

**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 24 October 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. 1  
of the Extraordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna dated 24 October 2011**

**regarding: 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 – (Dz. U. No. 94, item 1037 as amended), the Extraordinary General Meeting of ING Bank Śląski Spółka Akcyjna hereby resolve that the Bank Charter be amended as follows:

§10 of the Charter shall be re-worded as follows:

“The initial capital of the Bank amounts to PLN 130,100,000.00 (one hundred thirty million one hundred thousand) and is divided into:

- 92,600,000 (ninety-two million six hundred thousand) A-series bearer’s shares of the face value of PLN 1.00 (one zloty 00/100) each;
- 37,500,000 (thirty-seven million five hundred thousand) B-series bearer’s shares of the face value of PLN 1 (one zloty 00/100) each.”

<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:**

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\_\_\_\_\_, \_\_\_\_\_ 2011  
*(place) (date)*

\_\_\_\_\_  
*(Signature of Shareholder)*

**Resolution No. 2  
of the Extraordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 24 October 2011**

**on: consolidation of ING Bank Śląski Spółka Akcyjna and ING Bank Hipoteczny Spółka Akcyjna.**

Pursuant to Article 492 §1.1), Article 506 §4 and Article 515 §1 of the Commercial Companies Code Act of 15 September 2000 (Journal of Laws: Dz. U. no. 94, item 1037 as amended) the Extraordinary General Meeting of ING Bank Śląski Spółka Akcyjna hereby resolve as follows:

**§ 1.**

The General Meeting approve the *Plan of Consolidating* ING Bank Śląski Spółka Akcyjna whose registered office is in Katowice, at ul. Sokolska 34, entered into the Entrepreneurs Register at the District Court in Katowice, the 8th Commercial Section of the National Court Register under the number: KRS 0000005459 (the Acquiring Company) with ING Bank Hipoteczny Spółka Akcyjna whose registered office is in Warsaw at ul. Malczewskiego 45, entered into the Entrepreneurs Register at the District Court for the capital city of Warsaw, the 13th Commercial Section of the National Court Register under the number: KRS 0000057086 (the Acquired Company), made and agreed on 26 May 2011 by the Management Boards of ING Bank Śląski S.A. and ING Bank Hipoteczny S.A., which was announced in *Monitor Sądowy i Gospodarczy* no. 109/2011 (3722) dated 7<sup>th</sup> of June 2011, and which is enclosed herewith.

**§ 2.**

The General Meeting hereby resolve to consolidate ING Bank Śląski S.A. and ING Bank Hipoteczny S.A. by transferring onto ING Bank Śląski Spółka Akcyjna all properties of ING Bank Hipoteczny Spółka Akcyjna, on terms and conditions set out in the Consolidation Plan.

The property of ING Bank Hipoteczny S.A. shall be transferred on the day on which the consolidation is recorded in the register of ING Bank Śląski S.A. and on which ING Bank Hipoteczny S.A. is deleted from the register.

Since ING Bank Śląski S.A. holds all shares of ING Bank Hipoteczny S.A., the consolidation is effected without increasing the initial capital.

**§ 3.**

The General Meeting obliges the Management Board of ING Bank Śląski S.A. to take all actions that may be necessary to implement this resolution properly, and in particular to take all actions in order to notify the National Court Register of the consolidation of the businesses.

<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:**

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\_\_\_\_\_, \_\_\_\_\_ 2011  
*(place) (date)*

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*(Signature of Shareholder)*