

**MANAGEMENT BOARD  
OF ING BANK ŚLĄSKI SPÓŁKA AKCYJNA**

hereby gives notice of the

**ORDINARY GENERAL MEETING**

to be held under Article 399 §1 of the Commercial Companies Code  
in conjunction with Article 402<sup>1</sup> of the Commercial Companies Code

**on 8 April 2010 at 11:00 a.m.**

in the auditorium of ING Bank Śląski SA Head Office in Katowice at ul. Sokolska 34, with the following agenda:

- 1/ opening of the General Meeting,
- 2/ appointing the Chairperson of the General Meeting,
- 3/ stating that the General Meeting has been convened in compliance with the law and is capable of passing resolutions; presenting the agenda,
- 4/ presenting reports by the Bank authorities for 2009, including financial statements,
- 5/ passing resolutions on:
  - a) Approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2009 and ended 31 December 2009,
  - b) Approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2009, including the Report on Observance of the Corporate Governance Rules,
  - c) 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,
  - d) Approving of the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the Year 2009,
  - e) Acknowledgement of fulfilment of duties to the Members of the Bank Management Board for the Year 2009,
  - f) Acknowledgement of fulfilment of duties to the Members of the Supervisory Board for the Year 2009,
  - g) Distribution of profit for the year 2009,
  - h) Procedure for dividend payout,
  - i) Making an in-kind contribution of the organized part of the enterprise to a subsidiary called Centrum Banku Śląskiego Sp. z o.o. (CBS),
  - j) Amendments to the Charter of ING Bank Śląski S.A.,
  - k) Amendments to the Bylaw of the General Meeting,
- 6/ changes in the Supervisory Board composition,
- 7/ closing of the General Meeting.

**1. Proposed amendments to the Company's Charter**

Pursuant to the requirements of Article 402 §2, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code, the Bank Management Board hereby presents the proposed amendments to the Charter of ING Bank Śląski S.A. for the information of the Shareholders:

**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 in the General Meeting, as well as communication between the shareholders and the Bank by electronic means, including electronic notice of granting 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 before the phrase “The General Meeting”:**  
“Subject to §13 section 5,”

as a result, §17 shall be worded as follows:

“Subject to §13 section 5, the General Meeting shall be opened by the Chairperson or the Vice Chairperson of the Supervisory Board, and s/he shall carry out the appointment of the Chairperson of the Meeting. In the case none of them is able to open the General Meeting, it shall be opened by one of the Supervisory Board Members.”

hitherto wording of §17:

“The General Meeting shall be opened by the Chairperson or the Vice Chairperson of the Supervisory Board, and s/he shall carry out the election of the Chairperson of the Meeting. In the case none of them is able to open the General Meeting, it shall be opened by one of the Supervisory Board Members.”

- 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”;

as a result, §20 section 2 item 2) shall be worded as follows:

“2) in case of resignation of the Supervisory Board member from fulfilling his/her function, as of the day of notifying the Supervisory Board thereon, or as of the day specified in the resignation letter, which shall, however, not be earlier than the notification day;”

Hitherto wording of §20 section 2 item 2):

“2) in case of resignation of the Supervisory Board member from fulfilling his/her function, as of the day of notifying the Supervisory Board thereon

**4. In §22:**

- a) section 2, the following phrase shall be added after the word “in”: “monitoring of the financial reporting process,”

as a result, §22 section 2 shall be worded as follows:

“2. The Audit Committee shall support the Supervisory Board in monitoring of the financial reporting process, monitoring and supervision of the internal and external audit and management system in the Bank and its related companies, especially, adequacy and effectiveness of the internal control system and risk management system inclusive of the compliance risk, relationships of the Bank with related companies, and the relationships between the Bank and the entity auditing the Bank’s financial statements.”

hitherto wording of §22 section 2:

“2. The Audit Committee shall support the Supervisory Board in monitoring and supervision of the internal and external audit and management system in the Bank and its related companies, especially, adequacy and effectiveness of the internal control system and risk management system inclusive of the compliance risk, relationships of the Bank with related companies, and the relationships between the Bank and the entity auditing the Bank’s financial statements.”

- 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.”

as a result, §22 section 4 shall be worded as follows:

“4. The scope of activity, the composition and mode of operations of the Committees shall be determined by the Supervisory Board; 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. If needed, the Supervisory Board may also establish other Committees.”

hitherto wording of §22 section 4:

“4. The scope of activity, the composition and mode of operations of the Committees shall be determined by the Supervisory Board. If needed, the Supervisory Board may also establish other Committees.”

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”;

as a result, §26 section 4 item 2) shall be worded as follows:

“2) in case of resignation of a Management Board member from his/ her function, as of the day of notifying the Supervisory Board thereon, or as of the day specified in the resignation letter, which shall, however, not be earlier than the notification day;”

Hitherto reading of §26 section 4 item 2):

“2) in case of resignation of a Management Board member from his/ her function, as of the day of notifying the Supervisory Board thereon;”

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.”

Under Article 402<sup>2</sup> of the Commercial Companies Code, the Company hereby provides organizational and legal information pertaining to the participation in the General Meeting of the Company:

## **2. Right to demand putting certain items on the agenda (Article 402<sup>2</sup> item 2 letter a) of the Commercial Companies Code)**

A shareholder representing at least 1/20 of the Company’s share capital may request that certain items be placed on the agenda for a General Meeting. Such request should be submitted to the Management Board of ING Bank Śląski S.A. not later than on 18 March 2010 and it should contain grounds for the request or a draft resolution concerning the proposed agenda item. The request may be submitted in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, room 903, 40-086 Katowice or sent only in the electronic form to the following email address: [walne.zgromadzenie@ingbank.pl](mailto:walne.zgromadzenie@ingbank.pl)

Shareholders are obliged to prove that on the day of submission of the aforesaid request they owned the required number of shares by enclosing depository receipt to the above mentioned request or a notice of right to participate in the GM; shareholders being legal entities or organizational units other than legal entities are additionally requested to prove their authorization to act on behalf of a relevant entity via enclosing a valid copy of the entry in the relevant register. Shareholders who send the request via electronic means of communication are obliged to send the above mentioned documents in the PDF format.

Requests sent by shareholders using electronic means of communication in a manner other than via the electronic mail address posted on the Bank's website or without fulfilling the requirements set out above shall not have any legal consequences for the Bank and therefore shall not be recognized.

**3. Right to submit draft resolutions concerning items put on the agenda or items to be put on the agenda prior to the intended date of the General Meeting (Article 402<sup>2</sup> item 2 letter b) of the Commercial Companies Code)**

Prior to the date of the General Meeting, a Shareholder representing no less than 1/20 of the share capital is entitled to submit drafts of resolutions on issues included in the agenda of the General Meeting or issues which are to be included in the agenda, such drafts may be submitted either in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, room 903, 40-086 Katowice or via electronic means of communication (in the mode and to the email address specified in item 2 above).

Draft resolutions sent by shareholders using electronic means of communication in a manner other than via the electronic mail address posted on the Bank's website or without fulfilling the requirements set out above shall not have any legal consequences for the Bank and therefore shall not be recognized.

**4. Right to submit draft resolutions concerning items added to the agenda during the General Meeting (Article 402<sup>2</sup> item 2 letter c) of the Commercial Companies Code)**

During the General Meeting, each shareholder entitled to participate in the General Meeting may present drafts of resolutions concerning issues included in the agenda.

**5. Exercising voting rights by proxy (Article 402<sup>2</sup> item 2 letter d) of the Commercial Companies Code)**

A shareholder may participate in the General Meeting and exercise voting rights in person or by proxy. A sample form enabling the execution of the voting right by proxy is available at the following website: <http://www.ingbank.pl> in the section "Relacje inwestorskie/ English info/ General Meeting".

The Proxy is not obliged to vote by means of the abovementioned form.

At the same time, the Company's Management Board hereby give notice that should a shareholder extend a power of attorney together with an instruction as to the manner of voting

to its representative, the Company shall not verify whether or not the proxies exercise the voting rights in line with the instructions provided by the shareholders.

The right to vote by proxy should be granted in the written form or in the electronic one. Granting of rights to vote in the electronic form does not require affixing the secure electronic signature verified with the use of a valid qualified certificate.

A shareholder is obliged to send ING Bank Śląski S.A. a notice of granting power of attorney in the electronic form to the following email address: walne.zgromadzenie@ingbank.pl by 3:00pm CET on or before 7 April 2010.

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 item 2 using the electronic email address listed on the website referred to in item 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.

The above provisions shall apply to the electronic notice of revoking a power of attorney as well.

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 above shall not have any legal consequences for the Bank and therefore shall not be recognized.

Shareholders shall be allowed to participate in the General Meeting after presenting the identity card. Proxies shall present the identity card and a valid power of attorney granted in the written or electronic form (proxies shall present the printout of the power of attorney).

Persons representing legal entities or organisational units other than legal entities shall present a valid copy of an entry in relevant registers, enlisting the persons entitled to represent those entities.

## **6. Ability to participate and manner of participation in General Meeting by electronic means of communication (Article 402<sup>2</sup> item 2 letter e) of the Commercial Companies Code)**

The Bank shall not provide for the ability to participate in the General Meeting by electronic means of communication.

**7. Manner of speaking during General Meeting by electronic means of communication (Article 402<sup>2</sup> item 2 letter f) of the Commercial Companies Code)**

The Bank does not provide for the ability to take the floor during the General Meeting by electronic means of communication.

**8. Manner of exercising voting rights by mail or electronic means of communication (Article 402<sup>2</sup> item 2 letter g) of the Commercial Companies Code)**

The Bank does not provide for the ability to exercise voting rights by mail or by electronic means of communication during the General Meeting.

**9. Registration date (Article 402<sup>2</sup> item 3 of the Commercial Companies Code)**

The registration date for the participation in General Meeting is 23 March 2010.

**10. Right to participate in General Meeting (Article 402<sup>2</sup> item 4 of the Commercial Companies Code)**

Only the persons meeting the following requirements shall be granted the right to participate in the General Meeting:

- a) they are shareholders of record of ING Bank Śląski S.A. sixteen days prior to the date of the General Meeting (i.e. 23 March 2010),
- b) between 9 March and 24 March 2010, they submit a request to the entity, which maintains the securities account in which the Company shares are registered, for issuing a personal certificate confirming their right to participate in the General Meeting.

ING Bank Śląski S.A. shall determine a list of shareholders authorized to participate in the General Meeting pursuant to the list received from the National Depository for Securities (KDPW S.A.).

The list of shareholders authorized to participate in the General Meeting shall be available for viewing in the registered office of ING Bank Śląski S.A. on 2 April, 6 April and 7 April 2010. Shareholders shall have the right to demand that the list of shareholders of record be sent to them in the electronic form to the address they designate.

**11. Access to documentation (Article 402<sup>2</sup> item 5 of the Commercial Companies Code)**

The persons entitled to participate in the General Meeting may obtain full documentation to be presented at the General Meeting, as well as draft resolutions in the registered office of ING Bank Śląski S.A. at: ul. Sokolska 34 room 903, 40-086 Katowice or at the Company's website at: <http://www.ingbank.pl> in the section "Relacje inwestorskie/ English info/ General Meeting."

## **12. Website address (Article 402<sup>2</sup> item 6 of the Commercial Companies Code)**

ING Bank Śląski S.A. shall post all information concerning the General Meeting on the Company's website at: <http://www.ingbank.pl> in the section: "Relacje inwestorskie/ English info/ General Meeting"

In case of any questions or doubts concerning your participation in the General Meeting please contact the Company at the following email address: [walne.zgromadzenie@ingbank.pl](mailto:walne.zgromadzenie@ingbank.pl)

## **13. Draft resolutions of General Meeting**

The Management Board hereby announces of the draft resolutions including enclosures therewith to be discussed by the Ordinary General Meeting.

Draft

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

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

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

**Rationale**

The ING Bank Śląski S.A. Management Board's Report on Observance of Corporate Governance Rules in 2009 has been developed in keeping with the requirements set forth in Resolution No. 1013/2007 of the WSE S.A. Management Board dated 11 December 2007 and §91 section 5 item 4) of the Minister of Finance Ordinance 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).

As required under the above mentioned Ordinance, the Report is a separate part of the Management Board's Report on the Bank's Operations in 2009.

The Report contains information on rules that were not observed by the issuer and the reasons of such non-observance as well as on potential violation of the rules during the year. No cases of violation of corporate governance rules were found in 2009. However, pursuant to the previous statement of the Bank, the report confirms non-observance of Rule No. IV.8 by the Bank.

Irrespective of the above, pursuant to the Resolution of the WSE S.A. Management Board, the Report contains detailed information on the functioning of the General Meeting, the Supervisory Board, the Supervisory Board Committees and the Management Board as well as systems of internal control and risk management used at the Bank in drafting of financial reports.

Draft

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

**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:

- 1/ 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],
- 2/ 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],
- 3/ 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],
- 4/ 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],
- 5/ 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],
- 6/ accounting policies and additional explanatory notes.

Draft

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

Draft

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

Draft

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

Draft

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

Draft

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

Draft

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

Draft

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

Draft

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

Draft

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

Draft

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



Draft

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

Draft

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

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

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

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

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

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

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

**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

**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.

Enclosure to Resolution No....  
of Ordinary General Meeting  
of ING Bank Śląski S.A.  
dated ....2010

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 of April 8 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 11<sup>th</sup> 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.

**Rationale**

In terms of statutes and organization, Centrum Banku Śląskiego Sp. z o.o. (CBS) as a subsidiary of ING BSK S.A. is equipped to act as an administrator and manager of real properties. Running its business for several years now, the CBS company established good reputation in relationships with its clients; it is known in the local market, which facilitates contacts with the business environment operating in the same area.

Since CBS currently acts as an administrator of the above mentioned commercial buildings under the mandate agreement with the Bank, the choice of CBS as the entity acquiring OPE

gives the opportunity of both smooth transfer and continuation of the described commercial activity.

The OPE value equals PLN 141 million (accurate data will be provided in an appraisal to be performed by an independent entity as of OPE's transfer into the Company) and it will be the basis for settling of the in-kind contribution transaction against shares in CBS.

Being a wholly-owned subsidiary of the Bank, the Company, is fully consolidated In the consolidated statements. Therefore, the planned transaction does not have any significant influence on the level of the capital adequacy ratio.



**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.”

### **Rationale**

The purpose of the proposed amendment of §14a. section 3 of the Charter is to state it explicitly that apart from the possibility of organising the General Meeting in a manner that enables the shareholders to participate in the debate by electronic means of communication, the Bank may transmit only the debate of the General Meeting so that the debate can be followed by as many individuals interested in the debate as possible.

The proposed language of section 4 in §14a. of the Charter introduces a statutory delegation to regulate the principles of participation and the mode of operations by the GM shareholders in the Bylaw of the General Meeting. Furthermore, the provision in the GM Bylaw whereby the Bank may be notified of granting proxy in the electronic form fulfils the requirement arising from Article 412<sup>1</sup> §4 of the Commercial Companies Code. Irrespective of the above, for pragmatic reasons and in view of the development of IT technologies, the GM Bylaw 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.

The proposed amendment of §17 of the Charter is to specify that in case the General Meeting is convened by shareholders representing at least a half of the Bank’s share capital or at least a half of the overall number of votes at the Bank, the principles of chair election defined in §13 of the Charter shall not apply as the GM Chair is designated by the shareholders pursuant to Article 399 §3 of the Commercial Companies Code.

The proposed modification of §20 section 2 item 2) of the Charter is in response to the practice and for pragmatic reasons; to ensure efficient functioning of supervision bodies, the members of the Supervisory Board should have the ability to resign from their function by giving a proper advance notice and specifying the effective date of the resignation which should be, however, not earlier than the day of notifying the Supervisory Board.

The proposed amendment of §22 section 2 of the Charter is a full reflection of the scope of operations of the Supervisory Board’s Audit Committee arising from Article 86 section 7 of the Act of 7 May 2009 on chartered auditors, their self-government, entities authorised to audit financial statements and public oversight (Journal of Laws No. 77, item 649). The tasks of the Audit Committee, which operates in the Bank, are performed not only on the basis of the Charter but also on the basis of the Audit Committee Bylaw whose scope corresponds with the tasks set out in the said Act.

The proposed amendment of §22 section 4 of the Charter specifies the formal criteria that should be met by at least one member of the Audit Committee pursuant to the Act of 7 May 2009 on chartered auditors, their self-government, entities authorised to audit financial

statements and public oversight (Journal of Laws No. 77, item 649), apart from the requirements of independence arising from the Best Practices of Companies listed on WSE.

The proposed modification of §26 section 4 item 2) of the Charter contains the same solution as the one proposed for §20 section. 2 item 2) of the Charter, and shall apply to resignation tendered by a member of the Management Board.

The proposed amendment of §31 section 2 of the Charter is to introduce the principles of joint commercial representation at the Bank, whereby proxies are authorised to act jointly with one another or together with a member of the Management Board. This issue has not been governed in the Charter to date; up until to date, the Charter only specified the rules of representation existing at the Bank, including representation by proxies. Introducing and implementing the above rule in the Charter shall in practice unify the existing rules of two-person representation of the Bank and the nature of the representation.

**Draft**

**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](http://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.

**Rationale**

The proposed amendments to the Bylaw of the General Meeting are to specify in more detail the rules of conduct for both the shareholders and the Bank's bodies, including in particular the rules of convening the General Meeting and the rules of communication between the shareholders and the company when using electronic means of communication.

The changes proposed in §1 are to specify the mode of proceeding applicable when the GM is convened by the Supervisory Board or by shareholders representing at least a half of the share capital of the Bank or at least a half of the overall number of votes at the Bank. They also state it explicitly that the Bank does not provide the possibility of voting by mail and introduce a rule, whereby shareholders who exercise the right to participate in GM by electronic means of communication do so at their own risk.

The proposed addition of §1a is to set out precise principles of communication between the shareholders and the Bank by electronic means of communication, including in particular the address of the Bank at which the shareholders may send in their demands, requests, draft resolutions, inquiries and notices of granting powers of attorney. The proposed provision also sets out the rules of demonstrating the shareholder's status or the right to participate in GM by the persons who exercise the right to use electronic means of communication with the Bank, and specify the documents which shall be presented when sending an electronic notice of granting a power of attorney. Furthermore, the provision specifies the consequences to be

borne by shareholders if they communicate with the Bank in a manner other than by means of the email address posted on the Bank's website or if they do not fulfil the requirements set out in the GM Bylaw, for the avoidance of doubt in that respect.

This paragraph also authorises the Management Board to determine additional methods of communication with the Bank by electronic means, other than those specified in the Bylaw, which should help improve that communication and allow for responding to any developments in the IT environment without the need to amend the General Meeting Bylaw.

The proposed amendment of §2 concerns the persons who – despite exercising due diligence – have not been included in the list of shareholders prepared by the entity in charge of the securities depository, in keeping with the financial instruments trading regulations, and it is meant to enable them to participate in the General Meeting. The rule is to enable participation in GM of as many shareholders as possible. For security reasons, to be admitted to participate in the GM a person must present the Company with a certificate confirming his/ her right to participate in the Bank's GM and the genuineness of that certificate must not give rise to any doubts.

#### **14. Other Information**

The Management Board hereby give notice that the General Meeting will be transmitted over the Internet by the Unicom-WZA Sp. z o.o. with its registered office in Warsaw. The meeting broadcast will be available at [www.ingbank.pl](http://www.ingbank.pl) under: "Relacje inwestorskie/ English info/ General Meeting."

To view the transmission of the General Meeting, Shareholders should have equipment that meets the following technical requirements:

- Internet connection with the required bandwidth of 512 kbps (synchronic)
- a computer operating in the quality and efficiency acceptable for the user and equipped with the following software: Internet Explorer v. 8.0 or Mozilla Firefox v. 3.5 or higher or Opera v. 9.64 or higher, Java and Flash service as well as Adobe Flash Player v.10.

*The Management Board of ING Bank Śląski S.A.*