

**Resolution No. 1/2014  
of an Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on electing a Chairman of the General Meeting**

This Annual General Meeting of BOŚ S.A. hereby appoints Mrs Agnieszka Zając Chairman of the General Meeting.

The Supervisory Board Chairman declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.740.425, of which: 16.740.425 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.740.425, which represents a percentual proportion of shares in share capital of 73, %.

**Resolution No. 2/2014  
of an Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on electing a Secretary of the General Meeting**

This Annual General Meeting BOŚ S.A. hereby appoints Mrs Iwona Złotkowska Secretary of the General Meeting.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 16.740.425, of which: 16.740.425 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.740.425, which represents a percentual proportion of shares in share capital of 73,1878008564%.

**Resolution No. 3/2014  
of an Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on adopting the agenda.**

This Annual General Meeting BOŚ S.A. hereby adopts the following agenda:

1. Opening the General Meeting.
2. Appointing the Chairman of the General Meeting.
3. Stating the legitimacy of convocation of the General Meeting and the capacity thereof to pass resolutions.
4. Appointing the Secretary of the General Meeting.
5. Adopting the agenda.
6. Presenting the Management Board Bank activity report for 2013 and the Bank financial statements for the period from 1 January 2013 to 31 December 2013.
7. Presenting the Management Board BOŚ S.A. Group activity report for 2013 and the BOŚ S.A. Group consolidated financial statements for the period from 1 January 2013 to 31 December 2013.
8. Presenting a motion on Bank 2013 profit distribution.
9. Presenting a motion on offsetting the Bank`s previous year loss.
10. Presenting an Activity Report of the Supervisory Board and its committees in 2013.
11. Discussion.

12. Adopting resolutions regarding the following matters:
  - a) approving the Management Board Bank activity report for 2013,
  - b) approving the Bank financial statements for the period from 1 January 2013 to 31 December 2013,
  - c) approving the Management Board BOŚ S.A. Group activity report for 2013,
  - d) approving the BOŚ S.A. Group consolidated financial statements for the period from 1 January 2013 to 31 December 2013,
  - e) approving the Bank 2013 profit distribution,
  - f) approving the offsetting the Bank's previous year loss,
  - g) granting members of the Bank Management Board the vote of approval for performance of duties in 2013,
  - h) approving the Activity Report of the Supervisory Board and its committees in 2013,
  - i) granting members of the Bank Supervisory Board the vote of approval for performance of duties in 2013.
13. Presenting the drafts text and passing resolution on establishing the number of members on the Supervisory Board.
14. Changes in membership status of the Supervisory Board:
  - a) adopting resolutions regarding dismissal of Supervisory Board members,
  - b) adopting resolutions regarding appointment of Supervisory Board members.
15. Presenting the drafts text and passing resolution on establishing the remuneration of members of the Bank Supervisory Board.
16. Presenting the drafts text and passing resolutions on regarding amendments to the Articles of Association of the Bank.
17. Presenting the draft text and passing a resolution on authorising the Supervisory Board to approve a consolidated text of the Articles of Association of the Bank.
18. Presenting the drafts text and passing resolutions on a Buy-Back of BOŚ S.A. shares Programme to offer them to persons in managerial positions that have significant impact on the risk profile of the Bank
19. Closing the General Meeting.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.740.425, of which: 16.740.425 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.740.425, which represents a percentual proportion of shares in share capital of 73,1878008564%.

**Resolution No. 4/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on approving the Management Board Bank activity report for 2013**

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 Bank Articles of Association, the Annual General Meeting of BOŚ S.A. resolves to approve the Management Board Bank activity report for 2013 the Bank Management Board presented to Shareholders at the Annual General Meeting on 30 April 2014.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.740.425, of which: 16.740.425 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.740.425, which represents a percentual proportion of shares in share capital of 73,1878008564%.

**Resolution No. 5/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on approving the Bank financial statements for the period from 1 January 2013  
to 31 December 2013**

Acting pursuant to the provisions of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies and pursuant to the provisions of art. 53 subpara. 1 of the Accounting Act, in connection with § 9 subpara. 4 point 1 i § 10 point 1 of the Bank Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to approve the audited financial statements of the Bank for the financial year 2013, which comprise:

- the income statement for the financial year 2013, showing a net profit of PLN 62 911 thousand;
- the comprehensive income statement for the financial year 2013, showing total income in the amount of PLN 37 386 thousand;
- the statement of financial position prepared to the date of 31 December 2013, with assets and liabilities representing the amount of PLN 18 331 881 thousand;
- the statement of changes in equity for the financial year 2013, showing an increase in equity in the amount of PLN 37 730 thousand;
- the cash flow statement for the financial year 2013 showing net inflows in the amount of PLN 440 894 thousand;
- the additional notes identifying the accounting standards applied and other explanations.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.740.425, of which: 16.740.425 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.740.425, which represents a percentual proportion of shares in share capital of 73,1878008564%.

**Resolution No. 6/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on approving the Management Board BOŚ S.A. Group activity report for 2013**

Acting pursuant to the provisions of art. 395 § 5 of the Code of Commercial Companies, in connection with § 10 point 2 of the Bank Articles of Association, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to approve the Management Board BOŚ S.A. Group activity report for 2013 the Bank Management Board presented to Shareholders at the Annual General Meeting on 30 April 2014.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.740.425, of which:

16.740.425 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.740.425, which represents a percentual proportion of shares in share capital of 73,1878008564%.

**Resolution No. 7/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on approving the BOŚ S.A. Group consolidated financial statements for the  
period from 1 January 2013 to 31 December 2013**

Acting pursuant to the provisions of art. 395 § 5 of the Code of Commercial Companies and art. 63c subpara. 4 of the Accounting Act, in connection with § 10 point 2 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. resolves to approve the audited Bank Ochrony Środowiska Group consolidated financial statements of S.A. for the financial year 2013, which comprise:

- the consolidated income statement for the financial year 2013, showing a net profit of PLN 65 903 thousand;
- the consolidated comprehensive income statement for the financial year 2013, showing total income in the amount of PLN 38 460 thousand;
- the statement of financial position prepared to the date of 31 December 2013, with assets and liabilities representing the amount of PLN 18 417 105 thousand;
- the statement of changes in equity for the financial year 2013, showing an increase in equity in the amount of PLN 38 686 thousand;
- the cash flow statement for the financial year 2013 showing net inflows in the amount of PLN 440 809 thousand;
- the additional notes identifying the accounting standards applied and other explanations.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 8/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on approving the Bank 2013 profit distribution**

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 Bank Articles of Association, and Resolution No. 5/2014 of the Annual General Meeting of 30 April 2014 on approving the Bank financial statements for the period from 1 January 2013 to 31 December 2013, the Annual General Meeting of Bank Ochrony Środowiska S.A. resolves to recognise the net profit of the Bank for 2013 in the amount of PLN 62 910 541,21 as, and post it with, capital surplus of the Bank.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 17.718.725, of which: 17.718.725 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the

number of shares representing valid votes is 17.718.725, which represents a percentual proportion of shares in share capital of 77,4648503087 %.

**Resolution No. 9/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on offsetting the Bank's previous year loss**

Acting pursuant to the provisions of art. 395 § 2 point 2, in connection with art. 396 § 5, of the Code of Commercial Companies, the Annual General Meeting of BOŚ S.A. hereby resolves to allocate a total amount of PLN 10 113 579.11 from the surplus capital of Bank Ochrony Środowiska S.A. to offset the Bank's previous year loss.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 17.718.725, of which: 16.682.382 were votes „for”, 0 votes „against”, 1.036.343 votes „abstained”, and also that the number of shares representing valid votes is 17.718.725, which represents a percentual proportion of shares in share capital of 77,4648503087 %.

**Resolution No. 10/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Mariusz Klimczak the vote of approval for performance of duties in 2013**

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, Mariusz Klimczak President of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.718.725, of which: 17.718.725 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.718.725, which represents a percentual proportion of shares in share capital of 77,4648503087 %.

**Resolution No. 11/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Stanisław Kolasiński the vote of approval for performance of duties in 2013**

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 Kolasiński, Vice-President - First Deputy President of the Management Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.718.725, of which: 16.979.369 were votes „for”, 0 votes „against”, 739.356 votes „abstained”, and also that the number of shares representing valid votes is 17.718.725, which represents a percentual proportion of shares in share capital of 77,4648503087 %.

**Resolution No. 12/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Przemysław Lech Figarski the vote of approval for performance  
of duties in 2013**

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 Przemysław Lech Figarski Vice-President of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.718.725, of which: 17.718.725 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.718.725, which represents a percentual proportion of shares in share capital of 77,4648503087 %.

**Resolution No. 13/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Adam Zbigniew Grzebieluch the vote of approval for  
performance of duties in 2013**

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 of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 14/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Krzysztof Wojciech Telega the vote of approval for performance  
of duties in 2013**

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 of the Bank Management Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 15/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on approving the Activity Report of the Supervisory Board of the BOŚ S.A. and  
its committees in 2013**

Acting pursuant to the provisions of § 10 point 4 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. resolves to approve the Activity Report of the Supervisory Board of the BOŚ S.A. and its committees in 2013 presented to Shareholders at the Annual General Meeting of the Bank on 30 April 2014.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 16/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Marcin Likierski the vote of approval for performance of duties  
in 2013**

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 Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 17/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.**

**of 30 April 2014  
on granting Mr Jacek Maciej Bajorek the vote of approval for performance of  
duties in 2013**

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 Maciej Bajorek, Deputy Chairman of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 18/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Adam Grzegorz Wasiak the vote of approval for performance of  
duties in 2013**

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 Grzegorz Wasiak, Secretary Chairman of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 16.734.852 were votes „for”, 0 votes „against”, 978.300 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 19/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Józef Koziół the vote of approval for performance of duties in  
2013**

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 Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.036, of which: 17.713.036 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the



number of shares representing valid votes is 17.713.036, which represents a percentual proportion of shares in share capital of 77,4399784552%.

**Resolution No. 20/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Andrzej Kazimierz Kraszewski the vote of approval for  
performance of duties in 2013**

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 Kazimierz Kraszewski, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 21/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Michał Juliusz Machlejd the vote of approval for performance of  
duties in 2013**

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 Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 22/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Ryszard Ochwat the vote of approval for performance of duties  
in 2013**

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 Bank Supervisory Board, the vote of

approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 23/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Krzysztof Władysław Rogala the vote of approval for  
performance of duties in 2013**

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 Władysław Rogala, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 24/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on granting Mr Janusz Marek Topolski the vote of approval for performance of  
duties in 2013**

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 Janusz Marek Topolski, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 1 January 2013 to 20 June 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 25/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014**

**on granting Mr Adam Aleksander Wojtaś the vote of approval for performance of duties in 2013**

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 Aleksander Wojtaś, Member of the Bank Supervisory Board, the vote of approval for performance of duties in the period of 20 June 2013 to 31 December 2013.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 17.713.152 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 26/2014**

**of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 30 April 2014 on establishing the number of members on the Supervisory Board**

1. Acting pursuant to the provisions of § 17 subpara. 1 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby establishes the number of members on the Supervisory Board as 9
2. Resolution No. 7/2010 of the Extraordinary General Meeting of BOŚ S.A. of 25 August 2010 on establishing the number of members on the Supervisory Board as 9 is hereby rescinded.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 17.713.152, of which: 15.576.809 were votes „for”, 0 votes „against”, 2.136.343 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979%.

**Resolution No. 27/2014**

**of an Annual General Meeting of Bank Ochrony Środowiska S.A. of 30 April 2014 regarding dismissal of Supervisory Board member**

Acting pursuant to provisions of art. 385 § 1 of the Code of Commercial Companies, in connection with § 10 subpara. 6 of the Articles of Association of the Bank, this Annual General Meeting of BOŚ S.A., following secret ballot, hereby dismisses Mr. Jacek Maciej Bajorek as Supervisory Board member.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.143, of which: 14.574.673 were votes „for”, 0 votes „against”, 3.138.470 votes „abstained”, and also that the number of shares representing valid votes is 17.713.143, which represents a percentual proportion of shares in share capital of 77,404404462506%.

**Resolution No. 28/2014  
of an Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
regarding dismissal of Supervisory Board member**

Acting pursuant to provisions of art. 385 § 1 of the Code of Commercial Companies, in connection with § 10 subpara. 6 of the Articles of Association of the Bank, this Annual General Meeting of BOŚ S.A., following secret ballot, hereby dismisses Mr. Michał Juliusz Machlejd as Supervisory Board member.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.143, of which: 14.574.673 were votes „for”, 0 votes „against”, 3.138.470 votes „abstained”, and also that the number of shares representing valid votes is 17.713.143, which represents a percentual proportion of shares in share capital of 77,404404462506%.

**Resolution No. 29/2014  
of an Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
regarding appointment of Supervisory Board member**

Acting pursuant to provisions of art. 385 § 1 of the Code of Commercial Companies, in connection with § 10 subpara. 6 of the Articles of Association of the Bank, this Annual General Meeting of BOŚ S.A., following secret ballot, hereby appoints Mr. Jacek Czesław Ciepluch Supervisory Board member.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.713.152, of which: 14.574.682 were votes „for”, 0 votes „against”, 3.138.470 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152,, which represents a percentual proportion of shares in share capital of 77,4404855979 %.

**Resolution No. 30/2014  
of an Extraordinary General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
regarding appointment of Supervisory Board member**

Acting pursuant to provisions of art. 385 § 1 of the Code of Commercial Companies, in connection with § 10 subpara. 6 of the Articles of Association of the Bank, this Annual General Meeting of BOŚ S.A., following secret ballot, hereby appoints Mr. Mariusz Roman Karpiński Supervisory Board member.

The Chairman of the General Meeting declared that the resolution was passed in secret ballot, because the total number of valid votes cast was 17.068.855, of which: 13.930.385 were votes „for”, 0 votes „against”, 3.138.470 votes „abstained”, and also that the number of shares representing valid votes is 17.068.855, which represents a percentual proportion of shares in share capital of 74,6236705811%.

**Resolution No. 31/2014**

**of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014**

**on establishing the remuneration of members of the Bank Supervisory Board**

Acting pursuant to the provisions of art. 392 § 1 of the Code of Commercial Companies point 2 and § 10 point 14 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby resolves as follows:

§ 1

Monthly remuneration of members of the Bank Supervisory Board is hereby established in the following amounts:

- 1) Chairman of the Supervisory Board: 4 times the average monthly remuneration in enterprises sector (profit share disbursements not included) for the month preceding accrual;
- 2) Deputy Chairman of the Supervisory Board: 3.5 times the average monthly remuneration in enterprises sector (profit share disbursements not included) for the month preceding accrual;
- 3) other members of the Supervisory Board: 3 times the average monthly remuneration in enterprises sector (profit share disbursements not included) for the month preceding accrual.

§ 2

Apart from the remuneration referred to under § 1, members of the Bank Supervisory Board are eligible each for a share of profit in amounts to be determined by the Annual General Meeting of Bank Ochrony Środowiska S.A. in adopting a resolution on profit distribution.

§ 3

Resolution No. 41/2002 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 25 June 2002 on establishing the remuneration of members of the Bank Supervisory Board is hereby rescinded.

§ 4

This resolution shall come into force on the day of adoption.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 17.713.152, of which: 14.574.682 were votes „for”, 1.002.127 votes „against”, 2.136.343 votes „abstained”, and also that the number of shares representing valid votes is 17.713.152, which represents a percentual proportion of shares in share capital of 77,4404855979 %.

**Resolution No. 32/2014**

**of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014**

**on amendments to § 5 subpara. 2 point 10 of the Articles of Association of the  
Bank**

## § 1

Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies, in connection with § 10 point 7 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby resolves to amend § 5 subpara. 2 point 10 of the Articles of Association of the Bank, to read now as follows:

“10) the provision of services of investment company agent.”.

## § 2

This resolution shall come into force on the day the amendment shall have been registered by the District Court for the Capital City of Warsaw Department XII National Court Register.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 16.676.809 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861 %.

### **Resolution No. 33 /2014 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 30 April 2014 on amendments to § 17 subpara. 1 of the Articles of Association of the Bank**

## § 1

Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies, in connection with § 10 point 7 of the Articles of Association of the Bank, the General Meeting of BOŚ S.A. hereby resolves to amend § 17 subpara. 1 of the Articles of Association of the Bank, to read now as follows:

“1. The Supervisory Board shall consist of natural persons appointed by the General Meeting for a collective term of office but not less than 5 persons and not more than 11 persons.”.

## § 2

This resolution shall come into force on the day the amendment shall have been registered by the District Court for the Capital City of Warsaw Department XII National Court Register.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 16.676.809 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861 %.

### **Resolution No. 34/2014 of the Annual General Meeting of Bank Ochrony Środowiska S.A. of 30 April 2014 on amendments to § 20 subpara. 3 of the Articles of Association of the Bank**

## § 1

Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies, in connection with § 10 point 7 of the Articles of Association of the Bank,

the Annual General Meeting of BOŚ S.A. hereby resolves to amend § 20 subpara. 3 of the Articles of Association of the Bank, to read now as follows:

“3. The Supervisory Board shall appoint, from among its members, an Internal Audit Committee and a Remuneration Committee. The Board may appoint from among its members and other committee. The composition and detailed list of responsibilities of the Committees shall be laid down by the Supervisory Board in separate resolutions.”.

## § 2

This resolution shall come into force on the day the amendment shall have been registered by the District Court for the Capital City of Warsaw Department XII National Court Register.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 16.676.809 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861 %.

**Resolution No. 35/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on amendments to § 20 subpara. 10 point 4 of the Articles of Association of the Bank**

## § 1

Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies, in connection with § 10 point 7 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby resolves to amend § 20 subpara. 10 point 4 of the Articles of Association of the Bank, to read now as follows:

“4) approving the Bank's internal procedures for internal equity valuation, capital management and capital planning,”.

## § 2

This resolution shall come into force on the day the amendment shall have been registered by the District Court for the Capital City of Warsaw Department XII National Court Register.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 16.676.809 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861 %.

**Resolution No. 36/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on amendments to § 21 subpara. 6 point 11 of the Articles of Association of the Bank**

## § 1

Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies, in connection with § 10 point 7 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby resolves to amend § 21 subpara. 6 point 11 of the Articles of Association of the Bank, to read now as follows:

“11) to lay down internal procedures for internal equity valuation, capital management and capital planning,”.

#### § 2

This resolution shall come into force on the day the amendment shall have been registered by the District Court for the Capital City of Warsaw Department XII National Court Register.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 16.676.809 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861 %.

**Resolution No. 37 /2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on amendments to § 21 subpara. 7 of the Articles of Association of the Bank**

#### § 1

Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies, in connection with § 10 point 7 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby resolves to amend § 21 subpara. 7 of the Articles of Association of the Bank, to read now as follows:

“7. The Management Board adopts, by resolution, rules of procedure for Management Board. The rules shall specify matters that may not be adopted unless by collective resolution, as well as procedural and formal requirements regarding the holding of proceedings and a detailed procedure for adopting resolutions.”.

#### § 2

This resolution shall come into force on the day the amendment shall have been registered by the District Court for the Capital City of Warsaw Department XII National Court Register.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 16.676.809 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861 %.

**Resolution No. 38/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on amendments to § 22 subpara. 2 of the Articles of Association of the Bank**

#### § 1



Acting pursuant to the provisions of art. 430 § 1 of the Code of Commercial Companies, in connection with § 10 point 7 of the Articles of Association of the Bank, the Annual General Meeting of BOŚ S.A. hereby resolves to amend § 22 subpara. 2 of the Articles of Association of the Bank, to read now as follows:

“2. The president of the Management Board is empowered in particular:

- 1) to appoint and to dismiss the managing director, directors of Head Office organisational units and their deputies, and directors of branches, except the director of the internal audit unit, who shall be appointed and dismissed, and his/her pay determined, under a separate procedure adopted by the Management Board and approved by the Supervisory Board,
- 2) to issue Rules of organisation of the Bank and Rules of organisation of Branch and Operation branch, and to approve rules of organisation of Head Office organisational units,
- 3) to manage internal control processes at the Bank.

## § 2

This resolution shall come into force on the day the amendment shall have been registered by the District Court for the Capital City of Warsaw Department XII National Court Register.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 16.676.809 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861 %.

**Resolution No. 39/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on authorising the Supervisory Board to approve a 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.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.800, of which: 16.676.800 were votes „for”, 0 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096374389 %.

**Resolution No. 40/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on amendment No. 1 to a Buy-Back of BOŚ S.A. shares Programme to offer  
them to persons in managerial positions that have significant impact on the  
risk profile of the Bank**

The draft resolution of the Annual General Meeting of Bank Ochrony Środowiska S.A. convened for the day of 30 April 2014 on a buy-back of BOŚ S.A. shares Programme to offer them to persons in managerial positions that have significant impact on the risk profile of the Bank shall be amended to read as follows:

Point 5 shall be reworded to read as follows:

“5. Acquisition of the Bank’s own shares may be effected at a minimum price not less than PLN 40 and a maximum price not higher than PLN 70 per share.”

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.032.512, of which: 14.932.512 were votes „for”, 1.100.000 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 70,0928617693 %.

**Resolution No. 41/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on amendment No. 2 to a Buy-Back of BOŚ S.A. shares Programme to offer  
them to persons in managerial positions that have significant impact on the  
risk profile of the Bank**

The draft resolution of the Annual General Meeting of Bank Ochrony Środowiska S.A. convened for the day of 30 April 2014 on a buy-back of BOŚ S.A. shares Programme to offer them to persons in managerial positions that have significant impact on the risk profile of the Bank shall be amended to read as follows:

Point 12 shall be renumbered point 13, and point 12 shall be reworded to read as follows:

“12. In the event that members of the Bank Management Board should become party to the actions referred to under point 7 above, the empowerments referred to under point 11 above in respect of determination of the definitive number of shares, the price, and term of acquisition of own shares shall be vested in the Bank Supervisory Board.”

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.032.512, of which: 14.932.512 were votes „for”, 1.100.000 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 70,0928617693 %.

**Resolution No. 42/2014  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 30 April 2014  
on a Buy-Back of BOŚ S.A. shares Programme to offer them to persons in  
managerial positions that have significant impact on the risk profile of the  
Bank**

Acting pursuant to the provisions of art. 393 point 6 of the Code of Commercial Companies, in connection with art. 362 § 1 point 2 and § 2 of art. 363 of the Code of Commercial Companies, the Annual General Meeting of BOŚ S.A. hereby resolves as follows:

1. The General Meeting of BOŚ S.A. hereby expresses consent to acquisition of the Bank's own shares, in the manner specified herebelow.
2. No shares of the Bank shall be eligible for acquisition except fully paid shares.
3. Eligible for acquisition may own shares of the Bank in a number representing not more than 0.12% of the total number of the Bank shares, which represents no more than 0.12% of the total number of votes at the general meeting of BOŚ S.A. and of the Bank equity.
4. Acquisition of the Bank's own shares may continue through to the period ending 31 July 2014 or until such time as the amount of funds referred to under point 6 below has been spent in its entirety.
5. Acquisition of the Bank's own shares may be effected at a minimum price not less than PLN 40 and a maximum price not higher than PLN 70 per share.
6. An amount of up to PLN 1 774 000, which comprises the price of own shares and costs of acquisition thereof, is hereby set aside for the purpose of acquisition of the Bank's own shares.
7. The Bank's own shares acquired in the prescribed manner may be set aside to be offered to persons in managerial positions that have significant impact on the risk profile of the Bank within the meaning of Polish Financial Supervision Authority Resolution No. 258/2011 of 4 October 2011 on detailed principles of functioning of the risk management system and internal control system and detailed conditions of internal capital assessment by banks and of reviewing the process of internal capital assessment and maintenance and the principles of determining the policy on variable components of remuneration of persons holding managerial positions at a bank.
8. The Bank's own shares acquired in the prescribed manner such that have not been subscribed to by persons referred to under point 7 may be disposed by the Bank within a period of time ending one year upon acquisition.
9. Acquisition of the Bank's own shares shall proceed in compliance with terms and conditions set out in Commission Regulation (EC) No. 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments.
10. The share buy-back programme referred to in this resolution shall be released by the Bank Management Board for publication in a current report released prior to the start of the programme.
11. The Bank Management Board is hereby empowered to carry out all and any actual and legal actions related to the own share acquisition and actions referred to under points 7 and 8 above. In particular, on the strength of this resolution the Bank Management Board is authorised to determine the definitive number of shares, the price, and term of acquisition of own shares.
12. In the event that members of the Bank Management Board should become party to the actions referred to under point 7 above, the empowerments referred to under point 11 above in respect of determination of the definitive number of shares, the price, and term of acquisition of own shares shall be vested in the Bank Supervisory Board."
13. This resolution shall come into force on the day of adoption.

The Chairman of the General Meeting declared that the resolution was passed in open vote, because the total number of valid votes cast was 16.676.809, of which: 14.574.682 were votes „for”, 2.102.127 votes „against”, 0 votes „abstained”, and also that the number of shares representing valid votes is 16.676.809, which represents a percentual proportion of shares in share capital of 72,9096767861%.