

**DRAFTS OF RESOLUTIONS  
FOR ORDINARY GENERAL MEETING  
OF BANK OCHRONY ŚRODOWISKA SPÓLKA AKCYJNA  
CONVENED ON 18 JUNE 2019**

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on the election of the Chair of the General Meeting**

Par. 1

Acting under art. 409 Par. 1 of the Commercial Companies Code in relation to Par. 4 Section 1 of the Rules for General Meetings of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects ..... to be the Chair of this General Meeting.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*The Chair shall be made during the General Meeting in accordance with art. 409 Par. 1 of the Commercial Companies Code in relation to Par. 4 Section 1 of the Rules for the General Meetings of Bank Ochrony Środowiska S.A.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on the election of the Secretary of the General Meeting**

Par. 1

Acting under Par. 8 Section 1 of the Rules for the General Meetings of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby elects ..... to be the Secretary of the General Meeting.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*The Secretary of the General Meeting shall be elected during the General Meeting in accordance with Par. 8 Section 1 Rules for the General Meetings of Bank Ochrony Środowiska S.A.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on the approval of the meeting agenda**

Par. 1

Acting under art. 404 Par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the following agenda of the General Meeting:

1. Opening of the Ordinary General Meeting.

2. Election of the General Meeting Chair.
3. Announcing legality of convening of the General Meeting and of its capacity to adopt resolutions.
4. Election of the General Meeting Secretary.
5. Approval of the meeting agenda.
6. Consideration of Management Board Report on Bank's activity in 2018 and Bank's financial statement for the period of 1 January through 31 December 2018.
7. Consideration of Management Board Report on activity of BOŚ S.A. Capital Group in 2018 and of consolidated financial statement of BOŚ S.A. Capital Group for the period of 1 January 2018 through 31 December 2018.
8. Presentation of the motion regarding the distribution of Bank's 2018 profit.
9. Consideration of BOŚ S.A. Supervisory Board Report on 2018 activity.
10. Adoptions of resolutions on:
  - a) approval of Management Board Report on Bank Ochrony Środowiska S.A. Activity in 2018,
  - b) approval of Bank's financial statement for the period of 1 January 2018 through 31 December 2018,
  - c) approval of Management Board Report on activity of BOŚ S.A. Capital Group in 2018,
  - d) approval of consolidated financial statement of Bank Ochrony Środowiska S.A. Capital Group for the period of 1 January 2016 through 31 December 2018,
  - e) distribution of Bank's net profit for 2018,
  - f) granting votes of approval to individual members of Bank Management Board for the fulfilment of their duties in 2018,
  - g) approval of Bank Ochrony Środowiska S.A. Supervisory Board Report on 2018 activity,
  - h) granting votes of approval to individual members of Supervisory Board for the fulfilment of their duties in 2018.
11. Adoption of the resolution on the election of members of the Supervisory Board of the 11<sup>th</sup> term.
12. Adoption of the resolution on collective assessment of adequacy of joint Supervisory Board of the 11<sup>th</sup> term.
13. Adoption of the resolution on assessment of the Remuneration Policy of Bank Ochrony Środowiska S.A. in 2018.
14. Consideration of drafts and adoption of resolutions on amendments to the Bank's Articles of Association.
15. Adoption of the resolution on authorising the Supervisory Board to determine the consolidated text of the Bank's Articles of Association.
16. Adoption of the Bank Management Board's information on expenditures made in 2018 on legal representation, legal services, marketing and public relations as well as social communication and management consulting services.
17. Adoption of information on amendments to documents, statements and information submitted by Supervisory Board Members in the procedure of appointment to the position of BOŚ SA Supervisory Board Member.
18. Closing of the General Meeting.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*The General Meeting debates in accordance with the approved meeting agenda. In accordance with Art. 404 Par. 1 of the Commercial Companies Code issues not included in the meeting agenda shall be subject of adopted resolutions, unless the entire share capital is represented at the General Meeting and none of the present participants files an objection to adoption of such a resolution. Resolution of a formal nature.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on the approval of the Management Board Report on activity**  
**of Bank Ochrony Środowiska S.A. in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 1 of the Commercial Companies Code, in relation to Par. 9 section 4 (1) and Par. 10 subpara. 1 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the Management Board Report on activity of Bank Ochrony Środowiska S.A. in the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*In accordance with art. 395 Par. 2 item 1 of the Commercial Companies Code one of the subjects of the Ordinary General Meeting's sittings is consideration and approval of the Management Board Report on the activity of the Company.*

*The Management Board report on Bank's activity in 2018 was publicised in the annual report (R/2018) on 14 March 2019 along with the assessment of the Supervisory Board drawn in accordance with Par. 70 section 1 Item 14 and Par. 71 section 1 item 12 of the Finance Minister's Regulation of 29 March 2018 on current and periodic information presented by issuers of securities and on the terms of acceptance as equivalent of information required by the laws of a non-member state.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on the approval of Bank's financial statement**  
**for the period of 1 January 2018 through 31 December 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 1 of the Commercial Companies Code, in relation to Par. 9 section 4 (1) and Par. 10 subpara. 1 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves Bank's financial statement for the period of 1 January through 31 December 2018, opinionated by a chartered accountant, consisting of:

- 1) profit and loss account for the financial year ending 31 December 2018, revealing the net profit of sixty-five million twelve thousand PLN (65,012,000 PLN);
- 2) total income statement for the financial year ending 31 December 2018, revealing the net profit of sixty-two million seven hundred and forty-nine thousand PLN (62,749,000 PLN);
- 3) financial condition statement as of 31 December 2018, which on the assets and liabilities side reveals the amount of eighteen billion eighty-two million forty-three thousand PLN (18,082,043,000);
- 4) statement on amendments to share capital for the financial year ending 31 December 2018 revealing an increase of share capital by the amount of two hundred and eighty-four million four hundred and eighty-one thousand PLN (284,481,000 PLN);
- 5) cash flow statement for the financial year ending 31 December 2018 revealing a decrease of net cash balance by the amount of seven hundred and ninety-eight million five hundred and thirty-one thousand PLN (798,531,000 PLN);

6) accounting policies and additional explanatory notes.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*In accordance with art. 395 Par. 2 item 1 of the Commercial Companies Code one of the subjects of the Ordinary General Meeting's sittings is consideration and approval of the financial statement for the past financial year.*

*The financial statement of Bank Ochrony Środowiska S.A. for the period from 1 January through 31 December 2018 was publicised in the annual report (R/2018) on 14 March 2019 along with the assessment of the Supervisory Board drawn in accordance with Par. 70 section 1 Item 14 and Par. 71 section 1 item 12 of the Finance Minister's Regulation of 29 March 2018 on current and periodic information presented by issuers of securities and on the terms of acceptance as equivalent of information required by the laws of a non-member state.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on the approval of Management Board Report on activity of Bank Ochrony Środowiska S.A.  
Capital Group in 2018**

Par. 1

Acting under art. 395 Par. 5 of the Commercial Companies Code, in relation to Par. 10 subpara. 2 of Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the Management Board Report on activity of Bank Ochrony Środowiska S.A. Capital Group in the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*According to art. 395 Par. 5 of the Commercial Companies Code one of the subjects of the Ordinary General Meeting's sittings is consideration and approval of the financial statement of the capital group, as defined in the Accounting Act and other issues specified in Par. 2.*

*The Management Board Report on activity of Bank Ochrony Środowiska S.A. Capital Group was publicised in the annual report (RS/2018) on 14 March 2019 along with the assessment of the Supervisory Board drawn in accordance with Par. 70 section 1 Item 14 and Par. 71 section 1 item 12 of the Finance Minister's Regulation of 29 March 2018 on current and periodic information presented by issuers of securities and on the terms of acceptance as equivalent of information required by the laws of a non-member state.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on the approval of consolidated financial statement**  
**of Bank Ochrony Środowiska S.A. Capital Group**  
**for the period of 1 January 2016 through 31 December 2018,**

Par. 1

Acting under art. 395 Par. 5 of the Commercial Companies Code, in relation to Par. 10 subpara. 2 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the consolidated financial statement of Bank Ochrony Środowiska S.A. Capital Group for the period from 1 January through 31 December 2018, consisting of:

- 1) consolidated profit and loss account for the financial year ending 31 December 2018, revealing the net profit of sixty-three million seven hundred and twenty-eight thousand PLN (63,728,000 PLN);
- 2) consolidated total income statement for the financial year ending 31 December 2018, revealing the net profit of sixty-one million four hundred and sixty-six thousand PLN (61,466,000 PLN);
- 3) consolidated financial condition statement as of 31 December 2018, which on the assets and liabilities side reveals the amount of eighteen billion two hundred and fifty-one million twenty-five thousand PLN (18,251,025,000 PLN);
- 4) consolidated statement on amendments to share capital for the financial year ending 31 December 2018 revealing an increase of share capital by the amount of two hundred and eighty-four million seven hundred and twenty-nine thousand PLN (284,729,000 PLN);
- 5) consolidated cash flow statement for the financial year ending 31 December 2018 revealing a decrease of net cash balance by the amount of seven hundred and ninety-six million eight hundred and fifty-eight thousand PLN (796,858,000 PLN);
- 6) accounting policies and additional explanatory notes.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*According to art. 395 Par. 5 of the Commercial Companies Code one of the subjects of the Ordinary General Meeting's sittings may also be consideration and approval of the financial statement of the capital group, as defined in the Accounting Act and other issues specified in Par. 2.*

*The consolidated financial statement of Bank Ochrony Środowiska S.A. Capital Group for the period from 1 January through 31 December 2018 was publicised in the annual report (RS/2018) on 14 March 2019 along with the assessment of the Supervisory Board drawn in accordance with Par. 70 section 1 Item 14 and Par. 71 section 1 item 12 of the Finance Minister's Regulation of 29 March 2018 on current and periodic information presented by issuers of securities and on the terms of acceptance as equivalent of information required by the laws of a non-member state.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on the distribution of Bank's net profit for 2018**

Par. 1

Acting under art. 395 Par. 5 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 2 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby allocates Bank's net profit generated in the period of 1 January through 31 December 2018 in the amount of sixty-five million twelve thousand six hundred and seventy zlotys 65 grosz (65,012,670.65 PLN) in total for the reserve capital

Par. 2

This resolution shall come into force upon adoption.

JUSTIFICATION

*According to art. 395 Par. 2 Item 2, in relation to Par. 9 subpara. 4 item 2 of the Bank's Articles of Association, one of the subjects of the Ordinary General Meeting's sittings should be adoption of a resolution on the distribution of profit or loss coverage. Under Par. 10 Item 3, in relation to Par. 20 subpara. 11 item 9 of the Bank's Articles of Association, the profit is distributed by the General Meeting by consideration of the Management Board's motion for profit distribution, evaluated by the Supervisory Board.*

Opinion of Supervisory Board

*Bank Supervisory Board – during the meeting held on 15 May 2019 – granted its positive opinion on the draft of this resolution and recommended the General Meeting to adopt it.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval to**  
**Mr Bogusław Adam Białowas**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Bogusław Adam Białowas, Bank Management Board President, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

*The Supervisory Board, as part of the opinion drawn on 15 May 2019 on the draft resolution, has decided to recommend the Ordinary General Meeting to grant to Mr Bogusław Adam Białowas a vote of approval for the fulfilment of duties in 2018.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval to**  
**Mr Arkadiusz Garbarczyk**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Arkadiusz Garbarczyk, Vice President, working since 21 February 2018 as the First Deputy of the Management Board President, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

*Opinion of Supervisory Board*

*The Supervisory Board, as part of the opinion drawn on 15 May 2019 on the draft resolution, has decided to recommend the Ordinary General Meeting to grant to Mr Arkadiusz Garbarczyk a vote of approval for the fulfilment of duties in 2018.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval to**  
**Mr Konrad Raczkowski**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Konrad Raczkowski, Bank Management Board Vice President, a vote of approval for the fulfilment of duties during the period from 21 February through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

*Opinion of Supervisory Board*

*The Supervisory Board, as part of the opinion drawn on 15 May 2019 on the draft resolution, has decided to recommend the Ordinary General Meeting to grant to Mr Konrad Raczkowski a vote of approval for the fulfilment of duties in 2018.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
of ..... 2019  
**on granting the vote of approval to**  
**Mr Dariusz Sławomir Grylak**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Arkadiusz Garbarczyk, Vice President, a vote of approval for the fulfilment of duties during the period from 1 January through 21 February 2018.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

*The Supervisory Board, as part of the opinion drawn on 15 May 2019 on the draft resolution, has decided to recommend the Ordinary General Meeting to grant to Mr Dariusz Sławomir Grylak a vote of approval for the fulfilment of duties in 2018.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
of ..... 2019  
**on granting the vote of approval to**  
**Ms Anna Stanisława Milewska**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Ms Anna Stanisława Milewska, Bank Management Board Vice President, a vote of approval for the fulfilment of duties during the period from 1 January through 21 February 2018.

Par. 2

This resolution shall come into force upon adoption.

Opinion of Supervisory Board

*The Supervisory Board, as part of the opinion drawn on 15 May 2019 on the draft resolution, has decided to recommend the Ordinary General Meeting to grant to Ms Anna Stanisława Milewska a vote of approval for the fulfilment of duties in 2018.*



**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on the approval of Bank Ochrony Środowiska S.A. Report on 2018 Activity**

Par. 1

Acting under art. 382 Par. 3 of the Commercial Companies Code and Par. 10 point 4 of the Articles of Association of Bank Ochrony Środowiska S.A. the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby approves the Bank Ochrony Środowiska S.A. Supervisory Board Report on 2018 Activity.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to art. 382 Par. 3 of the Commercial Companies Code, special duties of the Supervisory Board include evaluation of the management board report on the company's activity and financial statement for the past financial year and management board's request regarding profit distribution or loss coverage as well as presenting the general meeting an annual written report on the results of that evaluation. Further, according to Par. 10 point 4 of the Articles of Association, the competence scope of the General Meeting includes consideration and approval of the Supervisory Board report on activity. The report on BOŚ S.A. Supervisory Board's 2018 activity is considered and approved by the General Meeting in accordance with Par. 10 point 4 of the Bank's Articles of Association. The report has been drawn in compliance with detailed rules II.Z.10.1., II.Z.10.2, II.Z.10.3 and II.Z.10.4 of "Good Practices of Companies Listed on WSE 2016", meaning it includes an assessment of the Bank's condition, including assessment of internal control, risk management, compliance systems and internal audit functions, assessment of the manner in which the company fulfils its informational obligations regarding application of corporate governance rules, as well as assessment of rationality of Bank's sponsoring and charity policies.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval to**  
**Mr Wojciech Piotr Wardacki**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Wojciech Piotr Wardacki, Supervisory Board President, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval**  
**to Mr Andrzej Grzegorz Matysiak**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Andrzej Grzegorz Matysiak, Supervisory Board Vice President, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval**  
**to Mr Emil Stanisław Ślązak**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Emil Stanisław Ślązak, Supervisory Board Secretary, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval**  
**Ms Iwona Beata Duda**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Ms Iwona Beata Duda, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 13 February through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval**  
**Ms Janina Kazimiera Goss**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Ms Janina Kazimiera Goss, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on granting the vote of approval**  
**Mr Oskar Marek Kowalewski**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Oskar Marek Kowalski, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 13 February 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**

**on granting the vote of approval**  
**Panu Pawłowi Wojciechowi Mzykowi**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Paweł Wojciech Mzyk, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 13 February 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
of ..... 2019  
**on granting the vote of approval**  
**Mr Piotr Sadownik**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Piotr Sadownik, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
of ..... 2019  
**on granting the vote of approval**  
**Mr Marian Szolucha**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Marian Szolucha, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 1 January through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
of ..... 2019  
**on granting the vote of approval**  
**Mr Dariusz Józef Wasilewski**  
**for the fulfilment of duties in 2018**

Par. 1

Acting under art. 393 item 1 and art. 395 Par. 2 item 3 of the Commercial Companies Code, in relation to Par. 9 subpara. 4 point 3 and Par. 10 point 5 of the Articles of Association of Bank Ochrony Środowiska S.A., the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby grants to Mr Dariusz Józef Wasilewski, Supervisory Board Member, a vote of approval for the fulfilment of duties during the period from 13 February through 31 December 2018.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to regulations specified in the resolutions, granting to company authority members votes of approval for the fulfilment of their duties in the past financial year should be a subject of the Ordinary General Meeting's sittings.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
of ..... 2019  
**on the appointment of .....**  
**to Supervisory Board of the 11<sup>th</sup> term**

Par. 1

Acting under art. 385 Par. 1 of the Commercial Companies Code, as part of execution of art. 22 section 2 of the Banking Act of 29 August 1997, in relation to Par. 10 point 6 and Par. 17 subpara. 2 of the Bank's Articles of Association, as well as in accordance with the provisions of the "Policy of assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2018, the Ordinary General Meeting of Bank Ochrony Środowiska S.A.:

- 1) taking into account the proposal of an individual assessment of suitability of the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A. hereby declares that Mr/ Ms ..... fulfils the requirements set forth in art. 22aa of the Banking Act;
- 2) appoints Mr/ Ms ..... to Bank Supervisory Board for a joint 11<sup>th</sup> term of three years.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION:**

*According to art. 385 Par. 1 of the Commercial Companies Code, Supervisory Board Members are appointed by the General Meeting. Further, in accordance with art. 22 Par. 2 of the Banking Act, appointment of a Supervisory Board Member shall take into account the assessment of fulfilment of requirements set forth in art. 22aa of the Banking Act. According to the provisions of "Policy of assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2018 of General Meeting*

*of Bank Ochrony Środowiska S.A. of 19 June 2018, assessment of suitability is conducted by the General Meeting, taking into account the proposal of an individual assessment made by the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska S.A.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on the collective assessment of suitability of Supervisory Board**

Par. 1

Acting under Par. 10 point 7 of the Bank's Articles of Association and in accordance with the provisions of the "Policy of assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2018, under art. 22aa of the Banking Act of 29 August 1997, the Ordinary General Meeting of Bank Ochrony Środowiska S.A., taking into account the proposal of the Remuneration and Nomination Committee of the Supervisory Board of Bank Ochrony Środowiska S.A. regarding collective assessment of suitability of the Supervisory Board hereby declares that individual competence of individual members of the Supervisory Board appointed under Resolutions No. .... of BOŚ S.A. Ordinary General meeting of ..... June 2019 fulfil the requirements to allow execution of relevant collective supervision over all Bank's areas of operations, and the Supervisory Board as a whole holds proper knowledge, skills and experience allowing understanding of actions undertaken by the Bank, including key risks.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to the provisions of Par. 10 point 7 of the Bank's Articles of Association and Par. 6 section 1 item 2 and 3 items 2 and 3 of "Policy of assessment of suitability of candidates for Supervisory Board Members and of Supervisory Board Members of Bank Ochrony Środowiska S.A.", introduced by Resolution No. 27/2018 of General Meeting of Bank Ochrony Środowiska S.A. of 19 June 2018 under art. 22aa of the Banking Act of 29 August 1997, adopted in the Bank, Bank's General Meeting conducts assessment of collective suitability of the Supervisory Board, taking into account the proposal of collective suitability of Supervisory Board made by the Remuneration and Nomination Committee of Supervisory Board of Bank Ochrony Środowiska.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on assessment of the Remuneration Policy  
of Bank Ochrony Środowiska Spółka Akcyjna in 2018**

Par. 1

Acting under Par. 28 section 4 of the Corporate Governance Rules for Supervised Institutions, in relation to Par. 10 point 15 of the Articles of Association of Bank Ochrony Środowiska S.A., upon consideration of the report, presented by the Supervisory Board, following the assessment of functioning of the Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. assesses that the Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna favours the development and safety of Bank's operations.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to Par. 28 section 3 of the Corporate Governance Rules for Supervised Institutions issued by the Financial Supervision Authority (KNF) the supervising authority prepares and presents, to the deciding authority, once a year, a report on the assessment of functioning of the remuneration policy in the supervised institution. Therefore, the Supervisory Board of Bank Ochrony Środowiska Spółka Akcyjna conducted an assessment of functioning of the Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna in 2018 and the results of this assessment were presented in the Report on the assessment of functioning of Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna in 2018, included in Appendix 2 to Bank Ochrony Środowiska S.A. Supervisory Board's Report on 2018 Activity.*

*According to Par. 28 section 4 of the Corporate Governance Rules for Supervised Institutions the Ordinary General Meeting of Bank Ochrony Środowiska S.A. assesses whether the adopted Remuneration Policy of Bank Ochrony Środowiska Spółka Akcyjna favours the development and safety of Bank's operations.*

*In 2018 the Bank followed the Remuneration Policy favouring the development and safety of Bank's operations through execution of decisions and accomplishment of goals set to ensure long-term growth of shareholder value and stability of the company's functioning.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
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 point 8 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. resolves the following:

1) point 9 in Par. Par. 5 subpara. 2 of the Bank's Articles of Association shall be replaced by the following:

- „9) performance of non-brokerage activities involving purchase or disposal of financial instruments on own account, with a reservation that the subject of the activities 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 section 1 of the Toll Roads and the National Road Fund Act of 27 October 1994, and 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,”

Par. 2

This resolution shall come into force once the Financial Supervision Authority's permission has been obtained, effective on the date of registering the requested amendment in the National Court Register by the District Court for the Capital City of Warsaw.



**JUSTIFICATION:**

*The proposed amended wording of Par. 5 subpara. 2 point 9 of the Bank's Articles of Association is to adjust the subject of Bank's operations, specified in the Articles of Association, to the business plans and needs of the Bank.*

*In relation to the provisions of art. art. 34 section 2 in relation to art. 31 section 3 item 3 of the Banking Act, amendment to the Bank's Articles of Association within the scope specified in the draft of the resolution of the Ordinary General Meeting shall require a permission of the Financial Supervision Authority.*

**Opinion of Supervisory Board**

*Bank Supervisory Board – during the meeting held on 15 May 2019 – granted its positive opinion on the draft of this resolution and recommended the General Meeting to adopt it.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on amendments to Par. 20 of the Bank's Articles of Association**

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 point 8 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. resolves the following:

Par. 1

Par. 20 of the Bank's Articles of Association 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 financial reporting process at the Bank,
  - 3) the monitoring of performance of finance audits,
  - 4) the monitoring of independence of certified auditor and entity authorised to audit financial statements,
  - 5) the overseeing of activity of the internal audit unit, and in particular:
    - a) ensuring the appropriate situation of the internal audit unit in the organisational structure of the Bank, to keep its independence in work, in accordance with supervisory regulations,
    - b) approving the internal audit agenda,
  - 6) expression of opinion on candidates presented by the Management Board, to whom the Bank Management Board intends to entrust management of the internal audit unit or compliance unit,

- 7) expression of opinion on the Management Board's intention to dismiss the person managing the internal audit unit or compliance unit.
5. Responsibilities of the Remuneration and Nomination Committee shall include in particular:
    - 1) expression of opinion on and monitoring of the remuneration policy adopted in the Bank and supporting Bank's authorities in the shaping and execution of this policy,
    - 2) expression of opinion on and monitoring of variable remuneration of persons in management level positions at the Bank related to risk management and persons in charge of the management of the compliance unit and internal audit unit,
    - 3) expression of opinion on the evaluation of suitability of candidates for the positions of 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 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 for the appointment or dismissal of 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:
  - a) the composition of the Management Board and of changes thereto promptly upon establishment thereof or upon any change of the composition;
  - b) Management Board members' fulfilment of the requirements specified in art. 22aa of the Banking Act,
  - c) approval of and changes to the internal distribution of powers within the Management Board,
- 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 profit 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) 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,
- 15) 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,
- 16) appointing a chartered auditor to examine the financial statements and other experts,
- 17) 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,
- 18) reviewing periodic reports on banking risk levels and banking risk management quality,
- 19) reviewing periodic reports on irregularities found in, and conclusions following from, internal audits, and measures taken to remedy or implement them,
- 20) 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,
- 21) adopting a policy for evaluation of suitability 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 suitability of candidates for the Bank Management Board members and of Management Board members.
- 22) approval of internal distribution of powers within the Bank Management Board,
- 23) approval of rules of procedure of the internal audit unit (Internal Audit Card) and approval of the internal audit plan,
- 24) approval of rules of procedure of the compliance unit and this unit's annual operation plans."

Par. 2

This resolution shall come into force once the Financial Supervision Authority's permission has been obtained, effective on the date of registering the requested amendment in the National Court Register by the District Court for the Capital City of Warsaw.

JUSTIFICATION

*The proposed amended wording of Par. 20 of the Bank's Articles of Association is to more precisely describe the powers of the Supervisory Board and applies to:*

1. *adjusting the Bank's Articles of Association to the provisions of the Banking Act, Regulation of the Minister of Development and Finance of 6 March 2017 on the risk management system and internal audit system, remuneration policy and detailed manner of estimating internal equity in banks and Recommendation H of the Financial Supervision Authority on internal audit system in banks issued in April 2017 (Par. 20 subpara. 4 point 5 b of the Articles of Association),*
2. *adjusting the Bank's Articles of Association to the provisions of the Banking Act, Regulation of the Minister of Development and Finance of 6 March 2017 on the risk management system and internal audit system, remuneration policy and detailed manner of estimating internal equity in banks and Recommendation H of the Financial Supervision Authority on internal audit system in banks issued in April 2017 (Par. 20 subpara. 4 points 6 and 7),*
3. *adjusting the Bank's Articles of Association to the provisions of the Banking Act, Regulation of the Minister of Development and Finance of 6 March 2017 on the risk management system and internal audit system, remuneration policy and detailed manner of estimating internal equity in banks (Journal of Laws item 637) (Par. 20 subpara. 5 point 2),*
4. *points of order involving adjustment of the terminology used to the provisions of the Commercial Companies Code (Par. 20 subpara. 10, Par. 20 subpara. 8),*
5. *adjusting the Bank's Articles of Association to the provisions of the Banking Act (Par. 20 subpara. 11 points 8 b and c),*
6. *adjusting the Bank's Articles of Association to the provisions of the Banking Act and Recommendation H of the Financial Supervision Authority on internal audit system in banks (Par. 20 subpara. 11 point 19),*
7. *adjusting the Bank's Articles of Association to the provisions of the Banking Act (Par. 20 subpara. 11 point 21),*
8. *adjusting the Bank's Articles of Association to the provisions of the Banking Act and Recommendation H of the Financial Supervision Authority on internal audit system in banks (Par. 20 subpara. 11 points 22 and 23).*

*In relation to the provisions of art. art. 34 section 2 in relation to art. 31 section 3 item 3 of the Banking Act, amendment to the Bank's Articles of Association within the scope specified in the draft of the resolution of the Ordinary General Meeting shall require a permission of the Financial Supervision Authority.*

Opinion of Supervisory Board

*Bank Supervisory Board – during the meeting held on 15 May 2019 – granted its positive opinion on the draft of this resolution and recommended the General Meeting to adopt it.*

**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on amendments to Par. 21 and 22 of the Bank's Articles of Association**

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 point 8 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. resolves the following:

Par. 1

Paragraphs 21 and 22 of the Bank's Articles of Association shall be replaced by the following:

„Par. 21

1. The Management Board shall consist of not less than 3 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 Bank's operations strategies and annual financial plans,
  - 3) to adopt resolutions on the organisational structure of the Bank and on creation and liquidation of Bank's organisational units,
  - 4) to adopt resolutions on the acquisition and disposal 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 equity, subject to Par. 20 subpara 11 point 14,
  - 7) to adopt resolutions on Bank's information policy,
  - 8) to adopt, by resolution, Bank's management strategy and risk management strategy,
  - 9) to determine the acceptable overall risk level,
  - 10) to manage special funds,
  - 11) to adopt, 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 to determine the salaries of these directors,
  - 12) to adopt, by resolution, the remuneration policy,
  - 13) to adopt, by resolution, the policy of evaluation of suitability of candidates and persons in Bank's top positions, and evaluates suitability 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.

- 16) to determine the internal distribution of powers within the Bank Management Board,
  - 17) to adopt, by resolution, rules of procedure of the internal audit unit (Internal Audit Card) and expresses opinions on the internal audit plan,
  - 18) to adopt, by resolution, rules of procedure of the compliance unit and annual operations plans of this unit.
7. Bank Management Board adopts, by resolution, rules of procedure which specifies matters that require collective adoption of resolutions, procedural and formal matters related to holding of meetings as well as the detailed procedure for adoption of resolutions.
  8. Management Board resolutions shall be deemed adopted by a simple majority of votes. The 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. Bank Management Board President shall have the authority to:
  - 1) manage the entire body of the Bank's activities,
  - 2) issue Management Board President's regulations,
  - 3) manage the work of the Bank Management Board, convene Management Board meetings, accept the meeting agenda and chair the meetings.
2. The president of the Management Board is empowered in particular:
  - 1) to conclude and terminate employment contracts with 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, whose employment contracts are concluded in 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. In the event that the mandate of the Management Board president has expired for any of the reasons referred to in Par. 21 subpara. 4, pending appointment of a president, functions of the Management Board president shall be fulfilled, and the entire body of the Bank business shall be managed, by the vice-president first deputy president of the Management Board.
4. In the absence of the Management Board president, the functions of this office shall be fulfilled, and the business of the Bank shall be managed, with the exception of powers set out in subpara. 2 point 1 in this paragraph, by the vice-president first deputy president of the Management Board or another member of the Management Board appointed by the president of the Management Board.
5. On the basis of the internal distribution of competence within the Management Board, approved by the Supervisory Board, the Management Board president shall specify the detailed scope of managing Bank's operations by individual Management Board members.”

Par. 2

This resolution shall come into force once the Financial Supervision Authority's permission has been obtained, effective on the date of registering the requested amendment in the National Court Register by the District Court for the Capital City of Warsaw.

JUSTIFICATION

*The proposed amended wording of Par. Par. 21 and 22 of the Bank's Articles of Association is to more precisely describe the powers of the Bank Management Board and Management Board president and applies to:*

- 1. adjusting the Bank's Articles of Association to the provisions of the Banking Act and Recommendation H of the Financial Supervision Authority on internal audit system in banks issued in April 2017 (Par. 21 subpara. 6 point 2),*
- 2. correction of an obvious editing mistake (Par. 21 subpara. 6 point 6),*
- 3. adjusting the Bank's Articles of Association to the provisions of the Banking Act, Regulation of the Minister of Development and Finance of 6 March 2017 on the risk management system and internal audit system, remuneration policy and detailed manner of estimating internal equity in banks and Recommendation H of the Financial Supervision Authority on internal audit system in banks (Par. 21 subpara. 6 point 11),*
- 4. adjusting the Bank's Articles of Association to the provisions of the Banking Act (Par. 21 subpara. 6 point 16),*
- 5. adjusting the Bank's Articles of Association to the provisions of the Banking Act and Recommendation H of the Financial Supervision Authority on internal audit system in banks (Par. 21 subpara. 6 points 17 and 18),*
- 6. adjusting the Bank's Articles of Association to the provisions of the Banking Act (Par. 22 subpara. 5).*

*In relation to the provisions of art. art. 34 section 2 in relation to art. 31 section 3 item 3 of the Banking Act, amendment to the Bank's Articles of Association within the scope specified in the draft of the resolution of the Ordinary General Meeting shall require a permission of the Financial Supervision Authority.*

Opinion of Supervisory Board

*Bank Supervisory Board – during the meeting held on 15 May 2019 – granted its positive opinion on the draft of this resolution and recommended the General Meeting to adopt it.*

**Resolution No. /2019  
of Ordinary General Meeting of Bank Ochrony Środowiska S.A.  
of ..... 2019  
on amendments to Par. 25 of the Bank's Articles of Association**

Acting under art. 430 Par. 1 of the Commercial Companies Code, in relation to Par. 10 point 8 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. resolves the following:

Par. 1

Paragraph 25 of the Bank's Articles of Association shall be replaced by the following:

„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:
  - a) a risk management system,
  - b) an internal control 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) an independent compliant unit which is to design and implement compliance risk control mechanisms, independent monitoring of the compliance risk volumes and profile upon application of compliance risk control systems involving current verification and testing and to present report regarding this area to the Management Board and Supervisory Board,
  - 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 Bank Management Board ensures the functioning of an internal control system in subsidiaries.
6. Any information regarding irregularities found in, and conclusions following from, internal audits, and measures taken to remedy or implement them, and information presenting, in detail, the results of current verification and testing conducted by the compliance unit, shall be reported periodically, not less frequently than once a year, to the Supervisory Board.
7. 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 once the Financial Supervision Authority's permission has been obtained, effective on the date of registering the requested amendment in the National Court Register by the District Court for the Capital City of Warsaw.

**JUSTIFICATION**

*The proposed amended wording of Par. 25 of the Bank's Articles of Association is to adjust the provisions of the Bank's Articles of Association to requirements arising from the provisions of the Banking Act and from the Regulation of the Minister of Development and Finance of 6 March 2017 on the risk management system and internal audit system, remuneration policy and detailed manner of estimating internal equity in banks (Journal of Laws item 637) (new wording of Par. 25 subpara. 4 point 2, Par. 25 subpara. 5 and 7). Due to the wording of Par. 25 subpara. 4 point 3, in Par. 25 the current subpara 6, which was a repetition, has been deleted.*

*In relation to the provisions of art. 34 section 2 in relation to art. 31 section 3 items 3 and 4 of the Banking Act, amendment to the Bank's Articles of Association within the scope specified in the draft of the resolution of the Ordinary General Meeting shall require a permission of the Financial Supervision Authority.*

**Opinion of Supervisory Board**

*Bank Supervisory Board – during the meeting held on 15 May 2019 – granted its positive opinion on the draft of this resolution and recommended the General Meeting to adopt it.*



**Resolution No. /2019**  
**of Ordinary General Meeting of Bank Ochrony Środowiska S.A.**  
**of ..... 2019**  
**on authorising Supervisory Board to determine**  
**the consolidated text of the Bank's Articles of Association**

Par. 1

Acting under art. 430 Par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Bank Ochrony Środowiska S.A. hereby authorises the Supervisory Board to determine the consolidated text of the amended Bank's Articles of Association.

Par. 2

This resolution shall come into force upon adoption.

**JUSTIFICATION**

*According to the regulation referenced in the resolutions, the General Meeting may authorise the supervisory board to determine the consolidated text of the amended Articles of Association. The Supervisory Board may carry out relevant authorisation only after registering the changes.*