

## **Bank Ochrony Środowiska S.A. Management Board announcement of convention of an Extraordinary General Meeting**

Bank Ochrony Środowiska Spółka Akcyjna equity partnership with seat in Warsaw at the address ul. Żelazna 32, 00-832 Warszawa, registered at the District Court for the Capital City of Warsaw Commercial Department XII of the National Court Register under incorporation number KRS 0000015525; entry date 4 June 2001, announces herewith, in part fulfilment of requirements specified in art. 402<sup>2</sup> of the Code of Commercial Companies, details pertinent to the Extraordinary General Meeting of BOŚ S.A.:

### **I. Date, time, and venue of the Extraordinary General Meeting, and details of the agenda**

The Management Board of Bank Ochrony Środowiska Spółka Akcyjna („BOŚ S.A.”) acting pursuant to provisions of art. 399 § 1, in connection with art. 398 of the Code of Commercial Companies, and in connection with § 9 subparas 5 of the Articles of Association of the Bank and following a request from the National Fund for Environmental Protection and Water Management, filed on the basis of Art. 400 § 1 of the Commercial Companies Code and § 9. point 8 of the Articles of Association of the Bank, hereby convenes an Extraordinary General Meeting („EGM”) to be held at 10:00 on 15 February 2016, in Warsaw at the address ul. Żelazna No. 32 (entrance from the Sienna street).

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.

### **II. INFORMATION REGARDING PARTICIPATION IN THE BOŚ S.A. EXTRAORDINARY GENERAL MEETING**

#### **1. Shareholder’s right to demand inclusion of particular items in the agenda of the Extraordinary General Meeting and to submit draft resolutions:**

- 1) Under art. 401 § 1 of the Code of Commercial Companies, a shareholder or shareholders representing at least one twentieth of the share capital may demand inclusion of particular items in the agenda of the EGM. Such demand

should contain a statement of reasons or a draft resolution on the proposed item on the agenda. Any such request should be submitted in writing to the Bank Management Board no later than between 08:00 and 16:00 on 25 January 2016 at the Bank seat at the address 00-832 Warszawa ul. Żelazna 32 (entry from ul. Sienna street) or with the use of electronic communication sent to the address [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

As at the date of submission of such demand, shareholder/shareholders should be able to demonstrate that they hold the required number of shares and attach to the demand a certificate of their right to participate in the Extraordinary General Meeting, and in the case of shareholders being legal persons or partnerships, to confirm, by submitting the relevant updated extract from the National Court Register, their right to act on behalf of the entity. The required documents should be submitted to the Management Board in writing, at the address 00-832 Warszawa ul. Żelazna 32, between 08:00 and 16:00, or sent in PDF format to the address [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

- 2) Under art. 401 § 4 of the Code of Commercial Companies, a shareholder or shareholders representing at least one twentieth of the share capital entitled to participate in the Extraordinary General Meeting may submit to the BOŚ S.A. Management Board, before the date of the Extraordinary General Meeting, draft resolutions pertinent to items entered on the agenda thereof or items to enter on the agenda. Any such draft resolution should be submitted to the Management Board in writing at the Bank seat at the address 00-832 Warszawa ul. Żelazna 32, between 08:00 and 16:00, or sent in PDF format to the address [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

As at the date of submission of such demand, shareholder/shareholders should be able to demonstrate that they hold the required number of shares and attach to the demand a certificate of their right to participate in the EGM, and in the case of shareholders being legal persons or partnerships, to confirm, by submitting the relevant updated extract from the National Court Register, their right to act on behalf of the entity. The required documents should be submitted to the Management Board in writing, before the EGM date, at the address 00-832 Warszawa ul. Żelazna 32, between 08:00 and 16:00, or sent in PDF format to the address [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl).

- 3) Under art. 401 § 5 of the Code of Commercial Companies, every shareholder entitled to participate in the Extraordinary General Meeting may submit draft resolutions during the EGM proceedings related to items entered on the agenda.

## **2. The manner of exercising the right to vote by proxy**

- 1) Shareholder who is a natural person may participate in the Extraordinary General Meeting and to exercise their right to vote personally or by proxy.

Shareholder who is not a natural person may participate in the Extraordinary General Meeting and to exercise their right to vote through persons authorised to submit declarations of intent on their behalf or by proxy.

The power of attorney should be, on pain of invalidity, in writing and presented at the company seat or granted in electronic form.

A specimen form of power of attorney permitting exercise of the right to by proxy is available on the Bank website at [www.bosbank.pl](http://www.bosbank.pl) under "General Meeting".

Proxy is under no obligation to use the form in voting.

Shareholder should notify BOŚ S.A., not later than 15:00 on the day preceding the EGM. i.e., 12 February 2016, that a power of attorney document was granted in electronic form by electronic mail to the address [walne.zgromadzenie@bosbank.pl](mailto:walne.zgromadzenie@bosbank.pl), attaching a scanned image of the power of attorney form, signed by shareholder, or, where shareholder is not a natural person, by persons authorised to represent shareholder. Such notice of power of attorney having been granted in electronic form should show the designation or name and of the authorising person, their telephone number and email address, as well as the designation or name and of the authorised person, their telephone number and email address.

Further, shareholder should send the Bank: a scanned copy of a personal ID or passport (with data identifying the person) of proxy being a natural person, a scanned copy of an extract from the relevant register of companies of proxy being a legal person or organisational unit without personality at law, and with the email address for communication with shareholder or proxy.

Where the power of attorney document or the text documenting power of attorney is in a language other than Polish the relevant documents shall be submitted to the Bank in certified translation copy in Polish.

Unless specified otherwise in the power of attorney document, proxy is entitled to exercise any and all rights of shareholder at the general meeting.

The Bank Management Board declares that where shareholder has granted power of attorney along with instructions on how to vote the Bank is not going to verify if proxies are exercising their right to vote in keeping with such instructions they may have received from shareholders.

- 2) BOŚ S.A. is going to take appropriate action in order to identify shareholder and proxy in order to check any power of attorney granted in electronic form for validity. Such verification may involve in particular a return query, electronically or by telephone call, to shareholder and/or proxy to verify the fact that the power of attorney was granted and the scope thereof. In case no answer is supplied to any query asked in such verification is left unanswered, BOŚ S.A. reserves the right to determine that the granting of the power of attorney cannot be verified and so proxy may not be admitted to participate in the EGM.
- 3) The right to represent shareholder not being a natural person should clearly follow from the extract from the relevant register of companies (to be submitted in original or copy authenticated for compliance by a notary public), or possibly from the relevant series of authorisations.

Any person that grants power of attorney on behalf of shareholder not being a natural person should be named in the updated extract from the register relevant for the shareholder.

- 4) A member of the BOŚ S.A Management Board and/or employee of BOŚ S.A may serve as proxy at the Extraordinary General Meeting.

Where a member of the BOŚ S.A. Management Board, member of the BOŚ S.A. Supervisory Board, member of a directing body and/or employee of a BOŚ S.A. subsidiary, serve as proxy at the Extraordinary General Meeting, the relevant power of attorney granted to the above-mentioned persons may authorise them for representation at one Extraordinary General Meeting only. Proxy is obliged to disclose to the shareholder any circumstance implying any possible conflict of interest. The granting of any further authorisation is excluded.

5) Proxy referred to under point 4) above shall vote in accordance with instructions given by shareholder.

**3. Possibility and manner of participating in the Extraordinary General Meeting by means of electronic communication**

The Bank does not provide for a possibility to participate in the Extraordinary General Meeting by means of electronic communication.

**4. The manner of expressing opinions during the Extraordinary General Meeting by means of electronic communication**

The Bank does not provide for a possibility to express opinions during the Extraordinary General Meeting by means of electronic communication.

**5. The manner of exercising voting rights by correspondence or by means of electronic communication**

The Bank does not provide for a possibility to exercise voting rights by correspondence or by means of electronic communication.

**6. Registration date for participation in the Extraordinary General Meeting**

Registration date for participation in the Extraordinary General Meeting is 30 January 2016.

**7. Right to participate in the Extraordinary General Meeting**

1) Right to participate in the EGM is vested in persons who:

- sixteen days before the EGM date, i.e., on 30 January 2016, are shareholders of BOŚ S.A. with their holdings of BOŚ S.A. shares registered on their securities accounts,
- have requested, not before publication of the EGM having been convened, between 19 January and 1 February 2016, the entity maintaining their securities accounts on which their holdings of BOŚ S.A. shares are registered, to issue a certificate to their names confirming the right to participate in the EGM.

It is recommended that shareholders carry their participation certificates with them during the EGM.

2) The list of shareholders entitled to participate in the EGM is going to be prepared on the basis of information supplied by the National Deposit of Securities (KDPW), in a list the KDPW draws up on the basis of data supplied by entities maintaining securities accounts personal certificates confirming the right to participate in the EGM.

Three working days before the date of the EGM, i.e., 10 February 2016, the list of shareholders entitled to participate in the EGM will be put out for

inspection at the Bank seat at the address 00-832 Warszawa ul. Żelazna 32, between 08:00 and 16:00. Any BOŚ S.A. shareholder may request the list of shareholders entitled to participate in the EGM to be sent to them free of charge by electronic mail to addresses they have indicated.

- 3) Shareholders will be admitted to participate in the EGM on producing their personal ID cards, and proxies on producing their personal ID cards and valid power of attorney documents granted them in writing or in electronic form (proxy should produce a printout of their power of attorney). Representatives of legal persons or partnerships should additionally produce updated extracts from the relevant registers naming the persons authorised to represent the particular entity.

## **II. ACCESS TO DOCUMENTATION**

1. Any information or documentation to be presented to the Extraordinary General Meeting along with draft resolutions will be published, from the day the Extraordinary General Meeting was convened, in accordance with provisions of art. 402<sup>1</sup> § 1 and art. 402<sup>3</sup> of the Code of Commercial Companies, on the Bank website at [www.bosbank.pl](http://www.bosbank.pl) under "General Meeting".
2. Under art. 407 § 2 of the Code of Commercial Companies, shareholders are entitled to request copies of motions concerning items included on the agenda as of 8 February 2016.

The Management Board of Bank Ochrony Środowiska S.A. hereby announce that registration of participants in the General Meeting starts at 9:00 on 15 February 2016, right before the entry to the meeting hall.