

The motion to change the Resolution of the Ordinary General Meeting of ING BSK S.A. on the Distribution of Profit for the Year 2009.

The proposed language of the Resolution:

§1

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:

1. Gross profit PLN 717 823 360.25
2. Fiscal charges PLN 135 672 416.04
3. Net profit PLN 582 150 944.21
  - a) dividend PLN 195 150 000.00
  - b) reserve capital PLN 327 000 944.21
  - c) general risk reserve PLN 60 000 000.00

§2

The amount of the dividend shall total PLN 15 (in words: fifteen zloty) per one share.

§3

The record date for the dividend shall be 24 June 2010.

§4

The dividend payout shall take place on 28 July 2010.

§5

The resolution shall enter into force on the day of passing thereof.

Rationale for the draft resolution on distribution of net profit of ING Bank Śląski S.A. for the year 2009:

Rationale for the draft resolution on distribution of the net profit of ING Bank Śląski S.A. for 2009:

- 1) Since the Bank entered the stock exchange, it has been trying to reward its Shareholders with both the development of the company which translates into increase of the share price and with distribution of the profit to the Shareholders in a form of the dividend payout. The above mentioned process was halted in 2009 as there was no dividend payout for 2008; however, the external situation completely justified exception from this long-term trend of payout of some part of the profit in a form of dividend. The conservative nature of our Bank enforced by low LtD ratio as well as high solvency ratio enable us to restore the policy of paying out some part of profit in a form of dividend, especially if it comes to the payout embracing approx. 1/3 of the profit for 2009. Additionally, to make sure that the dividend payout will not reduce the Bank's opportunities to grow, we recommend that the dividend payout fall in late July, which means that the profit from the first half of 2010 will be already working at the Bank.

- 2) The Bank authorities should strive for the most effective usage of the Bank's equity and the dividend payout will help to achieve this goal.
- 3) In 2009 the level of capitals at the Bank, required by law, remained at similar level, despite significant lending increase. There are no chances for such a big growth for the year 2010 and also needs resulting thereunder will be lower; therefore there is no reason for the surplus capital to remain at such a level at the Bank.
- 4) In 2009 only a few banks, beside PKO BP, did not pay out the dividend. Currently the majority of the listed banks intend to pay out the dividend. Considering these banks' situation in terms of the solvency and LtD ratios, their condition, on average, does not differ in plus from the condition of ING Bank Śląski S.A. and in some cases is even worse. The policy of not paying out the dividend would be incomprehensible in such a situation.
- 5) The Management Board recommendation to abandon the dividend payout does not provide any precise levels, adequate capital position or which part of the additional capital will be required through the lending increase, which causes lack of the possibility to quantify the abovementioned ratios.