

Draft resolutions

**Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
on the election of the Chairperson of the General Meeting**

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

**Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
on the election of the Secretary of the General Meeting**

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

**Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
on the adoption of the agenda**

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

Meeting agenda:

1. Opening the meeting.
2. Electing a Chairman of the Extraordinary General Meeting.
3. Pronouncing the convention of the Extraordinary General Meeting valid and declaring it capable of adopting resolutions.
4. Electing a Secretary of the Extraordinary General Meeting.
5. Adoption of the agenda.
6. 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.
7. Adopting resolutions on establishing the remuneration of members of the Bank Supervisory Board.
8. Adopting resolutions approving the agenda of share capital increase of the Bank.
9. Adopting resolutions regarding defrayal by BOŚ S.A. of the costs of convening the Extraordinary General Meeting of BOŚ S.A. and of proceedings thereof on 15 February 2016.
10. Closing the meeting.

Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
on dismissing a member of the Supervisory Board

Pursuant to provisions of art. 385 §1 of the Code of Commercial Companies and § 10 point 6 of Articles of Association of the Bank, the Extraordinary General Meeting of BOŚ S.A. hereby dismisses, by secret ballot, from his post of member of the Supervisory Board

A draft resolution submitted together with a request to convene an Extraordinary General Meeting pursuant to Art. 400 § 1 of the Commercial Companies Code by a shareholder representing more than one twentieth of the share capital of the Bank.

Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
on the appointment a member of the Supervisory Board

Acting under Art. 385 Par. 1 of the Commercial Companies Code and Par. 10 Item 6 of the Bank's Articles of Association, the BOŚ SA Extraordinary General Meeting hereby appoints, by secret ballot,..... as a member of the Supervisory Board.

A draft resolution submitted together with a request to convene an Extraordinary General Meeting pursuant to Art. 400 § 1 of the Commercial Companies Code by a shareholder representing more than one twentieth of the share capital of the Bank.

Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
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 and § 10 point 14 of the Articles of Association of the Bank, the Extraordinary 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 - ...
- 2) Deputy Chairman of the Supervisory Board - ...
- 3) other members of the Supervisory Board - ...

§ 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. 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 is hereby rescinded.

A draft resolution submitted together with a request to convene an Extraordinary General Meeting pursuant to Art. 400 § 1 of the Commercial Companies Code by a shareholder representing more than one twentieth of the share capital of the Bank.

**Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
on the approval of the agenda of share capital increase of the Bank Ochrony
Środowiska S.A.**

Acting pursuant to § 10 paragraph 15 of the Articles of Association of the Bank, the Extraordinary General Meeting of BOŚ S.A. resolves as follows:

§ 1

The agenda of the share capital increase of BOŚ S.A. in the version annexed to this resolution is hereby approved.

§ 2

The resolution comes into force on the day of its adoption.

Agenda of the share capital increase of BOŚ S.A.

No.	Task	Date
1.	Preparation by the Management Board terms of the share capital increase of BOŚ S.A., review and approval of the Supervisory Board together with the justification.	
2.	Adoption by the Management Board resolution on convening the Extraordinary General Meeting along with the location of the share capital increase in the proposed agenda and amendment of the Articles of Association and the adoption of relevant draft resolutions. Consideration and approval by the Supervisory Board the resolution of the Management Board on convening the Extraordinary General Meeting, the proposed agenda and relevant draft resolutions.	
3.	Announcement of the Management Board of convening the Extraordinary General Meeting.	
4.	Convening the Extraordinary General Meeting and the adoption of resolutions on the share capital increase.	
5.	The submission by the Management Board of the application and approval from the Financial Supervision Authority (Komisja Nadzoru Finansowego) on amendment of the Articles of Association of the Bank in connection with the increase of the share capital.	
6.	A cash contribution to the increased share capital of the Bank.	
7.	The notification by the Management Board to the registry court an application for registration of the share capital increase.	

A draft resolution submitted together with a request to convene an Extraordinary General Meeting pursuant to Art. 400 § 1 of the Commercial Companies Code by a shareholder representing more than one twentieth of the share capital of the Bank.

**Resolution No. /2016
of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A.
of 15 February 2016
regarding defrayal by BOŚ S.A. of the costs of convening this General Meeting
of BOŚ S.A. and of proceedings thereof**

Acting pursuant to provisions of art. 400 § 4 of the Code of Commercial Companies, this Extraordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves defrayal by BOŚ S.A. of the costs of convening this General Meeting of BOŚ S.A. and of proceedings thereof.