

**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 402¹ of the Commercial Companies Code

on 7 April 2011 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 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 2010, 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 2010 and ended 31 December 2010,
 - b) Approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2010, 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 2010 and ended 31 December 2010,
 - d) Approving of the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the Year 2010,
 - e) Acknowledgement of fulfilment of duties to the Members of the Bank Management Board for the Year 2010,
 - f) Acknowledgement of fulfilment of duties to the Members of the Supervisory Board for the Year 2010,
 - g) Distribution of Profit for the Year 2010,
 - h) Dividend Payout for the Year 2010,

- i) Change of the remuneration of the Chairman of the Supervisory Board's Audit Committee,

6/ closing of the General Meeting.

Pursuant to the requirements of Article 402² of the Commercial Companies Code, the Bank Management Board hereby presents the following details for the information of the Shareholders:

1. Right to demand putting certain items on the agenda (Article 402² 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 17 March 2011 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 at the following email address: 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 with 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.

2. 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 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 at the email address specified in item 1 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 in item 1 above shall not have any legal consequences for the Bank and therefore shall not be recognized.

3. Right to submit draft resolutions concerning items added to the agenda during the General Meeting (Article 402² 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.

4. Exercising voting rights by proxy (Article 402² 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 version/ General Meeting/ General Meeting 2011".

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

At the same time, the Company's Management Board hereby gives 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 should be granted to the proxy 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.

When granting a power of attorney in the electronic form, the shareholder is obliged to send ING Bank Śląski S.A. a notice of granting power of attorney in the electronic form at the following email address: walne.zgromadzenie@ingbank.pl by 3:00pm CET on or before 6 April 2011.

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 upon presenting a proof of identity. 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.

5. Ability to participate and manner of participation in General Meeting by electronic means of communication (Article 402² 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.

6. Manner of speaking during General Meeting by electronic means of communication (Article 402² 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.

7. Manner of exercising voting rights by mail or electronic means of communication (Article 402² 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.

8. Registration date (Article 402² item 3 of the Commercial Companies Code)

The registration date for the participation in General Meeting is 22 March 2011.

9. Right to participate in General Meeting (Article 402² item 4 of the Commercial Companies Code)

Only the persons who meet 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. 22 March 2011),
- b) between 11 March and 23 March 2011, 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 4 April, 5 April and 6 April 2011. Shareholders shall have the right to demand that the list of shareholders of record be sent to them in the electronic form at the address they designate.

10. Access to documentation (Article 402² 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 version/ General Meeting/ General Meeting 2011."

11. Website address (Article 402² 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 version/ General Meeting/ General Meeting 2011"

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

12. Draft resolutions of General Meeting

The Management Board hereby give notice 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 7 April 2011**

on: Approving the Annual Financial Statements of ING Bank Śląski S.A. for the Period Started on 1 January 2010 and Ended on 31 December 2010.

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 2010 and ended 31 December 2010, with net profit of PLN 702,315,184.53 [in words: seven hundred and two million

- three hundred and fifteen thousand one hundred and eighty four zlotys and fifty three grosz],
- 2/ the statement of comprehensive income for the period started 1 January 2010 and ended 31 December 2010, with net comprehensive income of PLN 717,424,653.46 [in words: seven hundred and seventeen million four hundred and twenty four thousand six hundred and fifty three zlotys and forty six grosz],
 - 3/ the statement on financial standing made as at 31 December 2010, with total assets and liabilities of PLN 64,428,407,477.56 [in words: sixty four billion four hundred and twenty eight million four hundred and seven thousand four hundred and seventy seven zlotys and fifty six grosz],
 - 4/ the statement of changes in equity for the year 2010 with an increase in equity of PLN 722,659,272.68 [in words: seven hundred and twenty two million six hundred and fifty nine thousand two hundred and seventy two zlotys and sixty eight grosz],
 - 5/ the cash flow statement with a decrease in net cash during the accounting year 2010 amounting to PLN 59,487,729.22 [in words: fifty nine million four hundred and eighty seven thousand seven hundred and twenty nine zlotys and twenty two grosz],
 - 6/ accounting policies and additional explanatory notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2010, 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 2010.

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 2010, 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). The abovementioned report is a separate part of the Management Board's Report on the Bank's Operations in 2010.

Rationale

The ING Bank Śląski S.A. Management Board's Report on Observance of Corporate Governance Rules in 2010 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 2010.

The Report sets out that the Bank adopted all corporate governance rules as set out in the *Best Practices of WSE Listed Companies* according to the wording arising from the update of those rules made by way of Resolution of the WSE Supervisory Board Resolution no. 17/1249/2010 dated 19 May 2010 regarding amendments to Best Practices of WSE Listed Companies; furthermore, the Report contains information concerning the actions taken by the Bank in that respect.

No cases of violation of corporate governance rules were found in 2010.

Irrespective of the above, pursuant to the Resolution of the WSE S.A. Management Board and the Ordinance, 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 7 April 2011**

on: Approving the Annual Consolidated Financial Statements of the Capital Group of ING Bank Śląski S.A. for the Period Started 1 January 2010 and Ended 31 December 2010.

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 2010 and ended 31 December 2010, with net profit attributable to the shareholders of the dominant entity of PLN 753,099,861.94 [in words: seven hundred and fifty three million ninety nine thousand eight hundred and sixty one zlotys and ninety four grosz],
- 2/ the consolidated statement on total income for the period started 1 January 2010 and ended 31 December 2010, with total net income attributable to shareholders of the dominant entity of PLN 761,120,618.47 [in words: seven hundred and sixty one million one hundred and twenty thousand six hundred and eighteen zlotys and forty seven grosz],
- 3/ the consolidated statement on financial standing made as at 31 December 2010, with total assets and liabilities of PLN 64,517,528,155.06 [in words: sixty four billion five hundred and seventeen million five hundred and twenty eight thousand one hundred and fifty five zlotys and six grosz],
- 4/ the statement of changes in consolidated equity for the year 2010 with an increase in consolidated equity of PLN 766,394,166.50 [in words: seven hundred and sixty six

million three hundred and ninety four thousand one hundred and sixty six zlotys and fifty grosz],

- 5/ the consolidated cash flow statement with a decrease in net cash during the accounting year 2010 amounting to PLN 71,790,114.25 [in words: seventy one million seven hundred and ninety thousand one hundred and fourteen zlotys and twenty five grosz],
- 6/ accounting policies and additional explanatory notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Approving the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the Year 2010.

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 2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the President of the Bank Management Board in the Year 2010.

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 fulfilment of duties by

Ms. Małgorzata Kołakowska, President of the Management Board

between 01.01.2010 and 31.12.2010, including the period from 01.01.2010 to 22.02.2010 when she acted as Vice-President of the Management Board.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Chair of the Supervisory Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Deputy Chair of the Supervisory Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Secretary of the Supervisory Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2010.

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 – Member of the Supervisory Board

between 08.04.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2010.

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. César González-Bueno – Member of the Supervisory Board

between 08.04.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2010.

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 01.01.2010 and 13.01.2010

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

Resolution No. ...

**of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2010.

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 01.01.2010 and 05.02.2010

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2010.

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 01.01.2010 and 31.12.2010.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Distribution of Profit for the Year 2010.

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 2010 in accordance with the following specification:

	in PLN
1. gross profit	877,005,081.19
2. fiscal charges	174,689,896.66
3. net profit	702,315,184.53

a) reserve capital	447,165,184.53
b) general risk reserve	60,000,000.00
c) dividend	195,150,000.00

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Dividend Payout for the Year 2010.

With reference to Resolution no. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 07.04.2011 regarding distribution of profit for the year 2010, and in accordance with Article 347 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. resolve as follows:

§1

1. ING Bank Śląski S.A. shall pay out final dividend for 2010 in the total amount of PLN 195,150,000.00, that is PLN 15 per share in gross terms, in accordance with the following principles:
 - 1) 22 June 2011 shall be the date of record upon which the shareholders of record are entitled to the upcoming dividend payment,
 - 2) payment date shall be 1 July 2011,
 - 3) dividend shall be paid out on terms and conditions set out in the *Procedure for Dividend Payout* as adopted by way of Resolution no. 22 of the General Meeting of ING Bank Śląski S.A. on 8 April 2010.
2. All shares issued by the Bank, i.e. 13,010,000 shares, shall be covered by the dividend payout.

§2

The General Meeting obliges the Management Board of the Company to execute this resolution.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 7 April 2011**

on: Change of Remuneration of the Chairman of the Supervisory Board's Audit Committee

§ 1

Pursuant to Article 392 §1 of the Commercial Companies Code and §18 item 2 of the Charter of ING Bank Śląski S.A., the General Meeting of ING Bank Śląski Spółka Akcyjna hereby amend Resolution no. 26 of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna dated 24 April 2008 and resolve that the member of the Supervisory Board of ING Bank Śląski S.A. shall receive remuneration totalling PLN 13,000.00 per month due to his function of the Chairman of the Supervisory Board's Audit Committee.

§ 2

This Resolution shall come into force as of 01 May 2011.

Rationale

In November 2010, the Polish Financial Supervision Authority issued the "Recommendations on Audit Committee". Bearing in mind both the statutory regulations in that area and the above mentioned PFSA Recommendations, the Supervisory Board of ING Bank Śląski updated in March 2011 the Bylaw of the Audit Committee of the Supervisory Board of ING Bank Śląski S.A.

The above actions increase significantly the scope of duties of the Committee members, including in particular those of the Committee Chairman. Consequently, the proposal to change the remuneration of the Chairman of the Supervisory Board's Audit Committee is fully justified.

13. Other Information

The Management Board hereby gives notice that the General Meeting will be transmitted over the Internet by 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/ English version/ General Meeting/ General Meeting 2011."

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.