

MANAGEMENT BOARD OF ING BANK ŚLĄSKI SPÓŁKA AKCYJNA

hereby give notice of the

EXTRAORDINARY GENERAL MEETING

hereinafter also referred to as the General Meeting, to be held under Article 399 §1 in conjunction with Article 402¹ §1 of the Commercial Companies Code

on **23 December 2010 at 12:00 noon**,

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

- 1/ opening the Extraordinary General Meeting,
- 2/ electing the Chairperson of the Extraordinary General Meeting,
- 3/ stating that the Extraordinary General Meeting has been convened in compliance with the law and is capable of passing resolutions; presenting the agenda,
- 4/ passing a resolution on amendments to the Charter of ING Bank Śląski SA,
- 5/ closing the Extraordinary General Meeting.

1. Proposed amendments to the Company's Charter

As required under Article 402 §2, Article 402¹ and Article 402² of the Commercial Companies Code, the Management Board of the Bank hereby communicate the proposed amendments to the Charter of ING Bank Śląski Spółka Akcyjna for the information of the Shareholders:

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,”

The hitherto wording of item 3):

“3) running brokerage activities, including keeping securities accounts, as well as acceptance of orders to purchase and repurchase participation units in mutual funds, and to purchase and buy out investment certificates, as well as 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 instruments on own account;
c) investment advising;
d) offering financial instruments;
e) providing services in performance of previously concluded agreements on investment underwriting and service 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, or 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.

Consequently, item 4) shall be worded as follows:

“4) performing custody activity, acting in the capacity of the depository, bank-representative of bond-holders, as well as keeping accounting books on commission, including the registers of funds participants;”

The hitherto wording of item 4):

“4) performing custody activities, inclusive of acting in the capacity of the depository, bank-representative of bond-holders, as well as keeping accounting books on commission, including the registers of funds participants;”

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);

Consequently, item 11) shall be worded as follows:

“11) providing underwriting, leasing, factoring, forfeiting services, and intermediation in that respect, as well as insurance brokerage and personal sales for open pension funds;

The hitherto wording of item 11):

“11) providing underwriting, leasing, factoring, forfeiting services, insurance brokerage and personal sales for open pension funds;”

Pursuant to Article 402² of the Commercial Companies Code, the Company gives notice of organisational and legal information pertaining to the participation in the Extraordinary General Meeting of the Company:

2. Right to demand putting certain items on the agenda (Article 402² item 2 letter a) of the CCC)

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 SA not later than on 2 December 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 SA at ul. Sokolska 34, room 903, 40-086 Katowice or sent in the electronic form at the following email address: walne.zgromadzenie@ingbank.pl only.

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 or notice of right to participate in the Bank's GM to the abovementioned request; shareholders being legal persons or organisational units other than legal persons are additionally requested to prove their authorisation to act on behalf of a relevant entity via enclosing a valid copy of the entry in the relevant register. Shareholders sending the demand via electronic means of communication are obliged to send the abovementioned documents in PDF format.

Requests sent by shareholders using electronic means of communication in manner other than via the electronic mail address mentioned above or without fulfilling the requirements set out above shall not have any legal consequences for the Bank and shall not be recognised.

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 402² item 2 letter b) of the CCC)

Prior to the date of the General Shareholders 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 Shareholders Meeting or issues which are to be included in the agenda in the written form to the registered office of ING Bank Śląski SA at ul. Sokolska 34, room 903, 40-086 Katowice or to send via electronic means of communication (in the mode and at the email address specified in item 2 above).

Draft resolutions sent by shareholders using electronic means of communication in manner other than via the electronic mail address designated in item 2 above or without fulfilling the requirements set out above shall not have any legal consequences for the Bank and shall not be recognised.

4. Right to submit draft resolutions concerning items added to the agenda during the General Meeting (Article 402² item 2 letter c) of the CCC)

During the General Meeting each shareholder eligible to participate may present drafts of resolutions on issues included in the agenda.

5. Exercising voting rights by proxy (Article 402² item 2 letter d) of the CCC)

A shareholder may participate in the General Shareholders Meeting and exercise voting rights in person or by proxy. A sample power of attorney and 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 / Walne Zgromadzenie / Nadzwyczajne Walne Zgromadzenie 2010"

The Company does not require using the above form to grant the power of attorney.

At the same time, the Company's Management Board advise that should a shareholder extend a power of attorney together with an instruction to vote 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. Therefore, the Management Board of the Company hereby give notice that the voting instructions should be given to the proxy only.

The right to vote as a proxy should be granted in the written or electronic form. 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.

The shareholder is obliged to send ING Bank Śląski SA a notice of granting power of attorney in the electronic form at the following email address: walne.zgromadzenie@ingbank.pl by 3:00p.m. of the Polish time, on or before 22 December 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 1 using the above mentioned electronic email address:

- 1) the text or a 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 the personal identity card or passport (with details enabling identification of its holder) of 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 above mentioned electronic mail address or without fulfilling the requirements set out above shall not have any legal consequences for the Bank and shall not be recognised.

Shareholders will be allowed to participate in the General Shareholders Meeting after presenting the identity card and proxies after presenting the identity card and a valid power of attorney

granted in the written or electronic form (proxies shall present a 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 these entities.

6. Ability to participate and manner of participation in the General Meeting by electronic means of communication (Article 402² item 2 letter e) of the CCC)

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

7. Manner of speaking during the General Meeting by electronic means of communication (Article 402² item 2 letter f) of the CCC)

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 402² item 2 letter g) of the CCC)

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 402² item 3 of the CCC)

The registration date for the participation in the General Meeting is 07 December 2010.

10. Right to participate in the General Meeting (Article 402² item 4 of the CCC)

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

- a) they are shareholders of ING Bank Śląski 16 days prior to the date of the General Meeting (i.e. 07 December 2010),
- b) between 26 November and 08 December 2010, they will submit a request for issuing a personal certificate confirming the right to participate in the General Meeting to the entity which maintains the securities account in which the Company shares are registered.

ING Bank Śląski SA shall determine the list of shareholders authorised to participate in the General Meeting pursuant to the list received by the National Depository for Securities.

The list of shareholders authorised to participate in the General Meeting shall be available for viewing in the registered office of ING Bank Śląski SA on 20, 21 and 22 December 2010. Shareholder 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 402² item 5 of the CCC)

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 SA 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 / Walne Zgromadzenie / Nadzwyczajne Walne Zgromadzenie 2010".

12. Website address (Article 402² item 6 of the CCC)

ING Bank Śląski SA shall post any information concerning the General Meeting on the Company's website at: <http://www.ingbank.pl> in the section: "Relacje inwestorskie / Walne Zgromadzenie / Nadzwyczajne Walne Zgromadzenie 2010".

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

13. Draft resolution of the General Meeting

The Management Board hereby announce the draft resolution of the Extraordinary General Meeting including the rationale thereof.

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

on: Amendments to the Charter of ING Bank Śląski SA

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:

f) accepting and transmitting orders to purchase or sell financial instruments,

g) acquiring or selling financial instruments on own account;

h) investment advising;

i) offering financial instruments;

j) providing services within performance of previously concluded agreements on investment underwriting and service underwriting or in conclusion and performance of other agreements of similar nature concerning financial instruments,

however, the activities referred to in letters a) to d) may only concern securities issued by the State Treasury or the National Bank of Poland, or 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);

Rationale

The purpose of the proposed amendments is to adapt the Bank's Charter, specifically the provisions concerning the Bank's business objects, to the requirements of the Banking Law and the Financial Instruments Trading Act. They are also to reflect more precisely the activities performed by the Bank as part of its business operations.

The amendment proposed with respect to §8.3.3) results from the fact that all activities performed by the Bank pursuant to Article 70.2 of the Financial Instruments Trading Act of 29 July 2005 have been regulated separately in item 3a). As a consequence of the above mentioned amendment, this item will concern brokerage activity (which, pursuant to §9 of the Charter, may be performed by the Bank within the scope of permission received separately from the Polish Financial Supervision Authority) and the agent of an investment company.

The language of §8.3.3a) is added to fulfil the requirement set out in Article 34.2 in conjunction with Article 31.3 of the Banking Law Act, whereby banks that perform the activity specified in Article 70.2 of the Financial Instruments Trading Act are required to reflect that fact in their charters.

In keeping with Article 70.2 of the Financial Instruments Trading Act of 29 July 2005, a bank whose registered office is in the Republic of Poland may perform the activities set out in Article 69.2 of that Act without permission to run brokerage activity. Except for the activities referred to in item 7 of Article 69.2 of that Act, those activities are limited to financial instruments that have not been admitted to organised trading and securities issued by the State Treasury, the National Bank of Poland as well as bonds referred to in Article 39p section 1 of the Toll Motorways and the National Road Fund Act. Performing such activities pursuant to and to the extent set out by Article 70.2 of the Act is not considered brokerage activity.

Article 34.2 of the Banking Law Act reads that permission of the Polish Financial Supervision Authority shall be required for any amendments concerning, among other things, matters listed in Article 31.3 of the Act. Performance of brokerage activities in accordance with Article 70.2 of the Financial Instruments Trading Act is such a matter.

The change proposed in §8 section 3 item 4) introduces nomenclature used in the Financial Instruments Trading Act of 29 July 2005 with respect to custody activities. Furthermore, since the other activities listed in that item are related to custody activity, yet include activities that are performed pursuant to separate regulations, it seems reasonable to delete the phrase "inclusive of".

The proposed amendment to §8 section 3 item 11) is to reflect the situation where a bank performing various financial services listed in that item (such as leasing or factoring) is frequently required to intermediate in performance of activities that are part of those services.

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 under: "Relacje inwestorskie/ Walne Zgromadzenie / Nadzwyczajne Walne Zgromadzenie 2010".

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

- Internet connection with the required bandwidth - 512 kbps (synchronic)
- a PC 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 with Windows Media Player software, version 9.64 or above, Java and Flash service as well as Adobe Flash Player v.10.

Management Board of ING Bank Śląski SA