

**Resolutions adopted by BOŚ S.A. OGM renewed on
6 June 2017, upon adjourning the meeting in
accordance with Resolution No. 26/2017 of the
Ordinary General Meeting of Bank Ochrony
Środowiska S.A. of 31 May 2017.**

Re. item 10 of the meeting agenda: -----

**Resolution No. 27/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on a Shareholder Request**

The Ordinary General Meeting hereby decides to accept the request of a Shareholder – Narodowy Fundusz Ochrony Środowiska i Gospodarki Wodnej (National Fund for Environment Protection and Water Management), domiciled in Warsaw, to first consider the draft of a resolution submitted by that Shareholder and if the draft is adopted as a resolution, to withdraw from consideration of the draft of a resolution specified in this item of the agenda contained in the meeting materials. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **40,422,638**,-----

- votes „against” – **3**,-----

- „abstentions” – **7,771,023**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

**Resolution No. 28/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on the rules for calculation of remunerations of Management Board members**

Acting under art. 378 Par. 2 of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) and art. 4 section 1, sections 3, 5-6 and 8-9, art. 5, art. 6 and art. 7 of the Act on the Rules for

Calculation of Remunerations of Persons Managing Selected Companies of 9 June 2016 (Journal of Laws of 2016, item 1202 with further amendments), hereinafter referred to as the Act, the General Meeting of BOŚ S.A., hereinafter referred to as the Bank, resolves the following:-----

Par. 1.

Total remuneration of a Bank Management Board member shall consist of a fixed amount component, constituting the basic monthly remuneration, and a variable amount component, constituting supplementary remuneration for Bank’s financial year. -----

Par. 2.

The fixed part of the monthly remuneration for a Bank Management Board Member shall be between five and to fifteen times the average salary in the private sector, excluding payments based on profits in the 4th quarter of the previous year, announced by the President of the Polish Central Statistical Office (GUS), hereinafter referred to as the “remuneration basis”.-----

Par. 3.

1. The variable part of the remuneration of the Management Board members, which is the supplementary remuneration for the Company’s financial year, depends on the level of achievement of management goals and shall not exceed 100% of the basic remuneration in the previous financial year for which the variable remuneration part is calculated. -----

2. The supplementary remuneration of a Management Board member, specified in section 1 above, shall be payable following the approval of the Management Board report on Bank’s activity and Bank’s financial statement for the past financial year and following the General Meeting’s granting of the vote of approval for the Bank Management Board member for the fulfilment of his or her duties, on condition the Supervisory Board approved the Management Board member’s achievement of management goals and decided upon the due amount for payment. -----

3. The supplementary remuneration of the Bank Management Board member, specified in section 2 above shall be paid on terms and conditions set forth in

the Banking Act of 29 Aug. 1997. (Journal of Laws of 2016, item 1988, with further amendments). -----

Par. 4.

Management goals for the Bank Management Board members are, in particular, goals set forth in art. 4 section 6 of the Act, i.e.:-----

1) growth of net profits or profits before deduction of interest, taxes and depreciation or a positive change of growth rate of one of these results;-----

2) achievement or change of production or sales volumes; -----

3) value of revenues, particularly from sales, from operations, from other operational or financial activities;-----

4) reduction of losses, reduction of costs of management or costs of operations;-----

5) execution of the restructuring plan or strategy; -----

6) achievement or change of specific ratios, particularly of profitability, financial liquidity, management effectiveness or solvency;-----

7) completion of investment projects, with particular regard to the scale, rate of return, innovation, timeliness of completion; -----

8) change of the company’s market position measured as the market share or as other criteria or relationship with contractors marked as critical according to specified criteria; -----

9) execution of the conducted human resources policy and increase of employees’ commitment; -----

10) calculation and application of the rules for remunerating directing and supervisory bodies of subsidiaries compliant with the rules set forth in the Act on the Rules for Calculation of Remunerations of Persons Managing Selected Companies of 16 December 2016; -----

11) fulfilment of duties specified in art. 17-20, art. 20 and art. 23 of the Act on the Rules for Management of State Property of 16 Dec. 2016. -----

Par. 5.

The Supervisory Board shall:-----

1) determine the permanent part of remunerations of individual Bank Management Board members,-----

2) determine the variable part of remunerations of individual Bank Management Board members,-----

3) select and precisely specify the management goals from among the goals specified in Par. 4 above and assign weights to those goals, and also objective and measurable criteria for the goal achievement and settlement.-----

Par. 6.

1. The Company Supervisory Board shall conclude, on behalf of the Bank, with individual Bank Management Board members, contracts for management services for the period of performing their functions, with an obligation to perform those functions personally, regardless of whether the member operates in the form of individual business entity. The contract must comprise a provision saying that the Bank has the right to terminate the contract, but the contract may provide for various termination notice periods, depending on the scope of contract completion, however, not longer than 3 months, and may also provide that the termination notice period expires at the end of the calendar month. -----

2. The wording of the contracts for management services specified in section 1 above shall be formulated by the Supervisory Board under terms and conditions set forth in the Act and in the Banking Act of 29 August 1997.-----

3. The contract specified in item 1 above shall contain an obligation imposed onto the Management Board member to notify of the intention to perform a function in directing bodies of other commercial companies, acquisition of shares in that commercial company and may provide for an obligation to perform functions in directing bodies of any other commercial company or impose other constraints on the Management Board member's activities. -----

4. The contract specified in item 1 above shall comprise an obligation imposed onto the Bank Management Board member to obtain the Supervisory Board's consent to the performance of functions in directing bodies of other commercial companies.-----

5. The contract specified in section 1 above shall specify, in particular: -----

1) the amount of a severance pay for a Management Board member, however, upon the Bank's dissolution or termination of the contract for management services of a member of a directing body for reasons other than violation of basic obligations arising from that contract, the member of the directing body may be awarded a severance pay in the amount not higher than three times the permanent part of the remuneration, provided that he or she has performed the body functions for at least 12 months prior to the dissolution of that contract, -----

2) the amount and terms of awarding the non-competition compensation to a Bank Management Board member but: -----

a) the non-competition clause, after cessation of the relationship which was the basis for performing the body function, may be introduced only if the Bank Management Board member has performed his or her function for a period of at least three months;-----

b) the non-competition clause concluded with a Bank Management Board member may provide for the non-competition period not exceeding six months after leaving the function; -----

c) it shall not be allowed to conclude a non-competition clause after dissolution or termination of the contract specified in section 1;-----

d) should a Bank Management Board member fail to execute or improperly execute the non-competition clause, he or she will be obligated to pay a penalty fee to the Bank, not smaller than the amount of compensation due for the entire non-competition period; -----

e) the non-competition clause shall cease to be effective before the lapse of the period for which it was concluded, if the Bank Management Board member undertakes to perform a function in another company; -----

f) in matters specified in items a) – e), the provisions of art. 101¹ Par. 1 and art. 101²-101⁴ of the Labour Code of 26 July 1974 (Journal of Laws of 2016, item 1666 with further amendments) shall apply respectively, but the compensation for each month stipulated in these regulations shall not be higher than 100% of the basic monthly remuneration earned by the Management Board member prior to cessation of the function performance. -----

Par. 7.

A Bank Management Board member shall not receive remuneration for performing the function of a member of directing bodies in the Bank's subsidiaries within the capital group, as defined in art. 4 item 14 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 (Journal of Laws of 2017, item 229).-----

Par. 8.

1. The Supervisory Board shall specify, in the contract for management services, the scope and rules for providing the Bank Management Board member with technical devices and resources which are the Bank's property necessary for performing their functions. The contract may provide for limits of costs or the algorithms for setting those limits which the Bank incurs in relation to the access to and use of these devices and resources. -----

2. The value of providing technical devices and resources which are the Bank's property and also additional services which are treated, in accordance with the provisions of the personal income tax regulations, as a part of remuneration, must not exceed, including the permanent part of the remuneration, the limit set forth in Par. 3 hereof.-----

Par. 9.

The Company's termination of the contract for management services specified in Par. 6 section 1 may be effective immediately. -----

Par. 10.

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **37,920,089**,-----

- votes „against” – **4,273,574**,-----

- „abstentions” – **6,000,001**,-----

and that the number of shares from which the valid votes were cast totalled 48,193,664, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

Re. item 11 of the meeting agenda:-----

Resolution No. 29/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on a Shareholder's Request

The Ordinary General Meeting has decided to accept a request of the Shareholder – Narodowy Fundusz Ochrony Środowiska i Gospodarki Wodnej (National Fund for Environment Protection and Water Management) domiciled in Warsaw, to first consider a draft resolution submitted by the Shareholder and, if the resolution is adopted, not to consider the draft resolution contained in the materials contained in this agenda item. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **40,422,637**,-----

- votes „against” – **3**,-----

- „abstentions” – **7,771,024**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

Resolution No. 30/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on Determination of Rules for Calculation of Remunerations of Supervisory Board Members

Acting under art. 392 Par. 1 of the Commercial Companies Code and under the Act on the Rules for Calculation of Remunerations of Persons Managing Selected Companies of 9 June 2016 (Journal of Laws of 2016, item 1202 with further amendments), the Ordinary General Meeting resolves the following:-----

Par. 1.

1. Monthly remuneration of the Supervisory Board members shall be a product of the average monthly salary in the private sector, excluding profit awards in the fourth quarter of the previous year, announced by the President of the Polish Central Statistical Office (GUS) and the following multiplier:-----

- 1) for the Supervisory Board Chair – 2.5; -----
- 2) for the Supervisory Board Vice Chair – 2.0; -----
- 3) for the Supervisory Board Secretary – 2.0; -----
- 4) for other Supervisory Board members – 1.75. -----

2. The remuneration specified in section 1 above shall be increased by 10% if the Supervisory Board member participates in at least one permanent committee of the Supervisory Board. -----

Par. 2.

1. The Supervisory Board members are entitled to the remuneration specified in Par. 1 above regardless of the frequency of the called board meetings. -----

2. The remuneration shall not be paid for the month in which the Supervisory Board member was not present at the board meeting for unauthorised reasons. Whether the absence of the Supervisory Board member is authorised or unauthorised shall be decided upon by the Supervisory Board during its meeting. -----

3. The remuneration specified in Par. 1 above shall be calculated proportionately to the number of days of performing the function when appointment, dismissal or resignation occurred during a month. -----

4. The remuneration specified in Par. 1 above shall be gross remuneration paid on the 29th day of the month for which the remuneration is due. -----

Par. 3.

A Supervisory Board Member shall be entitled to the compensation of costs related to the participation in the activity of the Supervisory Board, particularly costs of travelling from the place of residence to the place of holding the Supervisory Board meeting, both ways, costs of accommodation and meals. -----

Par. 4.

Resolution No. 21/2016 of the Extraordinary General Meeting of Bank Ochrony Środowiska S.A. of 15 Feb. 2016 on determination of the rates of Bank Supervisory Board members' remuneration shall be repealed. -----

Par. 5.

This Resolution shall come into force on the first day of the month following the day of finishing the meeting of the Ordinary General Meeting called for the day of 31 May 2017.-----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **37,920,089**,-----

- votes „against” – **4,273,574**,-----

- „abstentions” – **6,000,001**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

Re. item 12 of the meeting agenda: -----

**Resolution No. 31/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on the disposal of fixed assets**

Acting under art. 393 and 393¹ of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) in relation to art. 17 section 1 (1) and section 5 of the Act on the Rules for Management of State Property of 16 Dec. 2016 (Journal of Laws of 2016, item 2259), the General Meeting resolves the following:-----

Par. 1.

The following shall require the consent of the General Meeting: -----

1) disposal of fixed assets as defined in the Accounting Act of 29 Sep. 1994 (Journal of Laws of 2016, items 1047 and 2255) classified as intangible assets, material fixed assets or long-term investments, including contribution in kind made to a company or cooperative, if the market value of these assets exceeds 5% of total assets as defined in the Accounting Act of 29 Sep. 1994, calculated on the basis of the most recent, approved financial statement, as well as providing these assets for use to another entity, for a period longer than 180 days in a calendar year, on the basis of a legal activity, if the market value of the activity exceeds 5% of total assets, but the provision for use in the case of: -----

a) rental, leasing or other agreements for the provision, for paid use, to other entities – the market value of the subject of the legal activity shall be deemed the value of services for: -----

- a year – if the material asset was provided under agreements concluded for an indefinite period of time, -----

- the entire agreement effective period – in the case of agreements concluded for a definite period of time, -----

b) loan agreements and other non-paid agreements for providing material assets for use to other entities – the market value of the subject of the legal activity shall be deemed the equivalent of services that would be due in the case of concluding a rental or leasing agreement for: -----

- a year – if the material asset was provided under agreements concluded for an indefinite period of time, -----

- the entire agreement effective period – in the case of agreements concluded for a definite period of time, -----

2) purchase of fixed assets as defined in the Accounting Act of 29 Sep. 1994 for a value exceeding:-----

a) 100,000,000 PLN, or -----

b) the value of 1% of total assets as defined in the Accounting Act of 29 Sep. 1994, calculated on the basis of the most recent approved financial statement,-----

3) takeover or acquisition of shares of another company for a value exceeding: -----

a) 70,000,000 PLN, or -----

b) the value of 1% of total assets as defined in the Accounting Act of 29 Sep. 1994, calculated on the basis of the most recent approved financial statement,-----

4) disposal of shares of another company for a value exceeding: -----

a) 70,000,000 PLN or-----

b) the value of 1% of total assets as defined in the Accounting Act of 29 Sep. 1994, calculated on the basis of the most recent approved financial statement.-----

Par. 2.

The General Meeting hereby obligates the Company to undertake actions to include, in the articles of association of companies, with regard to which BOŚ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 (Journal of Laws of 2015, items 184, 1618 and 1634 and of 2016 item 1823), the requirements set forth in Par. 1 hereof.

Par. 3

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **46,422,641**,-----

- votes „against” – **0**,-----

- „abstentions” – **1,771,023**, -----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

**Resolution No. 32/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on the requirement to obtain the Supervisory Board's consent to conclude
agreements for: legal, marketing, public relations, social communication and
management consulting services**

Acting under art. 375 of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) in relation to art. 17 section 2 of the Act on the Rules for Management of State Property of 16 Dec. 2016 (Journal of Laws, item 2259), the General Meeting resolves the following:-----

Par. 1.

Conclusion of the following shall require the Consent of the Supervisory Board:-----

1) agreements for legal, marketing, public relations, social communication and management consulting services, if the total fees for the provided services exceed 250,000 PLN net per year, -----

2) amendments to agreements for legal, marketing, public relations, social communication and management consulting services increasing the fees over the amount specified in item 1 above, -----

3) agreements for legal, marketing, public relations, social communication and management consulting services in which the maximum total fees are not provided for.-----

Par. 2.

The General Meeting hereby obligates the Company to undertake actions to include, in the articles of association of companies, with regard to which BOŚ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 (Journal of Laws of 2015, items 184, 1618 and 1634 and of 2016 item 1823), the requirements set forth in Par. 1 hereof.-----

Par. 3.

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **46,422,641**,-----

- votes „against” – **0**,-----

- „abstentions” – **1,771,023**, -----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

**Resolution No. 33/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on the requirement to obtain the Supervisory Board’s consent to conclude
donation agreements or debt release agreements**

Acting under art. 375 of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) in relation to art. 17 section 3 of the Act on the Rules for Management of State Property of 16 Dec. 2016 (Journal of Laws of 2016, item 2259), the General Meeting resolves the following: ----

Par. 1.

The consent of the Supervisory Board shall be required by the Company to conclude: -----

1) a donation agreement or other agreement with similar consequences for a value exceeding 20,000 PLN or 0.1% of total assets as defined in the Accounting Act of 29 Sep. 1994, calculated on the basis of the most recent, approved financial statement,-----

2) debt release agreement or other agreement with similar consequences for a value exceeding 50,000 PLN or 0.1% of total assets as defined in the Accounting Act of 29 Sep. 1994, calculated on the basis of the most recent approved financial statement.-----

Par. 2.

The General Meeting hereby obligates the Company to undertake actions to include, in the articles of association of companies, with regard to which BOŚ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 (Journal of Laws of 2015, items 184, 1618 and 1634 and of 2016 item 1823), the requirements set forth in Par. 1 hereof. -----

Par. 3.

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **46,422,641**, -----

- votes „against” – **0**, -----

- „abstentions” – **1,771,023**, -----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**. -----

No objections to the resolution were lodged. -----

**Resolution No. 34/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on the rules for disposal of fixed assets as defined in the Accounting Act of 29 Sep.
1994**

Acting under art. 393 and 393¹ of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) in relation to art. 17 section 4 of the Act on the Rules for Management of State Property of 16 Dec. 2016 (Journal of Laws of 2016, item 2259), the General Meeting resolves the following:-----

Par. 1.

The Company Management Board hereby approves the rules for the company’s disposal of fixed assets as defined in the Accounting Act of 29 Sep. 1994. These rules shall take into account the application of the tender procedure and exceptions to the obligation to apply this tender procedure during the company’s disposal of fixed assets for a value exceeding 0.1% of total assets as defined by the

Accounting Act of 29 Sep. 1994, calculated on the basis of the most recent approved financial statement, unless its value remains under 20,000 PLN. -----

Par. 2.

The General Meeting hereby obligates the Company to undertake actions to include, in the articles of association of companies, with regard to which BOŚ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 (Journal of Laws of 2015, items 184, 1618 and 1634 and of 2016 item 1823), the requirements set forth in Par. 1 hereof. -----

Par. 3.

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **46,422,641**,-----

- votes „against” – **0**,-----

- „abstentions” – **1,771,023**, -----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

Individual shareholder, Józef Koziół, requested recording, in the meeting minutes, of his statement in which he was critical about absence of the Management Board members and the Chair of the Supervisory Board at the General Meeting.-----

Resolution No. 35/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on the obligation to present the General Meeting of Shareholders with a report on
hospitality expenses, expenditures on: legal, marketing, public relations, social
communication and management consulting services

Acting under art. 393 of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) in relation to art. 17 section 6 of the Act on the Rules for Management of State Property of 16 Dec. 2016 (Journal of Laws of 2016, item 2259), the General Meeting resolves the following: ----

Par. 1.

The Management Board is obligated to present the General Meeting of Shareholders, with a report, enclosed with an opinion of the Supervisory Board, on hospitality expenses and expenditures on legal, marketing, public relations, social communication and management consulting services.-----

Par. 2.

The General Meeting hereby obligates the Company to undertake actions to include, in the articles of association of companies, with regard to which BOŚ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 (Journal of Laws of 2015, items 184, 1618 and 1634 and of 2016 item 1823), the requirements set forth in Par. 1 hereof.-----

Par. 3.

This Resolution comes into force on the day it is passed.-----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **46,422,641**,-----

- votes „against” – **0**,-----

- „abstentions” – **1,771,023**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

**Resolution No. 36/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on the appointment and dismissal of members of a directing body**

Acting under art. 368 Par. 4 and 5 of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) in relation to art.18 and art. 22 and 23 of the Act on the Rules for Management of State Property of 16 Dec. 2016 (Journal of Laws of 2016, item 2259), the General Meeting resolves the following:-----

Par. 1.

BOŚ S.A. Management Board members shall be appointed and dismissed by the Supervisory Board following a classification procedure the purpose of which is to verify and evaluate qualifications of candidates and to select the best candidate for the Management Board member. -----

The General Meeting hereby obligates the company to introduce a similar solution in the form of a resolution of the meeting of shareholders or a provision of the articles of association also with regard to members of management boards of companies, with regard to which BOŚ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007. -----

Par. 2.

1) A Company Management Board member may be a person who jointly fulfils the following conditions: -----

a) has higher education or higher education learned abroad, approved in the Republic of Poland under relevant regulations, -----

b) has been working for at least 5 years under a contract of employment, agreement for designation, election, appointment, co-operative contract of employment or at least for such a period has been providing services under other agreement or pursuing their own business activity, -----

c) has at least 3 years of experience on managerial positions or independent positions or experience arising from pursuance of own business activity, -----

d) fulfils requirements, other than those listed in items a-c above, specified in relevant regulations, particularly in the Banking Act of 29 Aug. 1997 and does not violate the limits or prohibition to occupy a position of a member of a directing body in commercial companies, -----

2) A member of the Company's Management Board shall not be a person who meets at least one of the following conditions:-----

a) is a parliamentary intern or is employed in an office of a Member of Parliament, Senator, MP-senator office or an EU MP's office under a labour contract or works under a civil contract or another similar contract, -----

b) is a member of a body of a political party representing a political party in external relationships and authorised to assume obligations, -----

c) is employed by a political party under a labour contract or works under a civil contract or other similar contract, -----

d) voluntarily works in a company's trade union organisation or a trade union organisation of a capital group company, -----

e) their social or income-earning activity represents a conflict of interest with the Company's operations.-----

Par. 3.

The General Meeting hereby obligates the Company to undertake actions to include, in the articles of association/ incorporation of companies, with regard to which BOŠ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 (Journal of Laws of 2015, items 184, 1618 and 1634 and of 2016 item 1823), the requirements set forth in Par. 1 and Par. 2 hereof, subject to individual provisions regulating the operations of the companies, particularly the provisions of the Act on Financial Instruments Trading of 29 July 2005.-----

Par. 4.

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,664** valid votes were cast, including: -----

- votes „for” – **46,422,641**,-----

- votes „against” – **0**,-----

- „abstentions” – **1,771,023**, -----

and that the number of shares from which the valid votes were cast totalled **48,193,664**, which represents the share capital percentage of **76.6521021780 %**.-----

No objections to the resolution were lodged.-----

Resolution No. 37/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on Qualifications of Members of Supervisory Bodies of Companies with Regard
to Which BOŚ S.A. is the Parent Company

Acting under art. 393 of the Commercial Companies Code of 15 Sep. 2000 (Journal of Laws of 2016, item 1578 with further amendments) in relation to art. 20 of the Act on the Rules for Management of State Property of 16 Dec. 2016 (Journal of Laws of 2016, item 2259), the General Meeting resolves the following: -----

Par. 1.

The General Meeting of Shareholders hereby obligates the Company to undertake actions to include, in the articles of association/incorporation of companies, with regard to which BOŚ S.A. is or will be the parent company as defined in art. 4 item 3 of the Act on the Protection of Competition and Consumers of 16 Feb. 2007 the requirements of qualifications indicated in art. 19 sections 1-6 of the Act on the Rules for Management of State Property as requirements to be fulfilled by the members of Supervisory Boards of these Companies. -----

Par. 2.

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----

- votes „for” – **46,422,522**,-----

- votes „against” – **0**,-----

- „abstentions” – **1,771,023**, -----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

Re. item 13 of the meeting agenda: -----

**Resolution No. 38/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on abandonment of consideration of item 13 of the meeting agenda**

BOŚ S.A. Ordinary General Meeting decided to abandon consideration of item 13 of the meeting agenda due to the fact that resolutions contained in this item were considered in items 10 and 11 of the agenda of the Ordinary General Meeting. ---

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: ----

- votes „for” – **42,193,545**,-----

- votes „against” – **0**,-----

- „abstentions” – **6,000,000**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

Re. item 14 of the meeting agenda:-----

The Ordinary General Meeting Chair stated that the resolutions on the amendments of the articles of association, according to art. 415 of the Commercial Companies Code, require the majority of 3/4 of votes. -----

**Resolution No. 39/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on amendments to Par. 4 of the Bank’s Articles of Association**

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 7 of the Bank’s Articles of Association, BOŚ S.A. General Meeting hereby adopts the following amendments to Par. 4 of the Bank’s Articles of Association: -----

In Par. 4 subpara. 3 and 4 shall be replaced by the following:-----

„3. The mission of the Bank shall be: a Polish bank combining business and ecology for the benefit of customers.-----

4. The Bank realises its mission in particular by:-----

1) providing banking services to all Customer segments, particularly including those who carry out pro-ecological undertakings or operating in the field of environment protection and water management as well as to persons appreciating eco-lifestyle,-----

2) effectively participating in the distribution of funds for investments into environment protection and sustainable development in Poland.”. -----

Par. 2

This Resolution comes into force on the day it is passed. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----

- votes „for” – **48,193,545**,-----

- votes „against” – **0**,-----

- „abstentions” – **0**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

Here, Stanisław Mateusz Kluza – Management Board President and Management Board Vice-presidents – Anna Stanisława Milewska and Dariusz Sławomir Grylak – came to the BOŚ S.A. Ordinary General Meeting and participated in the BOŚ S.A. Ordinary General Meeting. -----

Resolution No. 40/2017 of Ordinary General Meeting of Bank Ochrony Środowiska S. A. of 6 June 2017 on amendments to Par. 5 of the Bank’s Articles of Association

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 7 of the Bank’s Articles of Association, BOŚ S.A. General Meeting hereby adopts the following amendments to Par. 5 of the Bank’s Articles of Association: -----

1) in subpara. 2 point 9 shall be replaced by the following:-----

„9) performance of non-brokerage activities involving: -----

- a) the acceptance and placement of orders of purchase or disposal of financial instruments, -----
- b) the performance of orders specified in item a) above on the account of the ordering party, -----
- c) purchase or disposal of financial instruments on own account, -----
- d) offering of financial instruments, -----
- e) provision of services under concluded agreements for investment- or service-related sub-issuance agreements or conclusion and execution of other similar agreements, provided financial instruments are subjects of these agreements-----

with a reservation that the subject of the activities specified in items a)-d) above may solely be securities issued by the State Treasury or the National Bank of Poland or other financial instruments or bonds not admitted to organised trading and bonds specified in art. 39p subpara. 1 of the Toll Roads and the National Road Fund Act of 27 October 1994, and with regard to activities specified in item c) above – also bonds, letters of lien or other tradable securities incorporating property rights equivalent to rights arising from an assumed debt, other than instruments specified above, admitted to organised trading, or derivative instruments whose base instruments are bonds, letters of lien, other tradable securities incorporating property rights equivalent to rights arising from an assumed debt, interest rate or currency,”-----

2) the following subpara. 3 shall be added:-----

„3. The Bank may perform activities attributed to domestic banks specified in the State Aid for Child Support Act of 11 February 2016.”. -----

Par. 2

This Resolution shall come into force: -----

- 1) with regard to the amendment specified in Par. 1 subpara. 1 – upon obtaining the consent of the Polish Financial Supervision Authority (KNF), on the day of recording the amendment in the National Court Register by the District Court for the Capital City of Warsaw, -----
- 2) with regard to the amendment specified in Par. 1 point 2 – effective from the day of resolution passing.-----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----
- votes „for” – **48,193,545**,-----
- votes „against” – **0**,-----
- „abstentions” – **0**,-----
and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----
No objections to the resolution were lodged.-----

**Resolution No. 41/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on amendments to Par. 10 of the Bank’s Articles of Association**

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 7 of the Bank’s Articles of Association, BOŚ S.A. General Meeting hereby adopts the following amendments to Par. 10 of the Bank’s Articles of Association, which shall be replaced by the following:-----

„Par. 10

The Powers of the General Meeting shall include in particular: -----

- 1) consideration and approval of the Management Board report on the Bank's activity and the Bank's financial statements, -----
- 2) consideration and approval of the Management Board report on the activity of the Bank Capital Group and the consolidated financial statement of the Bank Capital Group, -----
- 3) the passing of the resolution on the distribution of profit or loss coverage,

- 4) consideration and approval of the Supervisory Board activity report, -----
- 5) approval of the performance of duties by members of the Bank's directing bodies, -----

- 6) appointing and dismissing Supervisory Board members, -----
- 7) passing the policy of evaluation of adequacy of candidates for Supervisory Board members and of Supervisory Board members and evaluation of adequacy of candidates for Supervisory Board members and of Supervisory Board members, -----
- 8) making amendments to the Bank's Articles of Association, -----
- 9) authorising the Supervisory Board to adopt the consolidated text of the amended Articles of Association or to make thereto substantial editorial amendments as stipulated in the General Meeting's resolutions, -----
- 10) adopting resolutions on the increasing or decreasing of the share capital, -----
- 11) adopting resolutions on the issuance of convertible bonds and bonds with priority to shares, -----
- 12) adopting decisions on the establishment or cancellation of funds referred to in Par. 36 subpara. 1, -----
- 13) adopting resolutions on the merger, sale or liquidation of the Bank, -----
- 14) appointing liquidators and setting their remuneration, -----
- 15) setting the rules for calculating the remuneration of the Management Board and Supervisory Board members,-----
- 16) calculation of remunerations for Supervisory Board members, -----
- 17) adopting resolutions on other matters brought up by the Management Board and the Supervisory Board or by shareholders in the manner provided for in the Code of Commercial Companies, the Banking Act, and the Bank's Articles of Association.”. -----

Par. 2

This Resolution shall come into force upon obtaining the consent of the Polish Financial Supervision Authority (KNF), on the day of recording the amendment in the National Court Register by the District Court for the Capital City of Warsaw.----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----

- votes „for” – **48,193,545**,-----

- votes „against” – 0,-----

- „abstentions” – 0,-----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

**Resolution No. 42/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on amendments to Par. 20 of the Bank’s Articles of Association**

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 7 of the Bank’s Articles of Association, BOŚ S.A. General Meeting hereby adopts the following amendments to Par. 20 of the Bank’s Articles of Association, which shall be replaced by the following:-----

„Par. 20

1. The Supervisory Board shall continuously supervise all aspects of the Bank’s activity. -----

2. The Supervisory Board shall fulfil its duties collectively; nevertheless, it may delegate its members to perform specific supervisory activities individually. -----

3. From among its members the Supervisory Board shall appoint an Internal Audit Committee and a Remuneration and Nomination Committee and a Risk Committee. The Supervisory Board may appoint further committees from among its members. The composition and detailed list of responsibilities of such Committees shall be laid down by the Supervisory Board in separate resolutions. -----

4. The responsibilities of the Internal Audit Committee shall include in particular:-----

1) the monitoring of the risk management system and the internal control system for efficiency, -----

2) the monitoring of the Bank’s financial reporting process, -----

3) the monitoring of performance of financial reviews, -----

4) the monitoring of independence of the certified auditor and the entity authorised to audit financial statements, -----

5) supervision of activity of the internal audit unit, and in particular: -----

a) supervision of the appropriate placement of the internal audit unit in the organisational structure of the Bank, preserving its independence in work, in accordance with supervisory regulations, -----

b) approving the internal audit agenda. -----

5. Responsibilities of the Remuneration and Nomination Committee shall include in particular: -----

1) expression of opinions on variable remuneration component policy and supporting Bank’s authorities in the shaping and execution of this policy, -----

2) expression of opinions on, and monitoring of variable remuneration of persons in management level positions at the Bank related to risk management and ensuring compliance by the Bank with regulations of the law and internal regulations, -

3) expression of opinion on the evaluation of adequacy of candidates for Management Board members and of Management Board members. -----

6. Responsibilities of the Risk Committee shall include in particular: -----

1) expression of opinion on Bank’s comprehensive, current and future readiness to take up risk, -----

2) expression of opinion on the strategy of risk management in Bank’s activity, prepared by the Bank Management Board, and on information on the accomplishment of this strategy presented by the Bank Management Board, -----

3) supporting the Supervisory Board in the supervision of the implementation of the strategy of risk management in Bank’s activity by top management, -----

4) verification of whether the prices of liabilities and assets offered to the customers fully take into account the Bank’s business model and its risk strategies, and when these prices do not properly reflect the types of risks in accordance with this model and this strategy, presentation to the Bank Management Board of proposals aimed at ensuring adequacy of prices of liabilities and assets to those types of risk. ----

7. The Supervisory Board determines the number of the Management Board members. -----

8. The Supervisory Board appoints and dismisses the president, and vice-presidents and members of the Management Board. The president of the Management Board shall have the right to submit motions to appoint or dismiss vice-presidents and Management Board members. -----

9. 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 and supervise the management of major risks in the Bank’s activity. -----

10. 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. ----

11. In addition, the Supervisory Board shall have the following powers: ----

1) approving strategies of BOŚ S.A. and annual financial plans of the Bank,
2) approving the overall acceptable level of risk determined by the Bank Management Board and the Bank management strategy and the risk management strategy adopted by the Bank Management Board,-----

3) approving the policy for estimation of internal equity and capital management,-----

4) approving the remuneration policies, -----

5) approving the Bank’s compliance policy, -----

6) approving the Bank’s information policy rules, -----

7) approving Management Board resolutions concerning the Bank's organisational structure, on condition, however, that according to Par. 21 subpara. 6 point 3 the powers to create and liquidate Bank organisational units are attributed to the Management Board, -----

8) informing the Polish Financial Supervision Authority of the composition of the Management Board and of changes thereto promptly upon the establishment

thereof or upon any change thereto, and of Management Board members allocated responsibility in particular for risk management and for the operation of the internal audit unit, -----

9) assessing the Management Board report on the Bank's activity and the financial statements for the previous financial year as regards their conformity with the Bank's accounting books, documents, and the actual state of affairs; and the checking of Management Board's motions as to the distribution of profits or the coverage of losses, as well as submitting an annual written report to the General Meeting on the findings of such an assessment, -----

10) assessing the Management Board report on the activity of the Bank Capital Group and consolidated financial statements of the Bank Capital Group for the previous financial year as regards their conformity with the accounting books, documents and the actual state of affairs, as well as submitting an annual written report to the General Meeting on the findings of such an assessment, -----

11) setting the conditions of employment, including legal conditions other than the labour relationship, of members of the Bank Management Board, subject to Par.10 point 15, -----

12) adopting rules for granting loans, credits, bank guarantees or endorsements to members of the Bank's directing bodies and persons in managerial positions and other persons mentioned in Art. 79 of the Banking Act, -----

13) adopting resolutions on approvals for granting of loans, credits, bank guarantees or endorsements to members of the Bank's directing bodies and other persons mentioned in Art. 79a of the Banking Act, -----

14) approving Management Board motions on the acquisition of shares in companies, where the nominal value thereof, together with the shares in such companies already held by the Bank, exceeds 5 per cent of the Bank's share capital, with the exclusion of shares in companies admitted to public trading, -----

15) appointing a chartered auditor to examine the financial statements and other experts, -----

16) supervision over the introduction of a management system, composed of a risk management system and an internal audit system, at the Bank and reviewing those systems for adequacy and efficiency, -----

17) reviewing periodic reports on banking risk levels and banking risk management quality, -----

18) reviewing periodic reports on irregularities found in, and conclusions following from, internal audits, and measures taken to remedy or implement them, ----

19) approving the procedure for the appointment and dismissal of the director of the audit unit and the director of the compliance unit, as well as the manner of determining the audit unit director's salary, -----

20) adopting a policy for evaluation of adequacy of candidates for the Management Board members, of Management Board members and candidates and persons in Bank's top positions as well as evaluation of adequacy of candidates for the Bank Management Board members and of Management Board members." -----

Par. 2

This Resolution shall come into force upon obtaining the consent of the Polish Financial Supervision Authority (KNF), on the day of recording the amendment in the National Court Register by the District Court for the Capital City of Warsaw. ----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: ----

- votes „for” – **48,193,545**, -----

- votes „against” – **0**, -----

- „abstentions” – **0**, -----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**. -----

No objections to the resolution were lodged. -----

Resolution No. 43/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017

on amendments to Par. 21 and Par. 22 of the Bank's Articles of Association

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 7 of the Bank's Articles of Association, BOŚ S.A. General Meeting hereby adopts the following amendments to Par. 21 and Par. 22 of the Bank's Articles of Association, which shall be replaced by the following: -----

„Par. 21

1. The Bank Management Board shall consist of at least 3 members who are natural persons, including: the president of the Management Board, a vice-president first deputy president of the Management Board, and the other vice-presidents or other members of the Management Board. -----

2. Management Board members are appointed by the Supervisory Board for a collective term of office. The collective term of office of the Management Board lasts three years; with the number of terms in office unlimited. -----

3. Mandates of Management Board members expire on the day a General Meeting approves the activity report and the financial statements for the previous full financial year of serving in the capacity of Management Board member is held. -----

4. A Management Board member's mandate also expires following death, resignation, or dismissal from the Management Board. -----

5. The powers of the Management Board shall include any matter that does not fall within the powers of other directing bodies of the Bank. -----

6. In particular, the Management Board has the following responsibilities: -

1) to represent the Bank before courts, public administration bodies, and third parties, -----

2) to adopt, by resolution, the Strategy of BOŚ S.A., yearly financial plans, and yearly internal audit plans of the Bank, -----

3) to adopt resolutions on the organisational structure of the Bank, its Head Office, as well as on establishing and liquidating Bank organisational units, -----

4) to adopt resolutions on the acquisition and transfer of real property or shares in real property, -----

5) to draft internal regulations the issue of which falls within the powers of the General Meeting and the Supervisory Board, -----

6) to make decisions in matters connected with assuming obligations or disposing of assets, where the aggregate value in relation to one entity exceeds 5 per cent of the Bank's authorised share capital, subject to provisions of Par. 20 subpara. 10 point 15, -----

7) to adopt resolutions on Bank's information policy, -----

8) to adopt, by resolution, Bank's management strategies and risk management strategies, -----

9) to determine the acceptable overall risk level, -----

10) to manage special funds, -----

11) to approve, by resolution, the procedure for the appointment and dismissal of the director of the internal audit unit and the director of the compliance unit as well as the manner of determining the audit unit director's salary, -----

12) to adopt, by resolution, the remuneration policy, -----

13) to adopt, by resolution, the policy of evaluation of adequacy of candidates and persons in Bank's top positions, and evaluates adequacy of candidates and persons in Bank's top positions, -----

14) to adopt, by resolution, the Bank's compliance policy, -----

15) to adopt, by resolution, the internal capital estimation and capital management policy. -----

7. The Bank Management Board adopts, by resolution, the Management Board's rules of procedure which specifies issues requiring collective passing of resolutions and procedural and formal issues related to the holding of the board meetings and also the detailed procedure for passing resolutions. -----

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. -----

9. The Management Board shall take decisions by resolution. -----

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

Par. 22

1. The President of Bank Management Board shall: -----

1) direct the entire activity of the Bank, -----

2) issues Management Board President's regulations, -----

3) directs the work of Bank Management Board, calls Management Board meetings, accepts the meeting agendas and chairs the meetings.-----

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

1) to appoint and to dismiss managing directors, directors of Head Office organisational units and their deputies, except the director of the internal audit unit and the director of the compliance unit, who shall be appointed under a separate procedure,

2) to issue Rules of organisation of the Bank and Rules of organisation of Bank organisational units,-----

3) to manage the internal audit process at the Bank. -----

3. Upon expiration of the Management Board president's mandate for reasons specified in Par. 21 subpara. 4, until the appointment of a new president, the president's function shall be performed by the vice-president first deputy president of the Management Board, who shall also direct the entire activity of the Bank. -----

4. In the Management Board president's absence, the president's function shall be performed by the vice-president first deputy president of the Management Board, or another Management Board member appointed by the Management Board president, who shall also direct the entire activity of the Bank, with the exception of competence scope specified in subpara. 2 point 1 of this paragraph. -----

5. Vice-presidents or members of the Management Board shall direct the activity of the Bank to the extent specified by the Management Board President.”. -----

Par. 2

This Resolution shall come into force upon obtaining the consent of the Polish Financial Supervision Authority (KNF), on the day of recording the amendment in the National Court Register by the District Court for the Capital City of Warsaw.----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----

- votes „for” – **48,193,545**,-----

- votes „against” – **0**,-----

- „abstentions” – **0**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

**Resolution No. 44/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on amendments to Par. 24 and Par. 25 of the Bank’s Articles of Association**

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 7 of the Bank’s Articles of Association, BOŚ S.A. General Meeting hereby adopts the following amendments to Par. 24 and Par. 25 of the Bank’s Articles of Association, which shall be replaced by the following: -----

„Par. 24

1. The goals and tasks of the Bank shall be fulfilled by the Head Office and other organisational units of the Bank. -----

2. The Head Office shall fulfil functions of: a strategic management centre, control functions, sale functions, instruction functions, and operational functions. -----

3. The Head Office of the Bank operates a Credit Committee and an Assets and Liabilities Committee, as well as other committees and teams the Bank may appoint as needed. -----

4. Bank’s internal regulations shall be issued in the form of: -----

1) resolutions – by the Bank Supervisory Board and Management Board, ---

2) Management Board President regulations – by the Management Board president, -----

3) circular letters having the status of executive regulations to resolutions and Management Board president regulations – by Management Board members and

persons authorised by the Management Board in the resolution or in the Management Board president regulation – by the Management Board president. -----

5. The manner and rules of issuing internal regulations of the Bank shall be laid down in detail in a Management Board President regulation. -----

6. The Bank may establish organisational units in Poland and abroad, and it may accede to, or establish, capital companies, that is, joint-stock companies or limited liability companies, foundations and other legal persons – in accordance with generally binding regulations of the law. -----

Par. 25

1. The Bank operates a system of management setting out principles and mechanisms applicable to decision processes at the Bank and to the evaluation of the Bank's business operations. -----

2. The Bank Management Board shall develop, introduce and operate a management system, which comprises: -----

- 1) a risk management system, -----
- 2) an internal audit system. -----

3. The principles of the functioning of the risk management system and of the internal audit system are set out in Bank’s internal regulations. -----

4. Within the internal audit system the Bank distinguishes, according to the Banking Act: -----

1) a control function which is to ensure observance of control mechanisms related particularly to risk management at the Bank which comprises positions, groups of people or organisational units responsible for the accomplishment of tasks assigned to this function, -----

2) a compliance unit which is to identify, evaluate, control and monitor the risk of Bank’s non-compliance with regulations of the law, internal regulations and market standards and to present reports regarding these fields, -----

3) an independent internal audit unit which is to independently and objectively examine and evaluate the adequacy and effectiveness of the risk management system and the internal audit system, excluding the internal audit unit.----

5. The activity of the Bank's organisational units and of subsidiary entities shall be submitted to internal audit services exercised by a separate organisational unit of the Bank Head Office performing internal audits.-----

6. The task of the internal audit unit shall be to independently and objectively examine and evaluate the adequacy and effectiveness of the risk management system and the internal audit system, excluding the internal audit unit. ---

7. Any information regarding irregularities found in, and conclusions following from, internal audits, and measures taken to remedy or implement them, shall be reported periodically, not less frequently than once a year, to the Supervisory Board.-----

8. Internal audit is Bank's fundamental control service and shall be performed by all employees of the Bank at all organisational levels. Management Board members shall oversee the delivery of internal audit tasks in their respective areas of supervision.”. -----

Par. 2

This Resolution shall come into force upon obtaining the consent of the Polish Financial Supervision Authority (KNF), on the day of recording the amendment in the National Court Register by the District Court for the Capital City of Warsaw.----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----

- votes „for” – **48,193,545**,-----

- votes „against” – **0**,-----

- „abstentions” – **0**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

Resolution No. 45/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on amendments to Par. 27 of the Bank's Articles of Association

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 subpara. 7 of the Bank's Articles of Association, BOŚ S.A. General Meeting hereby adopts the following amendments to Par. 27 of the Bank's Articles of Association, which shall be replaced by the following:-----

„Par. 27

1. Bank equity constitutes the capital and funds generated in accordance with the law in force, relevant acts and Bank's Articles of Association. -----
2. Bank's equity comprises: -----
 - 1) paid in and registered share capital, -----
 - 2) capital surplus,-----
 - 3) reserve capital,-----
 - 4) general risk fund.”. -----

Par. 2

This Resolution shall come into force upon obtaining the consent of the Polish Financial Supervision Authority (KNF), on the day of recording the amendment in the National Court Register by the District Court for the Capital City of Warsaw.----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----

- votes „for” – **48,193,545**,-----
- votes „against” – **0**,-----
- „abstentions” – **0**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

Re. item 15 of the meeting agenda:-----

**Resolution No. 46/2017
of Ordinary General Meeting of Bank Ochrony Środowiska S. A.
of 6 June 2017
on authorisation of the Supervisory Board to determine the consolidated text of
the Bank's Articles of Association**

Acting under art. 430 Par. 5 of the Commercial Companies Code, BOŚ S.A. Ordinary General Meeting hereby authorises the Supervisory Board to determine the consolidated text of the Bank's Articles of Association. -----

The Ordinary General Meeting Chair stated that **the resolution was adopted in open voting**, as a total of **48,193,545** valid votes were cast, including: -----

- votes „for” – **48,193,545**,-----

- votes „against” – **0**,-----

- „abstentions” – **0**,-----

and that the number of shares from which the valid votes were cast totalled **48,193,545**, which represents the share capital percentage of **76.6519129083 %**.-----

No objections to the resolution were lodged.-----

Re. item 16 of the meeting agenda:-----

As all the meeting agenda items were considered, the General Meeting Chair closed the Ordinary General Meeting. -----