

**FORM
VOTE BY PROXY**

This form refers to voting by Proxy at the Ordinary General Meeting of ING Bank Śląski S.A. whose registered office is in Katowice, at ul. Sokolska 34, to be held on 8 April 2010 in the Company's registered office in Katowice.

I. SHAREHOLDER'S DETAILS:

(first and last name/ business name of Shareholder)

address: _____

National Identification Number/ Business Identification Number/ National Court Register Number (PESEL/REGON/KRS): _____

II. PROXY DETAILS:

A. _____
(first and last name/ business name of Proxy)

Address: _____

National Identification Number/ Business Identification Number/ National Court Register Number (PESEL/REGON/KRS): _____

B. _____
(first and last name of Proxy representative)

Address: _____

National Identification Number (PESEL): _____

_____, _____ 2010
(place) (date)

(signature of Shareholder)

III. VOTING ON RESOLUTIONS:

**Resolution No ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of2010**

on: Approving the Annual Financial Statements of ING Bank Śląski S.A. for the Period Started 1 January 2009 and Ended 31 December 2009.

Pursuant to Article 395 §2 item 1 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended) and Article 53, Section 1 of the Accounting Act of 29 September 1994 (for consolidated text see: Journal of Laws of 2002 No. 76, item 694, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby approve:

- 1/ the profit and loss account for the period started 1 January 2009 and ended 31 December 2009, with net profit of PLN 582,150,944.21 [in words: five hundred eighty two million one hundred fifty thousand nine hundred forty four zlotys and twenty one grosz],
- 2/ the statement of comprehensive income for the period started 1 January 2009 and ended 31 December 2009, with net comprehensive income of PLN 648,525,336.67 [in words: six hundred forty eight million five hundred twenty five thousand three hundred thirty six zlotys and sixty seven grosz],
- 3/ the statement on financial standing made as at 31 December 2009, with total assets and liabilities of PLN 59,751,487,742.71 [in words: fifty nine billion seven hundred fifty one million four hundred eighty seven thousand seven hundred forty two zlotys and seventy one grosz],
- 4/ the statement of changes in equity for the year 2009 with an increase in equity of PLN 648,525,336.67 [in words: six hundred forty eight million five hundred twenty five thousand three hundred thirty six zlotys and sixty seven grosz],
- 5/ the cash flow statement with a decrease in net cash during the accounting year 2009 amounting to PLN 1,080,014,931.97 [in words: one billion eighty million fourteen thousand nine hundred thirty one zlotys and ninety seven grosz],
- 6/ accounting policies and additional explanatory notes.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Approving the Management Board’s Report on the Operations of ING Bank Śląski S.A. in the year 2009 including Report on Observance of Corporate Governance Rules.

Pursuant to Article 395 §2 item 1 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby approve the Management Board’s report on the operations of ING Bank Śląski S.A. in the year 2009.

At the same time, acting pursuant to §18 item 3) of the *Charter of ING Bank Śląski S.A.*, the General Meeting hereby approve the content of the ING Bank Śląski S.A. Management Board’s Report on Observance of Corporate Governance Rules in 2009, developed in keeping with the requirements set forth in the Resolution No. 1013/2007 of the WSE S.A. Management Board dated 11 December 2007 and Minister of Finance Ordinance as of 19 February 2009 on current and periodic information published by issuers of securities and the conditions for regarding information required by the law of a non-member state as equivalent (Journal of Laws No. 33, item 259 as amended). The above mentioned report is a separate part of the Management Board’s Report on the Bank’s Operations in 2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of2010**

on: Approving the Annual Consolidated Financial Statements of the Capital Group of ING Bank Śląski S.A. for the Period Started 1 January 2009 and Ended 31 December 2009.

Pursuant to Article 395 §5 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended) and Article 63c Section 4 of the Accounting Act of 29 September 1994 (for consolidated text see: Journal of Laws of 2002 No. 76, item 694, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby approve:

- 7/ the consolidated profit and loss account for the period started 1 January 2009 and ended 31 December 2009, with net profit attributable to the shareholders of the dominant entity of PLN 595,052,498.03 [in words: five hundred ninety five million fifty two thousand four hundred ninety eight zlotys and three grosz],
- 8/ the consolidated statement on total income for the period started 1 January 2009 and ended 31 December 2009, with total net income attributable to shareholders of the dominant entity of PLN 662,268,859.80 [in words: six hundred sixty two million two hundred sixty eight thousand eight hundred fifty nine zlotys and eighty grosz],
- 9/ the consolidated statement on financial standing made as at 31 December 2009, with total assets and liabilities of PLN 59,883,455,727.26 [in words: fifty nine billion eight hundred eighty three million four hundred fifty five thousand seven hundred twenty seven zlotys and twenty six grosz],
- 10/ the statement of changes in consolidated equity for the year 2009 with an increase in consolidated equity of PLN 662,282,521.41 [in words: six hundred sixty two million two hundred eighty two thousand five hundred twenty one zlotys and forty one grosz],
- 11/ the consolidated cash flow statement with a decrease in net cash during the accounting year 2009 amounting to PLN 1,086,063,488.29 [in words: one billion eighty six million sixty three thousand four hundred eighty eight zlotys and twenty nine grosz],
- 12/ accounting policies and additional explanatory notes.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

**on: Approving the Management Board’s Report on the Operations of the Capital Group
of ING Bank Śląski S.A. in the Year 2009.**

Pursuant to Article 395 §5 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby approve the Management Board’s Report on the Operations of the Capital Group of ING Bank Śląski S.A. in 2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the President of the Bank Management Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Brunon Bartkiewicz – President of the Management Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the year 2009.

Pursuant to article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Mirosław Boda – Vice-President of the Management Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Michał Bolesławski – Vice-President of the Management Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Evert Derks Drok – Vice-President of the Management Board

between 01.06.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Ms. Justyna Kesler – Vice-President of the Management Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Ms. Małgorzata Kołakowska– Vice-President of the Management Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Oscar Edward Swan – Vice-President of the Management Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Michał Szczurek – Vice-President of the Management Board

between 01.01.2009 and 16.03.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Chair of the Supervisory Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Ms. Anna Fornalczyk – Chair of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

on: Acknowledgement of Fulfilment of Duties by the Deputy Chair of the Supervisory Board in the Year 2009.

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Cornelis Leenaars – Deputy Chair of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

**on: Acknowledgement of Fulfilment of Duties by the Secretary of the Supervisory Board
in the Year 2009.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Wojciech Popiołek – Secretary of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

**on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board
in the Year 2009.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Ralph Hamers – Member of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

**on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board
in the Year 2009.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Jerzy Hausner – Member of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

**on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board
in the Year 2009.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Mirosław Kośmider – Member of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

**on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board
in the Year 2009.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Nicolaas Cornelis Jue – Member of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 2010**

**on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board
in the Year 2009.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby acknowledge the fulfilment of duties by

Mr. Tom Kliphuis– Member of the Supervisory Board

between 01.01.2009 and 31.12.2009.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of2010**

on: Distribution of Profit for the Year 2009.

Pursuant to Article 395 §2 item 2 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby approve the distribution of profit of ING Bank Śląski S.A. for the year 2009 in accordance with the following specification:

	in PLN
1. gross profit	717,823,360.25
2. fiscal charges	135,672,416.04
3. net profit	582,150,944.21
a) reserve capital	522,150,944.21
b) general risk reserve	60,000,000.00

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 8 April 2010**

on: Procedure for Dividend Payout

Pursuant to Article 348 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037, as amended), the General Meeting of ING Bank Śląski S.A. hereby introduce the Procedure for Dividend Payout, which is enclosed herewith.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

Enclosure to Resolution No....
of Ordinary General Meeting
of ING Bank Śląski S.A.
dated2010

PROCEDURE FOR DIVIDEND PAYOUT

§1

The decision on the dividend payout to Shareholders of ING Bank Śląski S.A. shall be taken by the General Meeting.

§2

1. Should the General Meeting pass a resolution approving dividend payout, the Bank as a public company shall make a public announcement of such resolution.
2. The resolution shall set out the following:
 - 1) The dividend amount per 1 share,
 - 2) The record date, that is the date on which the shareholders acquire right to dividend,
 - 3) The payout date.
3. Eligible Shareholders shall have to inquire about the dividend payout by themselves. The Bank shall notify Shareholders about the potential dividend payout on the following website: <http://www.ingbank.pl>.

§3

1. The form of dividend payout shall differ depending on the place of share deposit.
2. The Shareholders who on the date of establishing their right to a dividend hold:
 - 1) shares deposited in a securities account maintained by the Brokerage House of ING Securities S.A. in Warsaw or other brokerage house, receive an automated payment on that account on the payment date,
 - 2) shares not verified and deposited in the account of the Issue Sponsor at the Brokerage House of ING Securities S.A., receive the dividend in the following manner:
 - a) should the shareholder decide that the dividend is to be transferred to a designated bank account or investment account, the dividend amount is made at a written request of the shareholder filed in a branch of ING Bank Śląski S.A.; the shareholder's details and signature need to be affirmed as genuine by an employee of the branch of ING Bank Śląski S.A., or
 - b) should the shareholder decide that the dividend is to be sent by a mail order at the registered or actual address of the shareholder's residence, as indicated by the shareholder, the dividend is disbursed at the written request of the shareholder sent to the Issue Sponsor Team at: Zespół Sponsora Emisji ING Securities S.A. 40-086 Katowice, ul. Sokolska 34.
3. In the case referred to under item 2) a) the Shareholder may indicate that they wish to make a standing order request. The dividend shall be paid out in the manner defined in the standing order request until the request is revoked or amended. When selecting the standing order for dividend payout, the Shareholder should file a new request should there be any change in the data contained in the previous request.

4. Should the shareholder make a request referred to in item 2 a) and does not indicate that it should be a standing order request or should the shareholder make a request referred to in item 2 b), then such a request should be treated as a one-off request which means that it should be filed in each case whenever the General Meeting takes a decision concerning dividend payout.
5. In the case referred to in item 2 a) the Shareholder shall visit a bank branch and produce the following documents:
 - 1) Identity card,
 - 2) Original or a Xerox copy of the depository receipt to confirm their shareholding.At the bank branch, the Shareholder shall also present a written request for dividend payout, which shall include the following details:
 - 1) First and last name,
 - 2) National identification number (PESEL),
 - 3) Registered address of residence or actual address of residence,
 - 4) Number of depository receipt,
 - 5) Number of ING Bank Śląski S.A. shares,
 - 6) Number of investment or personal account to which the dividend is to be transferred.
6. In the case referred to under item 2) b) the Shareholder shall provide the following details:
 - 1) First and last name,
 - 2) National identification number (PESEL),
 - 3) Registered address of residence or actual address of residence,
 - 4) Number of deposit certificate,
 - 5) Number of ING Bank Śląski S.A. shares.

§4

This Procedure shall come into effect as of April 8, 2010 and shall remain in effect until amended or revoked by the General Meeting.

Draft

**Resolution No ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna dated 2010**

on: Making an in-kind contribution of the organized part of the enterprise to a subsidiary called Centrum Banku Śląskiego Sp. z o.o. (CBS)

§ 1

Acting pursuant to Article 393 item 3 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No 94 item 1037 as amended), as well as §18 of the Bank Charter, the General Meeting of ING Bank Śląski hereby approve an in-kind contribution of the organized part of the enterprise to a subsidiary called Centrum Banku Śląskiego Sp. z o.o., in return for newly issued shares thereof consisting of tangible and non-tangible assets requisite to run a business activity, including assets and liabilities, in particular:

1. right to perpetual usufruct of the developed plot of land with statistical number 24/6 with the total area of 12,112 square metres, located in Katowice, as well as the proprietary right to the office building "Chorzowska 50" with the total area of 40,584 square metres located in the said plot of land, which constitutes a separate property, for which the District Court in Katowice-Wschód, the 11th Division of the Land and Mortgage Register keeps the Land and Mortgage Register KW no. KA1K/00039803/3,
2. right to perpetual usufruct of a developed plot of land with statistical number 174/2 with the total area of 915 square metres, located in Warsaw, as well as the proprietary right to the office building "Powsińska 64A" with the total area of 2,641 square metres, which constitutes a separate property, for which the District Court in Warszawa-Mokotów keeps the Land and Mortgage Register KW no. WA2M/00145178/7 as well as payable and perpetual road easement on the real estate constituting a plot of land no. 64 registered in the Land and Mortgage Register KW no. WA2M/00111921/4 consisting in the road easement granting a right of passage on the part of the real estate being a terrace with the total area of 148 square metres to every single proprietor of real estate being a plot of land 174/2 and the cooperative proprietary right to commercial premises – 15 parking places in the underground garage.

§ 2

The General Meeting authorise the Management Board of the Bank to conduct the said transaction.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 8 April 2010**

on: Amendments to the Charter of ING Bank Śląski S.A.

Pursuant to Article 430 §1 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws No. 94, item 1037 as amended), the General Meeting of ING Bank Śląski Spółka Akcyjna hereby resolves the following amendments to the Bank Charter:

1. In §14a:

- a) The following sentence shall be added in section 3 item 3: “Irrespective of the above, the Bank may conduct the transmission of the General Meeting debates on the Internet alone”,
- b) The following section 4 shall be added:

“4. The principles of shareholders participation in the General Meeting and the mode of operations during the General Meeting, as well as communication between the shareholders and the Bank by electronic means, including electronic notice of proxy are set out in the Bylaw of the General Meeting. The Bylaw of the General Meeting shall have the right to authorise the Management Board to determine methods for communication between the shareholders and the Bank by electronic means, other than the ones set out in the Bylaw.”

**2. In §17, the following phrase shall be added between the phrase “The General Meeting”:
“Subject to §13 section 5,”.**

**3. In §20 section 2 item 2), the following phrase shall be added after the word “resignation”:
“or as of the day specified in the resignation letter, which shall, however, not be earlier than the notification day”;**

4. In §22:

- a) section 2, the following phrase shall be added after the word “in”: “monitoring of the financial reporting process,”,
- b) section. 4, the phrase “Supervisory Board” shall be followed by a coma and the following phrase: “however, the Audit Committee should include at least one member who meets the criteria of independence and who has qualifications in accounting or financial audit.”

5. In §26 section 4 item 2), after the phrase: “of the Supervisory Board” the following phrase shall be added: “or as of the day specified in the resignation letter, which shall however not be earlier than the notification day”;

6. The following second sentence shall be added in §32 section 1:

“The Bank shall have joint commercial representation, whereby proxies are only authorised to act jointly with another proxy or with a member of the Management Board.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)

**Resolution No ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 8 April 2010**

on: Amendments to the Bylaw of the General Meeting.

§1

Pursuant to §18 item 3 of the Charter of ING Bank Śląski S.A., the General Meeting of ING Bank Śląski S.A. resolve the following amendments to the Bylaw of the General Meeting of ING Bank Śląski Spółka Akcyjna:

1. In §1:

a) The following paragraph 3a shall be added:

“3a. Where the General Meeting is convened by the Supervisory Board or shareholders representing at least a half of the Bank’s equity or at least a half of the overall number of votes at the Bank, the entities shall notify the Bank Management Board about the convention of the General Meeting. The Management Board shall promptly give notice of the GM in the manner set out in paragraph 3.” ,

b) the following phrase shall be deleted from paragraph 4 item 2) g): “by mail or”,

c) the following second sentence shall be added in paragraph 5 item 3):

“Shareholders who take advantage of the ability to participate in the GM by electronic means of communication shall bear the related risks, including in particular lack of transmission, inability to communicate or exercise their rights during the GM due to a breakdown or connection failure.”

2. The following §1a shall be added after §1:

“1. From the GM convention date, the Bank shall post on its website at: www.ingbank.pl information required under the Commercial Companies Code.

2. The eligible Shareholders of the Bank who intend to exercise the right to use electronic communication with the Bank may do so only via the electronic mail address indicated on the website referred to in paragraph 1. Shareholders may use this means of communication for sending the following information in particular:

- 1) Demand convention of GM,
- 2) Requests for putting a specific item on the GM agenda,
- 3) Draft resolutions of GM,
- 4) Inquiries,
- 5) Electronic notice of granting power of attorney and notice of revoking the power of attorney.

3. A person who exercises the right to use electronic communication with the Bank should demonstrate their status as a shareholder or their right to participate in the Bank's GM. For that purpose, the person shall send the following documents together with the demand, request, draft resolution, inquiry or notice to the address referred to in section 2:
 - 1) Depository receipt or the notice of right to participate in the Bank's GM,
As well as:
 - 2) A scan of personal identity card or passport (with details enabling identification of its holder) – in case of a natural person,
 - 3) A scan of the extract of entry in the register relevant for that entity/ unit – in case of a legal entity or an organisational unit other than legal entity.
4. When sending an electronic notice of granting a power of attorney, the shareholder or the person authorised to participate in the GM shall send the following information in addition to the documents referred to in paragraph 3 using the electronic mail address listed on the website referred to in paragraph 1:
 1. The text or the scan of the power of attorney including the details of the principal or the persons acting on the principal's behalf in accordance with the principles of representation existing at the principal's,
 2. A scan of personal identity card or passport (with details enabling identification of its holder) for a proxy being a natural person,
 3. A scan of the extract of entry in the register relevant for that entity/ unit for a proxy being a legal entity or an organisational unit other than legal entity,
 4. The address of electronic mail to be used for communication with the shareholder or its proxy.
 5. The Management Board of the Bank may determine additional means of communication with the Bank, including electronic means of communication, also for notice of granting a power of attorney, and shall post information to that effect on the website referred to in paragraph 1 or in the notice of General Meeting.
 6. The provisions of paragraphs 3 to 5 shall apply to the electronic notice of revoking a power of attorney.
 7. Requests, demands, draft resolutions, inquiries and notices provided by shareholders in manner other than via the electronic mail address posted on the Bank's website or without fulfilling the requirements set out in paragraphs 3-5 above, or those defined in line with paragraph 6 shall not have any legal consequences for the Bank and therefore shall not be recognised."

3. In §2:

- a) the following third sentence shall be added in paragraph 2:

"A person not included on the list referred to above may be admitted to participate in the GM, provided that the person presents a document whose genuineness shall not give rise to any doubts certifying his/ her right to participate in the Bank's GM and issued by the entity maintaining a securities account for that person."

- b) item 3, the words “electronic form” shall be followed by a coma and a phrase: “in accordance with the rules set out in §1a.”.

§ 2

The amendments to the Bylaw referred to under §1 shall take effect as of the date of registration of the changes to the Charter implemented with the resolution no. [] of the General Meeting of ... April 2009, and shall become effective as of the date of the consecutive General Meeting following the date of registration of the said changes.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2010
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

_____, _____ 2010
(place) (date)

(Signature of Shareholder)