

**Resolutions passed at AGM of BOŚ S.A. on 23 June 2016**

**Resolution No. 1/2016  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 23 June 2016  
on electing a Chairman of the General Meeting**

“The Annual General Meeting of BOŚ S.A. appoints Mr Mateusz Deska Chairman of the General Meeting.” -----  
The Chairman of the Supervisory Board declared **the resolution has been passed in secret ballot**, and the total number of valid votes cast was **16 728 000**, with:  
- **16 718 100** votes “for”, -----  
- **0** votes “against”, -----  
- **9 900** votes “abstaining”, -----  
and that the number of shares on which valid votes cast was **16 728 000**, which represents 73.13% of equity. -----  
No objection to the resolution has been raised. -----

**Resolution No. 2/2016  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 23 June 2016  
on electing a Secretary of the General Meeting**

“The Annual General Meeting of BOŚ S.A. appoints Ms Monika Sokołowska-Koncewicz Secretary of the General Meeting.” -----  
The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **16 728 000**, with: -----  
- **16 727 997** votes “for”, -----  
- **0** votes “against”, -----  
- **3** votes “abstaining”, -----  
and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.  
No objection to the resolution has been raised. -----

**Resolution No. 3/2016  
of the Annual General Meeting of Bank Ochrony Środowiska S.A.  
of 23 June 2016  
on adopting the agenda**

“The Annual General Meeting of BOŚ S.A. adopts the following agenda: -  
1. Opening the meeting. -----  
2. Electing a Chairman of the General Meeting. -----

3. Pronouncing the convention of the General Meeting valid and declaring it capable of adopting resolutions.-----
4. Electing a Secretary of the General Meeting. -----
5. Adopting the agenda. -----
6. Discussion of the Bank Management Board activity report for 2015 and the Bank financial statements for the period of 1 January 2015 to 31 December 2015, and of a motion concerning coverage of the Bank loss posted in 2015 and coverage of Bank losses of previous years. -----
7. Discussion of the Bank Management Board report on the BOŚ S.A. Group activities in 2015 and BOŚ S.A. Group consolidated financial statements for the period of 1 January 2015 to 31 December 2015. -----
8. Discussion of the BOŚ S.A. Supervisory Board activity report for 2015. -----
9. Adoption of resolutions regarding the following matters:-----
  - a) endorsing the Bank Management Board activity report for 2015,
  - b) endorsing the Bank financial statements for the period of 1 January 2015 to 31 December 2015,
  - c) endorsing the Bank Management Board report on BOŚ S.A. Group activities in 2015,
  - d) endorsing the BOŚ S.A. Group consolidated financial statements for the period of 1 January 2015 to 31 December 2015,
  - e) coverage of the Bank loss posted in 2015,
  - f) coverage of the Bank losses of previous years,
  - g) endorsing members of the Bank Management Board individually for their discharge of duties in 2015,
  - h) endorsing the discharge of duties by the BOŚ S.A. Supervisory Board in 2015,
  - i) endorsing members of the BOŚ S.A. Supervisory Board individually for their discharge of duties in 2015.
10. Adoption of resolutions regarding election of members of the Supervisory Board for its 10th term. -----
11. Adoption of resolution regarding compliance by Bank Ochrony Środowiska S.A. with corporate governance rules set out in the “Best Practice for GPW Listed Companies”. -----
12. Closing the meeting.”-----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **16 728 000**, with:-----

- **16 728 000** votes “for”,-----
- **0** votes “against”,-----
- **0** votes “abstaining”,-----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 4/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on endorsing the Bank Management Board activity report**  
**for 2015**

“Acting pursuant to 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. endorses the Bank Management Board activity report for 2015 as presented to Shareholders at the Annual General Meeting on 23 June 2016.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **16 728 000**, with: -----

- **15 314 228** votes “for”, -----

- **9 897** votes “against”, -----

- **1 403 875** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

One objection was raised to Resolution No. 4. -----

**Resolution No. 5/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on endorsing the Bank financial statements**  
**for the period of 1 January 2015 to 31 December 2015**

“Acting pursuant to provisions of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies, in connection with art. 53 subpara. 1 of the Accounting Act and § 9 subpara. 4 point 1 and § 10 point 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. endorses the audited Bank financial statements for the year 2015, including: -----

– a profit and loss statement for financial year 2015 reporting a net loss in the amount of PLN 39 317 thousand; -----

– a total comprehensive income statement for financial year 2015 presenting total income in the amount of PLN –76 439 thousand; -----

– a statement of financial position presented to the date of 31 December 2015, with total assets and liabilities plus equity showing the amount of PLN 20 785 831 thousand; -----

– a statement of changes in equity for financial year 2015 presenting a decrease in equity of PLN 77 449 thousand; -----

– a statement of cash flows for financial year 2015 presenting a decrease in net cash by PLN 15 830 thousand; -----

– accounting rules (policies) and additional explanatory notes.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **16 728 000**, with: -----

- **15 621 112** votes “for”, -----
- **0** votes “against”, -----
- **1 106 888** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 6/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**

**on endorsing the Bank Management Board report on BOŚ S.A. Group activities in 2015**

“ Acting pursuant to 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 BOŚ S.A. endorses the Bank Management Board report on BOŚ S.A. Group activities in 2015 as presented to Shareholders at the Annual General Meeting on 23 June 2016.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **16 728 000**, with: -----

- **15 611 215** votes “for”, -----
- **9 897** votes “against”, -----
- **1 106 888** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

One objection was raised to Resolution No. 6. -----

**Resolution No. 7/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**

**on endorsing the BOŚ S.A. Group consolidated financial statements for the period of 1 January 2015 to 31 December 2015**

“Acting pursuant to provisions of art. 395 § 5 of the Code of Commercial Companies, in connection with art. 63c subpara. 4 of the Accounting Act and § 10 point 2 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. endorses the audited consolidated financial statements of the Bank Ochrony Środowiska S.A. Group for 2015, including:-----

- a consolidated statement of profit and loss for financial year 2015 reporting a net loss in the amount of PLN 51 118 thousand;-----
- a consolidated total comprehensive income statement for financial year 2015 presenting total income in the amount of PLN –78 202 thousand; -----
- a consolidated statement of financial position presented to the date of 31 December 2015, with total assets and liabilities plus equity showing the amount of PLN 20 921 772 thousand;-----

- a consolidated statement of changes in equity for financial year 2015 presenting a decrease in equity of PLN 79 212 thousand; -----
- a consolidated statement of cash flows for financial year 2015 presenting in net cash by PLN 6 779 thousand; -----
- accounting rules (policies) and additional explanatory notes.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **16 728 000**, with: -----

- **15 621 112** votes “for”, -----
- **0** votes “against”, -----
- **1 106 888** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

No objection to the resolution has been raised.-----

**Resolution No. 8/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on coverage of the Bank loss posted in 2015**

“Acting pursuant to provisions of art. 395 § 2 point 2 of the Code of Commercial Companies, in connection with § 9 subpara. 4 point 2 of the Articles of Association of BOŚ S.A. and Resolution No. /2016 of the Annual General Meeting of BOŚ S.A. of 23 June 2016 endorsing the Bank financial statements for the period of 1 January 2015 to 31 December 2015, the Annual General Meeting of BOŚ S.A. assigns the amount of PLN 39 317 155.25 from the capital surplus to cover the loss posted in 2015.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **16 728 000**, with: -----

- votes „for” - **16 728 000** votes “for”,-----
- **0** votes “against”, -----
- **0** votes “abstaining”,-----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

No objection to the resolution has been raised.-----

**Resolution No. 9/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on coverage of the Bank losses of previous years**

“Acting pursuant to 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. assigns the amount of PLN 5 808 073.41 PLN from the capital surplus of Bank Ochrony Środowiska S.A. to cover losses of previous years.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **16 728 000**, with: -----

- **16 728 000** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 10/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**to endorse Mr Stanisław Kolasiński on his discharge of duties**  
**in 2015**

“Acting pursuant to 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 Bank Articles of Association, the Annual General Meeting of BOŚ S.A. endorses Mr Stanisław Kolasiński, Vice-President First Deputy President of the Management Board, on his discharge of duties in the period of 1 January 2015 to 31 December 2015.” -----

The Chairman of the Annual General Meeting declared that, with all votings on resolutions on endorsing each member of the Management Board on the discharge of their duties completed, the resolution on the discharge of duties by Mr Stanisław Kolasiński **has been passed in secret ballot**, and that the total number of valid votes cast was **16 728 000**, with: -----

- **15 785 699** votes “for”, -----

- **3** votes “against”, -----

- **942 298** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **16 728 000**, which represents **73.1334797489%** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 11/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**approving the BOŚ S.A. Supervisory Board activities report for 2015**

“Acting pursuant to provisions of § 10 point 4 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. approves the BOŚ S.A. Supervisory Board activity report for 2015 as presented to Shareholders at the Annual General Meeting on 23 June 2016.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **15 987 560**, with: -----

- **13 903 260** votes “for”, -----

- **0** votes “against”, -----

- **2 084 300** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **15 987 560**, which represents **69.8963352161%** of equity.

No objection to the resolution has been raised.-----

**Resolution No. 12/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Janina Goss**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Janina Goss** member of the Supervisory Board in its tenth three-year term.-----

**§ 2**

This Resolution comes into force as of the day of adoption.”-----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 660**, with: -----

- **15 977 660** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”,-----

and that the number of shares on which valid votes cast was **15 977 660**, which represents **69.8530532069%** of equity.

No objection to the resolution has been raised.-----

**Resolution No. 13/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Oskar Kowalewski**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Oskar Kowalewski** member of the Supervisory Board in its tenth three-year term.-----

**§ 2**

This Resolution comes into force as of the day of adoption.”-----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 660**, with: -----

- **15 977 660** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **15 977 660**, which represents **69.8530532069 %** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 14/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Andrzej Grzegorz Matysiak**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Andrzej Grzegorz Matysiak** member of the Supervisory Board in its tenth three-year term. -----

**§ 2**

This Resolution comes into force as of the day of adoption.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 660**, with: -----

- votes „for” - **15 977 660** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **15 977 660**, which represents **69.8530532069%** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 15/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Paweł Wojciech Mzyk**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Paweł Wojciech Mzyk** member of the Supervisory Board in its tenth three-year term. -----

**§ 2**

This Resolution comes into force as of the day of adoption.” -----



The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 660**, with: -----

- votes „for” - **15 977 660** votes “for”,-----

- **0** votes “against”,-----

- **0** votes “abstaining”,-----

and that the number of shares on which valid votes cast was **15 977 660**, which represents **69.8530532069%** of equity.

No objection to the resolution has been raised.-----

**Resolution No. 16/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Piotr Sadownik**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Piotr Sadownik** member of the Supervisory Board in its tenth three-year term. -----

**§ 2**

This Resolution comes into force as of the day of adoption.”-----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 660**, with: -----

- **15 977 660** votes “for”,-----

- **0** votes “against”,-----

- **0** votes “abstaining”,-----

and that the number of shares on which valid votes cast was **15 977 660**, which represents **69.8530532069%** of equity.

No objection to the resolution has been raised.-----

**Resolution No. 17/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Marian Szoluch**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Marian Szoluch** member of the Supervisory Board in its tenth three-year term. -----

**§ 2**

This Resolution comes into force as of the day of adoption.”-----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 660**, with: -----

- **15 977 660** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **15 977 660**, which represents **69.8530532069%** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 18/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Emil Ślżak**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Emil Ślżak** member of the Supervisory Board in its tenth three-year term. -----

**§ 2**

This Resolution comes into force as of the day of adoption.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 660**, with: -----

- **15 977 660** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **15 977 660**, which represents **0 69.8530532069%** of equity.

No objection to the resolution has been raised. -----

**Resolution No. 19/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on appointing Wojciech Piotr Wardacki**  
**member of the Supervisory Board in its 10th term**

**“§ 1**

Acting pursuant to provisions of art. 385 § 1 and art. 386 § 1 of the Code of Commercial Companies and § 10 point 6 and § 17 subpara. 1 of the Bank Articles of Association, the Annual General Meeting of BOŚ S.A. appoints **Wojciech Piotr Wardacki** member of the Supervisory Board in its tenth three-year term. -----

**§ 2**

This Resolution comes into force as of the day of adoption.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in secret ballot**, and the total number of valid votes cast was **15 977 846**, with: -----

- **15 977 846** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **15 977 846**, which represents **69.8530532069%** of equity.

No objection to the resolution has been raised.-----

**Resolution No. 20/2016**  
**of the Annual General Meeting of Bank Ochrony Środowiska S.A.**  
**of 23 June 2016**  
**on compliance by Bank Ochrony Środowiska S.A. with corporate governance**  
**rules set out in the “Best Practice for GPW Listed Companies 2016”**

“Acting pursuant to provisions of §10 point 15 of the Bank Articles of Association, in connection with Resolution No. 26/1413/2015 of the Supervisory Board of the Warsaw stock exchange [Giełda Papierów Wartościowych in Warszawie S.A.] of 13 October 2015 approving the “Best Practice for GPW Listed Companies 2016”, the Annual General Meeting of BOŚ S.A. adopts for application by BOŚ S.A. of the corporate governance rules set out in the “Best Practice for GPW Listed Companies 2016”, attached as Appendix to the above-mentioned Resolution of the Supervisory Board of the Warsaw stock exchange, save §1 therein. -----

**§ 1**

The Bank does not apply on a permanent basis the following corporate governance rules set out in the “Best Practice for GPW Listed Companies 2016”: -----

“I.Z.1. A company should operate a corporate website and publish on it, in a legible form, and in a separate section, in addition to information required under the legislation: -----

I.Z.1.15. information about the company’s diversity policy applicable to the company’s governing bodies and key managers; the description should cover the following elements of the diversity policy: gender, education, age, professional experience, and specify the goals of the diversity policy and its implementation in the reporting period; where the company has not drafted and implemented a diversity policy, it should publish the explanation of its decision on its website.” -----

Explanation: diversity policy rules applicable to employees (including key managers) are set out in the BOŚ S.A. Fair Work Regulation. No such solution applicable to the company’s governing bodies is in place. -----

2) “IV.Z.2. If justified by the structure of shareholders, companies should ensure publicly available real-time broadcasts of general meetings.” -----

Explanation: Rule IV.Z.2 is not applicable at the Bank given its structure of shareholders as well as technical organisational issues. The Bank is of the opinion that the current rules regarding participation in general meetings ensure effective realisation by shareholders of any rights attaching to shares and secure interests of all

shareholders. Should that particular form of shareholder participation in general meetings become common practice in listed companies, the Bank is going to consider application of that particular rule of corporate governance. -----

**§ 2**

Resolution No. 36/2013 of the Annual General Meeting of BOŚ S.A. of 20 June 2013 regarding compliance by BOŚ S.A. with corporate governance rules set out in “Good Practice of GPW-listed Companies” is hereby rescinded. -----

**§ 3**

This Resolution comes into force as of the day of adoption.” -----

The Chairman of the Annual General Meeting declared that the resolution **has been passed in open ballot**, and the total number of valid votes cast was **15 977 846**, with: -----

- **15 977 846** votes “for”, -----

- **0** votes “against”, -----

- **0** votes “abstaining”, -----

and that the number of shares on which valid votes cast was **15 977 846**, which represents **69.8538663841%** of equity.

No objection to the resolution has been raised. -----