

**FORM
VOTE BY PROXY**

This form refers to voting by Proxy at the Ordinary General Meeting of ING Bank Śląski S.A. whose registered office is in Katowice, at ul. Sokolska 34, to be held on 7 April 2011 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): _____

_____, _____ 2011
(place) (date)

(signature of Shareholder)

III. VOTING ON RESOLUTION:

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)

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.

<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:

_____, _____ 2011
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

_____, _____ 2011
(place) (date)

(Signature of Shareholder)