § 10, after „The powers of the General Meeting shall include” there shall be substituted the words „in particular:”.

4. § 11 shall be reworded to read:

„§11.

Matters brought by the Management Board before the General Meeting for consideration shall first be presented, with justification, to the Supervisory Board for consideration.”.

5. In § 12, subparas. 2–3 shall be reworded to read:

- „2. Any document identifying a person as proxy holder authorised to attend the General Meeting shall be made out in writing and attached to the minutes of the General Meeting.
3. Power of attorney granted in electronic form means a written instrument of proxy issued as a shareholder statement in an integral text document which identifies the author of the statement.”.
6. In § 12, there shall be inserted the following subpara. 4:
 - „4. A shareholder may not vote in person, or by proxy, on resolutions relating to his liability towards the company for any reason, specifically in votes of approval of performance of duties, or on being released from any liability towards the company, or on any dispute between him and the Bank. However, when acting as proxy for another, such shareholder may vote on resolutions relating to themselves as referred to above.”.
7. In § 14, subpara. 4 shall be deleted.
8. In § 15, subpara. 3 shall be reworded to read:
 - „3. General Meetings shall be recorded in minutes pursuant to the provisions of the Code of Commercial Companies.”.
9. In § 15, there shall be inserted the following subparas. 4 and 5:
 - „4. Such minutes should contain:
 - 1) confirmation that the General Meeting was properly convened and that it was capable of passing resolutions,
 - 2) a list of all resolutions passed with an indication by each resolution of: the number of shares representing valid votes, the percentual proportion of such shares in share capital, the total number of valid votes, the number of votes “for”, “against” or “abstained”, and any dissenting opinion brought forward,
 - 3) an attendance list signed by those attending the General Meeting,
 - 4) the substance of motions brought during the General Meeting, the given name and surname of the proponent, or the given name and surname or trade name of the party for which the motion was brought, and also the decision taken in respect of the motion.
 5. The Management Board should attach the evidence that the meeting was convened to the minute book.”.
10. In § 20, subpara. 3 shall be reworded to read:
 - „3. The Supervisory Board shall appoint an Internal Audit Committee from among its members. to supervise the activity of the internal audit service unit. The responsibilities of the Internal Audit Committee include in particular the watching of internal control, internal audit and risk management systems for adequacy and efficiency, and also the monitoring of financial reporting processes at the Bank. The composition and detailed list of responsibilities of the Internal Audit Committee shall be laid down by the Supervisory Board in a separate resolution.”.
11. In § 20, subparas. 5–7 shall be reworded to read:
 - „5. The Supervisory Board appoints and dismisses the President, and Vice-Presidents and Management Board members. The President of the Management Board has the right to move for the appointment or dismissal of Vice-Presidents and Management Board members.

6. Appointment of two members of the Management Board, including the President, is subject to approval of the Financial Supervision Authority. Such approval shall be requested by the Supervisory Board. The other member – next to the President – of the Management Board approved by the Financial Supervision Authority shall hold the function of Vice-President First Deputy President of the Management Board at the Bank.”
7. The Supervisory Board shall consider any matter brought by the Management Board before the General Meeting and express its opinion on draft resolutions of the General Meeting, except resolutions in respect of points of order.”
12. In § 20, subpara. 8 point 5) shall be reworded to read:
„5) approving Management Board resolutions concerning the Bank's organisational structure, except the establishment or liquidation of branches and operating branches,”.
13. In § 20, subpara. 8 point 9) shall be reworded to read:
„9) setting the conditions of employment of members of the Bank Management Board,”.
14. In § 20, subpara. 8 point 11) shall be reworded to read:
„11) issuing or approving regulations and written policies stipulated in the Articles of Association, except the rules of organisation of the Bank and rules of organisation of the Bank branches and Head Office organisational units,”.
15. In § 21, subpara. 1 shall be reworded to read;
„1. The Management Board shall consist of at least 3 natural persons, including: the President of the Management Board, a Vice-President First Deputy President of the Management Board, and the other Vice-Presidents and other members of the Management Board”.
16. In § 21 subpara. 6, there shall be inserted the following point 13):
„13) manages special funds.”.
17. In § 21, subpara. 8 shall be reworded to read:
„8. Management Board resolutions shall be deemed carried by a simple majority of votes. Resolutions may be adopted, if at least one half of Management Board members attend the meeting, including the President of the Management Board or – in his absence – the Vice-President First Deputy President of the Management Board or another Vice-President of the Management Board named by the President. In case of a tie the President of the Management Board shall have the casting vote.”.
18. In § 21, there shall be inserted the following subparas. 9 – 10:
„9. The Management Board shall take decisions by resolution.
10. Management Board meetings shall be recorded in minutes.”.
19. In § 22, subpara. 2 shall be reworded to read:
„2. The powers of the President of the Management Board shall include in particular:
 - 1) appointing and dismissing the managing director, directors of Head Office organisational units and their deputies, and directors of branches and their deputies,
 - 2) issuing rules of organisation of the Bank and issuing rules of organisation of branches and approving rules of organisation of Head Office organisational units,

- 3) issuing post-audit recommendations within the framework of internal control.”.
20. In § 22 subpara. 3, the words „appointed with the consent of the Financial Supervision Authority” shall be deleted.
21. In § 22, subpara. 4 shall be deleted.
22. In § 22, subparas. 5–6 shall be renumbered 4–5.
23. In § 24, subpara. 7 shall be reworded to read:
„7. The Bank may establish branches, representative offices and other offices in Poland and abroad, and it may accede to or establish capital companies, that is, public limited companies, private limited companies, foundations and other legal persons – in accordance with generally binding regulations of the law.”.
24. In § 24, subpara. 8 shall be deleted.
25. In § 36, subpara. 1 shall be reworded to read:
„1. In addition to its own funds, the Bank may establish or cancel, by resolution of the General Meeting, special funds, unless establishment of such funds is obligatory by statute.”.
26. In § 38 subpara. 1, point 2) shall be deleted.
27. In § 38 subpara. 1, points 3 and 4 shall be renumbered 2 and 3.

§ 2

This resolution shall come into force on 3 August 2009.

Resolution No. 28/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on authorising the Supervisory Board to approve
the 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.

Resolution No. 29/2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on amendments to a draft resolution on the adoption of
Rules of Procedure of General Meetings of BOŚ S.A.

„The draft resolution of the Annual General Meeting of Bank Ochrony Środowiska S.A. convened for 25 June 2009 on the adoption of Rules of Procedure of General Meetings of BOŚ S.A. shall be amended by deleting „and a list of shareholders voting by correspondence” in § 1 of the resolution in „Rules of Procedure of General Meetings of BOŚ S.A.” in § 16 subpara. 2 thereof.”

Resolution No. 30/2009
of the Annual General Meeting of the Bank Ochrony Środowiska S.A.

of 25 June 2009
on adopting Rules of Procedure of General Meetings of BOŚ S.A.

§ 1

Acting pursuant to the provisions of rule IV point 2 of corporate governance set out in the „Code of Best Practice for WSE Listed Companies” Bank Ochrony Środowiska S.A. undertook to comply with by Resolution No. 26/2008 of the Annual General Meeting BOŚ S.A. of 17 June 2008, the Annual General Meeting of BOŚ S.A. hereby adopts the following Rules of Procedure of General Meetings of BOŚ S.A.:

„RULES OF PROCEDURE OF GENERAL MEETINGS
OF BANK OCHRONY ŚRODOWISKA S.A.

§ 1

The Annual General Meeting is the supreme authority of the Company working on the basis of:

- regulations of the Code of Commercial Companies,
- provisions of the Articles of BOŚ S.A.,
- regulations of the „Code of Best Practice for WSE Listed Companies”,
- these Rules of Procedure.

§ 2

General Meetings shall have competence in any issue provided for in the Articles of Association of the Company and in binding regulations of the law.

§ 3

1. Entitlement to attend a General Meeting shall pertain only to persons who are shareholders of the Company sixteen days before the date of the General Meeting (the date of registration of attendance at a General Meeting). The registration date of attendance at a General Meeting shall be the same for shareholders owning bearer shares and for shareholders owning registered shares.
2. Shareholders have the right to attend General Meetings in person or by proxy. Power of attorney to attend and to vote at a General Meeting shall be made out in writing or in electronic form. Power of attorney granted in electronic form should be sent to the Company to the following address: power_of_attorney.walne@bosbank.pl. Forms to fill are available on the website the Bank, www.bosbank.pl, under the bookmark „Walne Zgromadzenie [Annual General Meeting]”.
3. Members of the Management Board and of the Supervisory Board shall attend General Meetings, and, where the agenda provides for consideration of any financial matter of the Bank, attendance of the Chartered Auditor shall be required. Any absence of a member of the Management Board or the Supervisory Board at a General Meeting shall be explained before those attending the meeting.
4. The directing body convening a General Meeting may invite other persons as well to attend the proceedings with an advisory vote.

§ 4

1. Proceedings at General Meetings shall be opened by the Chairman of the Supervisory Board or the Deputy Chairman of the Supervisory Board, or another member of the Supervisory Board, who, refraining from any decision on the merits of the case or its formal aspects, shall inform shareholders of the invited guests attending the proceedings, and shall call election – in secret ballot – of a Presiding Officer of the General Meeting from among the shareholders.
2. In the absence of persons referred to in subpara. 1, a General Meeting shall be opened by the President of the Management Board or a person named by the Management Board.

§ 5

1. Ballots at the General Meeting shall be held using a direct-recording electronic voting system, in accordance with rules of operation of the system.
2. A General Meeting may resolve, at the request of shareholders, to have the vote held without using a computer system.
3. Shareholders may vote differently on any of the shares they hold.

§ 6

1. Immediately upon the election of a Presiding Officer an attendance list shall be produced showing names of participants in the General Meeting with the number of shares represented by each name and the number of votes the shares confer.
2. The attendance list, signed by the Presiding Officer, shall be laid out during the proceedings.
3. The Presiding Officer shall announce the number of shares represented at the General Meeting with the votes conferred, state the validity of convention of the General Meeting and its capacity to pass binding resolutions.

§ 7

1. The Presiding Officer of a General Meeting directs the discussion, ensures observance these Rules and the agenda, has control of the proceedings, accords the right to speak, calls polls, and declares resolutions carried or lost, and next announces them.
2. The Presiding Officer shall prevent any abuse of rights by anyone attending a General Meeting and ensure respecting rights of minority shareholders.

§ 8

1. Prior to the discussion, on a motion brought by its Presiding Officer of the General Meeting shall elect, in secret ballot, a Secretary and a 3-member Scrutineer Committee to tally votes in passing resolutions and to hold secret ballots, in particular in polls and in motions to dismiss members of the directing bodies of the Company or liquidators, to call them to account, as well as in personnel matters, if any.
2. The Scrutineer Committee shall elect a chairman from among its members.
3. The Annual General Meeting may pass a resolution to revoke secrecy of voting in matters related to the election of committees a General Meeting may appoint.

§ 9

1. The Presiding Officer of the General Meeting shall advise shareholders on the agenda and these Rules, and next call a vote thereon.

2. No alteration of the order of points of the agenda or cancellation of any particular point from the agenda of a General Meeting shall be valid unless by resolution of the General Meeting. No resolution to cancel a point from the agenda may be passed unless there are important, reasonable and justified reasons for such move.
3. Cancellation from the agenda or waiver of consideration of a point on the agenda at the request of shareholders requires a resolution of the General Meeting, upon the expression of consent by all attending shareholders who seconded such request, supported by 75% votes at the General Meeting.

§ 10

1. The particular points of the agenda shall be presented by rapporteurs appointed by the directing body that convened the General Meeting.
2. Following presentation of any point of the agenda the Presiding Officer calls upon shareholders to ask questions concerning the point and then again gives the rapporteur the floor to answer queries and to provide clarification.
3. Any query to the Bank Management Board shall be answered by members of the Management Board in accordance with rules following from regulations of disclosure duties in public liability companies.
4. In formal matters the Presiding Officer accords the right to speak outside the order. Motions on formal matters shall be understood to be motions related to the conduct of proceedings and of polls.
5. The Presiding Officer and the Directing Bodies of the Company shall not resolve on matters that belong in the competence of courts.
6. The Presiding Officer shall, after consulting the case for its legal implications, put to vote any dispute over the merits in a case or points of order that may arise between shareholders at the General Meeting.
7. Matters covered in the points of the agenda shall be considered in a joint discussion.

§ 11

1. General Meetings pass no resolution other than in matters covered in the points of the agenda. If 100% of share capital is represented at a General Meeting, the meeting is empowered to pass resolutions also on matters not covered in points of the agenda, provided that none of those attending objects to such resolution. Polls shall be held as set out in § 14 of the Articles of the Bank.
2. Resolutions shall be carried by a simple majority of votes cast, except on matters where a qualified is required under the Articles of Association or the Code of Commercial Companies.
3. In each of the cases where special conditions must be met under regulations of the law or the Articles for a resolution to pass, for instance where a definite part of share capital has to be represented, the Presiding Officer shall have a duty to declare and announce the General Meeting capable of passing the resolution.
4. No shareholder may vote in person, or by proxy, on resolutions relating to his liability towards the company for any reason, specifically in votes of approval of performance of duties, or on being released from any liability towards the company, or on any dispute between him and the Bank.

§ 12

1. Every one of the shareholders may at General Meeting propose draft resolutions on matters covered in the points of the agenda.
2. Where an amendment is proposed to a draft resolution, the amendment should first put to vote, and the draft resolution as amended thereafter.
3. The Presiding Officer shall give persons that object to a resolution an opportunity to have their arguments recorded in the minutes along with a brief justification of their objections.
4. The Presiding Officer declares that a resolution was passed and quotes the number of shares representing valid votes, the percentual proportion of such shares in share capital, the total number of valid votes, the number of votes for the resolution, against it, as well as the number of abstentions, and of objections raised to it being passed.

§ 13

1. At the request of shareholders representing at least one-fifth of share capital, the Supervisory Board shall be elected by way of voting by separate groups.
2. Persons representing at a General Meeting such part of shares as is allocated from a division of the total number of represented shares by the number of members of the Supervisory Board may establish a separate group for the purpose of electing one member of the Supervisory Board but shall not vote in the election of the remaining members.
3. Mandates in the Supervisory Board not filled by an appropriate group of shareholders shall be filled by a vote in which participate all shareholders whose votes were not cast in electing members of the Supervisory Board elected by way of voting by separate groups – according to rules set out under § 15.
4. With at least one member of the Supervisory Board having been elected in voting by separate groups, any mandate of a current member of the Supervisory Board shall expire before the term.

§ 14

1. The General Meeting dismisses members of the Supervisory Board in secret ballot in the following procedure:
 - 1) members of the Supervisory Board for dismissal are proposed by shareholders,
 - 2) such proposals are submitted in writing within the time frame set by the Presiding Officer. When the list of persons proposed for dismissal has been closed, the Presiding Officer announces the list to the General Meeting,
 - 3) the Secretary of the General Meeting compiles a list indicating the given names and surnames of persons to be dismissed from the Supervisory Board,
 - 4) when the list has been closed, the Secretary passes it on to the Scrutineer Committee for the purpose of preparing voting ballots,
 - 5) the Scrutineer Committee makes a list of persons to be dismissed from the Supervisory Board. The given names and surnames of such persons are entered in alphabetic order,
 - 6) with the list completed the Presiding Officer of the General Meeting calls a vote on the dismissal of members of the Supervisory Board,
 - 7) the given names and surnames of the persons to be dismissed from the Supervisory Board are entered on the ballots in alphabetic order. A ballot has four columns marked, respectively:

- a) the surname and given name of the member,
 - b) for,
 - c) against,
 - d) abstained,
- 8) the voting person puts an X in the appropriate column on the ballot by the given name and surname of the person he votes for,
 - 9) where the vote is held using a computer system, technical solutions provided for the given system shall apply instead of points 7–8,
 - 10) with the vote on dismissals of members of the Supervisory Board completed, the Scrutineer Committee draws up the minutes which are signed by all its members and passes the results of the vote to the Presiding Officer of the General Meeting who announces the results naming the members of the Supervisory Board have been dismissed.
2. The General Meeting elects members of the Supervisory Board in secret ballot in the following procedure:
- 1) candidates for members of the Supervisory Board for appointment are proposed by shareholders. The number of candidates is unlimited,
 - 2) such proposals are submitted in writing within the time frame set by the Presiding Officer. When the list of candidates for members of the Supervisory Board has been closed, the Presiding Officer announces the list to the General Meeting,
 - 3) a proposal of candidate for member of the Supervisory Board should set out:
 - a) the given name and surname of the candidate,
 - b) a presentation of the candidate,
 - c) the given name and surname of the proponent and, as necessary, the name of the shareholder he represents,
 - 4) a proposal of candidate not attending the General Meeting shall be supplied together with his written consent to run as candidate,
 - 5) the Secretary of the General Meeting compiles a list of candidates for members of the Supervisory Board,
 - 6) when the list has been closed, the Secretary passes it on to the Scrutineer Committee for the purpose of preparing voting ballots,
 - 7) the Scrutineer Committee makes a list of persons proposed who expressed consent to run as candidates. The given names and surnames of such persons are entered in alphabetic order,
 - 8) with the list completed the Presiding Officer of the General Meeting calls a vote on the election of candidates for members the Supervisory Board,
 - 9) the given names and surnames of the candidates are entered on the ballots in alphabetic order. A ballot has four columns marked, respectively:
 - a) the surname and given name of the candidate,
 - b) for,
 - c) against,
 - d) abstained,
 - 10) the voting person puts an X in the appropriate column on the ballot by the given name and surname of the person he votes for. Where the column „for” is ticked off by a number of names greater than the number of persons elected to the Supervisory Board invalidates the voting ballot,
 - 11) where the vote is held using a computer system, technical solutions provided for the given system shall apply instead of points 9–10,

- 12) candidates who obtained the highest number of votes „for” are elected members of the Supervisory Board, this number being higher than the number of votes cast „against” candidates,
- 13) where two or more candidates have obtained the same number of votes in the ballot and this results in the number of elected candidates exceeding the number of seats in the Supervisory Board, a runoff vote is called to be held in accordance with the above-defined rules,
- 14) with the vote on all candidates for members of the Supervisory Board completed, the Scrutineer Committee draws up the minutes which are signed by all its members and passes the results of the vote to the Presiding Officer of the General Meeting who announces the results for all candidates put to vote stating which of the candidates have been elected member of the Supervisory Board.

§ 15

1. The Presiding Officer calls brief technical adjournments in justified cases. Adjournment of proceedings for the consideration of the merits of the case shall not be allowed unless by resolution of the General Meeting.
2. There being no further business to discuss the Presiding Officer calls the close of the General Meeting.

§ 16

1. Resolutions of General Meetings shall be recorded in minutes by a notary public.
2. In the minutes, the notary public shall further state the validity of convention of the General Meeting and its capacity to pass binding resolutions, and list up the resolutions passed, indicating, by each resolution: the number of shares representing valid votes, the percentual proportion of such shares in share capital, the total number of valid votes, the number of votes “for”, “against” or “abstained”, and any dissenting opinion brought forward. An attendance list signed by those attending the General Meeting shall be attached to the minutes.
3. The Management Board should attach a transcript of the minutes, and also the evidence that the meeting was convened, to the minute book.

§ 17

The directing body which convenes the General Meeting shall provide notarial and legal support to the General Meeting.”.

§ 2

This resolution comes into force on 3 August 2009.

§ 3

Resolution No. 7/2004 of the Extraordinary General Meeting Shareholders of BOŠ S.A. of 23 March 2004 an adopting Rules of procedure of General Meetings of Shareholders of BOŠ S.A. and Resolution No. 35/2005 of the Annual General Meeting of BOŠ S.A. of 15 June 2005 on amendments to the Rules of procedure of General Meetings of Shareholders of BOŠ S.A. both expire on 3 August 2009.

The Resolutions failed:

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Stanisław Kostrzewski the vote of approval
for performance of duties in 2008**

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 Kostrzewski, Vice-President of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2008 to 30 September 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Jerzy Witold Pietrewicz the vote of approval
for performance of duties in 2008**

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 Jerzy Witold Pietrewicz, President the Bank Management Board, in the period of 1 January 2008 to 30 September 2008, Vice-President of the Bank Management Board in the period of 1 October 2008 to 31 December 2008, the vote of approval for performance of duties in 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Marcin Ziemowit Romanowski the vote of approval
for performance of duties in 2008**

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 Ziemowit Romanowski, Vice-President the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2008 to 17 June 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Piotr Adam Wiesiołek the vote of approval
for performance of duties in 2008**

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 Piotr Adam Wiesiołek, Vice-President First Deputy President of the Bank

Management Board, the vote of approval for performance of duties in the period of 1 January 2008 to 5 March 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Andrzej Matia Herman the vote of approval
for performance of duties in 2008**

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 Andrzej Maria Herman, Chairman of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2008 to 17 June 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mrs Janina Józwiak the vote of approval
for performance of duties in 2008**

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 Mrs Janina Józwiak, Deputy Chairman of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2008 to 17 June 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Ryszard Stanisław Bartkowiak the vote of approval
for performance of duties in 2008**

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 Stanisław Bartkowiak, Secretary Chairman of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2008 to 17 June 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mrs Marta Zofia Czyż the vote of approval
for performance of duties in 2008**

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 Mrs Marta Zofia Czyż, Member of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2008 to 17 June 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Andrzej Grzegorz Matysiak the vote of approval
for performance of duties in 2008**

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 Andrzej Grzegorz Matysiak, Member of the Supervisory Board, the vote of approval for performance of duties in the period of 17 June 2008 to 31 December 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mr Lech Kazimierz Płotkowski the vote of approval
for performance of duties in 2008**

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 Lech Kazimierz Płotkowski, Member of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2008 to 17 June 2008.

**Resolution No. /2009
of the Annual General Meeting of Bank Ochrony Środowiska S.A.
of 25 June 2009
on granting Mrs Agnieszka Halina Zawartko the vote of approval
for performance of duties in 2008**

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 Mrs Agnieszka Halina Zawartko, Member of the Supervisory Board, the vote of approval for performance of duties in the period of 1 January to 17 June 2008.

During the AGM requests were submitted to have objections to the non-passing of resolutions on granting the vote of approval for performance of duties in 2008 for Mr Stanisław Kostrzewski, Mr Marcin Ziemowit Romanowski i Mr Piotr Adam Wiesiołek recorded in the minutes.