

**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 19 April 2012 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): _____

_____, _____ 2012
(place) (date)

(signature of Shareholder)

III. VOTING ON RESOLUTION:

Draft

**Resolution No ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Approving the Annual Financial Statements of ING Bank Śląski S.A. for the Period Started on 1 January 2011 and Ended on 31 December 2011.

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 2011 and ended 31 December 2011, with net profit of PLN 903,758,263.19 [in words: nine hundred and three million seven hundred and fifty eight thousand two hundred and sixty three zlotys and nineteen grosz],
- 2/ the statement on total income for the period started 1 January 2011 and ended 31 December 2011, with total net income of PLN 978,762,874.22 [in words: nine hundred and seventy eight million seven hundred and sixty two thousand eight hundred and seventy four zlotys and twenty two grosz],
- 3/ the statement on financial standing made as at 31 December 2011, with total assets and liabilities of PLN 69,624,266,939.22 [in words: sixty nine billion six hundred and twenty four million two hundred and sixty six thousand nine hundred and thirty nine zlotys and twenty two grosz],
- 4/ the statement of changes in equity for the year 2011 with an increase in equity of PLN 793,305,273.51 [in words: seven hundred and ninety three million three hundred and five thousand two hundred and seventy three zlotys and fifty one grosz],
- 5/ the cash flow statement with a decrease in net cash during the accounting year 2011 amounting to PLN 772,034,985.11 [in words: seven hundred and seventy two million thirty four thousand nine hundred and eighty five zlotys and eleven 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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2011, 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 2011.

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 2011, which 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). The abovementioned report is a separate part of the Management Board's Report on the Bank's Operations in 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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

**Resolution No ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Approving the Annual Consolidated Financial Statements of the Capital Group of ING Bank Śląski S.A. for the Period Started 1 January 2011 and Ended 31 December 2011.

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 2011 and ended 31 December 2011, with net profit attributable to the shareholders of the dominant entity of PLN 880,075,356.19 [in words: eight hundred and eighty million seventy five thousand three hundred and fifty six zlotys and nineteen grosz],
- 2/ the consolidated statement on total income for the period started 1 January 2011 and ended 31 December 2011, with total net income attributable to shareholders of the dominant entity of PLN 948,340,675.99 [in words: nine hundred and forty eight million three hundred and forty thousand six hundred and seventy five zlotys and ninety nine grosz],
- 3/ the consolidated statement on financial standing made as at 31 December 2011, with total assets and liabilities of PLN 69,723,373,206.20 [in words: sixty nine billion seven hundred and twenty three million three hundred and seventy three thousand two hundred and six zlotys and twenty grosz],
- 4/ the statement of changes in consolidated equity for the year 2011 with an increase in consolidated equity of PLN 762,825,815.10 [in words: seven hundred and sixty two million eight hundred and twenty five thousand eight hundred and fifteen zlotys and ten grosz],
- 5/ the consolidated cash flow statement with a decrease in net cash during the accounting year 2011 amounting to PLN 762,888,210.99 [in words: seven hundred and sixty two million eight hundred and eighty eight thousand two hundred and ten zlotys and ninety nine 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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Approving the Management Board’s Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the Year 2011.

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 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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the President of the Bank Management Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2011.

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 01.01.2011 and 27.06.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Chair of the Supervisory Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Deputy Chair of the Supervisory Board in the Year 2011.

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 01.01.2011 and 06.04.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Secretary of the Supervisory Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Deputy Chair of the Supervisory Board in the Year 2011.

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 – Deputy Chair of the Supervisory Board

between 01.01.2011 and 31.12.2011, including the period from 01.01.2011 to 25.05.2011 when he acted as Member of the Supervisory 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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2011.

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. Roland Boekhout – Member of the Supervisory Board

between 24.10.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2011.

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 01.01.2011 and 16.09.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2011.

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 01.01.2011 and 31.12.2011.

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2012**

on: Distribution of Profit for the Year 2011.

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 2011 in accordance with the following specification:

	in PLN
1. gross profit	1,131,641,893.97
2. fiscal charges	227,883,630.78
3. net profit	903,758,263.19
a) reserve capital	853,758,263.19
b) general risk reserve	50,000,000.00

<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:

_____, _____ 2012
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

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

_____, _____ 2012
(place) (date)

(Signature of Shareholder)