

**FORM
VOTE BY PROXY**

This form refers to voting by Proxy at the Extraordinary General Meeting of ING Bank Śląski S.A. whose registered office is in Katowice, at ul. Sokolska 34, to be held on 23 December 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 RESOLUTION:

Draft

**Resolution no. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna ofDecember 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 Extraordinary General Meeting of ING Bank Śląski Spółka Akcyjna hereby resolves the following amendments to the Bank Charter:

In §8 section 3:

1) item 3) shall be worded as follows:

“3) running brokerage activities and acting as an agent of the investment company,”

2) the following item 3a) shall be added:

“3a) performing activities other than brokerage activity, such as:

- a) Accepting and transmitting orders to purchase or sell financial instruments,
- b) Acquiring or selling financial accounts on own account;
- c) Investment advising;
- d) Offering financial instruments;
- e) Providing services in performance of previously concluded agreements on investment underwriting and underwriting or in conclusion and performance of other agreements of similar nature concerning financial instruments, however, the activities referred to in items a) to d) may only concern securities issued by the State Treasury or the National Bank of Poland, other financial instruments that have not been admitted to organised trading, as well as bonds referred to in Article 39p section 1 of the Toll Motorways and the National Road Fund Act of 27 October 1994.”

3) in item 4) the phrase “custody activities” shall be replaced with the phrase: “custody activity” and the phrase “inclusive of” shall be deleted.

4) in item 11), the following phrase shall be added after the word “services”: “and intermediation in that respect as well as”; the other amendment applies to the Polish version only (the phrase “jak i” in Polish is replaced with “a także” – both those phrases can be expressed with “and” in English).

| | | |
|------------------------------|---|----------------------------------|
| <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)

