

***ING BANK ŚLĄSKI S.A. CAPITAL GROUP***

**LONG-FORM AUDITORS' REPORT  
ON THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2012**

## **I. GENERAL NOTES**

### **1. Background**

The holding company of the ING Bank Śląski S.A. Group (hereinafter 'the Group' or 'the Capital Group') is ING Bank Śląski S.A. ('the holding company', 'the Company', 'the Bank').

The holding company was incorporated on the basis of decree of Minister of Finance dated 11 April 1988 on creation of Bank Śląski in Katowice (Journal of Law No. 21, item 141). The holding company's registered office is located in Katowice at 34 Sokolska Street.

The holding company is an issuer of securities as referred to in art. 4 of the Regulation (EC) No 1606/2002 of the European Parliament and of the Council of the European Union of 19 July 2002 on the application of international accounting standards (EC Official Journal L243 dated 11 September 2002, page 1, polish special edition chapter 13, title 29 page 609) and, based on the article 55.5 of the Accounting Act dated 29 September 1994 (2009 Journal of Laws No. 152 item 1223 with subsequent amendments – 'the Accounting Act'), prepares consolidated financial statements of the Group in accordance with International Financial Reporting Standards as adopted by the European Union.

The holding company was entered in the Register of Entrepreneurs of the National Court Register under no. KRS 0000005459 on 10 April 2001.

The holding company was issued with tax identification number (NIP) 634-01-35-475 on 20 December 2000 and statistical number (REGON) 271514909.

The holding company is a subsidiary of the ING Bank N.V. capital group which is a part of ING Groep N.V. Capital Group.

The principal activities of the holding company are as follows:

- banking activity,
- broker activity and fund management,
- leasing and factoring,
- other activity connected with finance, insurance and pension funds.

The scope of activities of the subsidiaries and associates is connected to this of the holding company.

As at 31 December 2012, the holding company's issued share capital amounted to 130.1 million zlotys. The Group's equity as at that date amounted to 8,136.1 million zlotys.

In accordance with the confirmation obtained from the Management Board Office dated 20 February 2013, as at 31 December 2012, the ownership structure of the holding company's issued share capital was as follows:

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*(in million zlotys)*

	Number of shares	Number of votes	Par value of shares (in PLN)	% of issued share capital
ING Bank N.V.	97,575,000	97,575,000	97,575,000	75.000%
Otwarty Fundusz Emerytalny PZU „Złota Jesień” oraz Dobrowolny Fundusz Emerytalny PZU	6,631,428	6,631,428	6,631,428	5.097%
Other shareholders	25.893.572	25.893.572	25.893.572	19.903%
Total	130,100,000	130,100,000	130,100,000	100.00%

The holding company's share capital was divided into 130,100,000 shares with the face value of 1 zloty each as at 31 December 2012.

During the reporting period and between the balance sheet date and the date of this report there were no movements in the share capital.

As at 5 March 2013, the holding company's Management Board was composed of:

Małgorzata Kołakowska	- President,
Mirosław Boda	- Vice President,
Michał Bolesławski	- Vice President,
Justyna Kesler	- Vice President,
Oscar Edward Swan	- Vice President,
Ignacio Juliá Vilar	- Vice President.

On 9 January 2012 Ignacio Juliá Vilar have been appointed to the position of Vice President of the Management Board from 1 February 2012.

## 2. Group Structure

As at 31 December 2012, the ING Bank Śląski S.A. Group consisted of the following subsidiaries (direct or indirect):

Entity name	Consolidation method	Type of opinion	Name of authorised entity that audited financial statements	Balance sheet date
ING Securities S.A.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o. o.	31 December 2012

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Centrum Banku Śląskiego Sp. z o.o.	Full consolidation	Unqualified	BUFIKS - Biuro Usług Finansowo-Księgowych Sp. z o.o.; Grupa Finans-Servis	31 December 2012
SOLVER Sp. z o.o.	Full consolidation	No requirement to audit financial statements	No requirement to audit financial statements	31 December 2012
ING Commercial Finance Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
ING ABL Polska S.A.	Full consolidation	Unqualified	BUFIKS - Biuro Usług Finansowo-Księgowych Sp. z o.o.; Grupa Finans-Servis	31 December 2012
ING Usługi dla Biznesu S.A.	Full consolidation	Unqualified	BUFIKS - Biuro Usług Finansowo-Księgowych Sp. z o.o.; Grupa Finans-Servis	31 December 2012
ING Lease Polska Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Project 2' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Project 1' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Kolor' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Jota' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Ibis' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Hektor' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012

'Rel Fokstrot' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Echo' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Delta' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012
'Rel Beta' Sp. z o.o.	Full consolidation	Till the issue date of this report, opinion has not been issued	Ernst & Young Audit sp. z o.o.	31 December 2012

As at 31 December 2012 shares in the following associates (direct and indirect) were recognised in the Group's consolidated financial statements using the equity method:

Name and registered office	Type of activity
ING Powszechne Towarzystwo Emerytalne S.A. located in Warsaw at 2 Ludna Street	Pension Fund Management

On 29 December 2011 ING Bank Śląski S.A. signed with ING Lease Holding N.V. the unconditional agreement to acquire, on 1 January 2012, 100% of shares of ING ABL Polska S.A., which is the sole shareholder of ING Lease Polska Sp. z o.o. and ING Commercial Finance Polska S.A. The ownership of ING ABL Polska S.A. was transferred on 1 January 2012.

On 5 January 2012 the Bank established the new subsidiary ING Usługi dla Biznesu S.A. The operations of the newly established company include services for Bank's clients as regards handling their business operations.

Details of these transactions were disclosed in part II of the additional explanatory notes to the audited consolidated financial statements of the Group for the year ended 31 December 2012.

### **3. Consolidated Financial Statements**

#### **3.1 Auditors' opinion and audit of consolidated financial statements**

Ernst & Young Audit sp. z o. o. with its registered office in Warsaw, at Rondo ONZ 1, is registered on the list of entities authorised to audit financial statements under No. 130.

Ernst & Young Audit sp. z o. o. was appointed by Supervisory Board on 2 March 2012 to audit the Group's consolidated financial statements.

Ernst & Young Audit sp. z o. o. and the key certified auditor meet the conditions required to express an impartial and independent opinion on the financial statements, as defined in Art. 56.3 and 56.4 of the Act on statutory auditors and their self-governance, audit firms authorized to audit financial statements and public oversight, dated 7 May 2009 (Journal of Laws 2009, No. 77, item 649 with subsequent amendments).

Under the contract executed on 13 April 2012 with the holding company's Management Board, we have audited the consolidated financial statements for the year ended 31 December 2012.

Our responsibility was to express an opinion on the consolidated financial statements based on our audit. The auditing procedures applied to the consolidated financial statements were designed to enable us to express an opinion on the consolidated financial statements taken as a whole. Our procedures did not extend to supplementary information that does not have an impact on the consolidated financial statements taken as a whole.

Based on our audit, we issued an unqualified auditors' opinion dated 5 March 2013, stating the following:

**“To the Supervisory Board of ING Bank Śląski S.A.**

1. We have audited the attached consolidated financial statements of ING Bank Śląski S.A. Group ('the Group'), for which the holding company is ING Bank Śląski S.A. ('the Company') located in Katowice at 34 Sokolska Street, for the year ended 31 December 2012 containing the consolidated income statement, the consolidated statement of comprehensive income for the period from 1 January 2012 to 31 December 2012, the consolidated statement of financial position as at 31 December 2012, the consolidated statement of changes in equity, the consolidated statement of cash flow for the period from 1 January 2012 to 31 December 2012 and the summary of significant accounting policies and other explanatory notes ('the attached consolidated financial statements').
2. The truth and fairness<sup>1</sup> of the attached consolidated financial statements, the preparation of the attached consolidated financial statements in accordance with the required applicable accounting policies and the proper maintenance of the consolidation documentation are the responsibility of the Company's Management Board. In addition, the Company's Management Board and Members of the Supervisory Board are required to ensure that the attached consolidated financial statements and the Report of the Management Board for the period from 1 January 2012 to 31 December 2012 and the rules of preparation of annual statements' ('the Directors' Report') meet the requirements of the Accounting Act dated 29 September 1994 (2009 Journal of Laws No. 152 item 1223 with subsequent amendments – 'the Accounting Act'). Our responsibility was to audit the attached consolidated financial statements and to express an opinion on whether,

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<sup>1</sup> Translation of the following expression in Polish: 'rzetelność i jasność'

based on our audit, these financial statements comply, in all material respects, with the required applicable accounting policies and whether they truly and fairly<sup>2</sup> reflect, in all material respects, the financial position and results of the operations of the Group.

3. We conducted our audit of the attached consolidated financial statements in accordance with:

- chapter 7 of the Accounting Act,
- national auditing standards issued by the National Council of Statutory Auditors,

in order to obtain reasonable assurance whether these financial statements are free of material misstatement. In particular, the audit included examining, to a large extent on a test basis, documentation supporting the amounts and disclosures in the attached consolidated financial statements. The audit also included assessing the accounting principles adopted and used and significant estimates made by the Management Board, as well as evaluating the overall presentation of the attached consolidated financial statements. We believe our audit has provided a reasonable basis to express our opinion on the attached consolidated financial statements treated as a whole.

4. In our opinion, the attached consolidated financial statements, in all material respects:

- present truly and fairly all information material for the assessment of the results of the Group's operations for the period from 1 January 2012 to 31 December 2012, as well as its financial position<sup>3</sup> as at 31 December 2012;
- have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and based on properly maintained accounting records;
- are in respect of the form and content, in accordance with the legal regulations governing the preparation of financial statements and the Company's Articles of Association.

5. We have read the 'Directors' Report and concluded that the information derived from the attached consolidated financial statements reconciles with these financial statements. The information included in the Directors' Report corresponds with the relevant regulations of the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (2009 Journal of Laws No. 33, item 259 with subsequent amendments)."

We conducted the audit of the consolidated financial statements during the period from 15 October 2012 to 23 December 2012 and from 04 January 2013 to 5 March 2013.

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<sup>2</sup> Translation of the following expression in Polish: '*rzetelne i jasne*'

<sup>3</sup> Translation of the following expression in Polish: '*sytuacja majątkowa i finansowa*'

We were present at the holding company's head office from 15 October 2012 to 30 November 2012 and from 4 January 2013 to 5 March 2013.

### 3.2 Representations provided and data availability

The Management Board of the holding company confirmed its responsibility for the truth and fairness<sup>4</sup> of the audited consolidated financial statements and the preparation of these financial statements in accordance with the required applicable accounting policies, and the correctness of consolidation documentation. The Board stated that it provided us with all financial statements of the Group companies included in the audited consolidated financial statements, consolidation documentation and other required documents as well as all necessary explanations. We also obtained a written representation dated 5 March 2013, from the Management Board of the holding company confirming that:

- the information included in the consolidation documentation was complete,
- all contingent liabilities had been disclosed in the audited consolidated financial statements, and
- all material events from the balance sheet date to the date of the representation letter had been disclosed in the audited consolidated financial statements,

and confirmed that the information provided to us was true and fair to the best of the holding company Management Board's knowledge and belief, and included all events that could have had an effect on the consolidated financial statements.

At the same time declare that during the audit of the consolidated financial statements, there were no limitations of scope.

### 3.3 Consolidated financial statements for prior financial year

The consolidated financial statements of the Group for the year ended 31 December 2011 were audited by Arkadiusz Krasowski, key certified auditor no. 10018, acting on behalf of Ernst & Young Audit sp. z o.o. with the seat in Warsaw, Rondo ONZ 1 (Reg. No. 130). The key certified auditor issued an unqualified opinion on the consolidated financial statements for the year ended 31 December 2011.

The consolidated financial statements for the year ended 31 December 2011 were approved by the General Shareholders' Meeting on 19 April 2012.

The consolidated financial statements of the Group for the financial year ended 31 December 2011, together with the auditors' opinion, a copy of the resolution approving the consolidated financial statements and the Directors' Report, were filed on 23 April 2012 with the National Court Register.

The consolidated statement of financial position as at 31 December 2011, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year ended 31 December 2011, together with the auditors' opinion and a copy of the resolution approving the financial statements were published in Monitor Polski B No. 2613 on 22 October 2012.

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<sup>4</sup> Translation of the following expression in Polish: "rzetelność i jasność"

## 4. Analytical Review

### 4.1 Basic data and financial ratios

Presented below are selected financial ratios indicating the economic or financial performance of the Company for the years 2010 – 2012, calculated on the basis of financial information included in the consolidated financial statements for the years ended 31 December 2011 and 31 December 2012.

	2012	2011	2010
<b>Total assets</b>	78,266.8	69,723.4	64,517.5
<b>Shareholders' equity</b>	8,136.1	6,416.0	5,653.1
<b>Net profit/ loss</b>	832.3	880.1	753.1
<b>Capital adequacy ratio according to NBP methodology</b>	14.83%	12.27%	13.15%
<b>Profitability ratio</b>	55.8%	67.2%	58.6%
$\frac{\text{Profit before taxation}}{\text{Total costs}^*}$			
<b>Costs to income ratio</b>	56.9%	56.3%	58.4%
$\frac{\text{Total costs}^*}{\text{Operating income}^{**}}$			
<b>Return on equity (ROE)</b>	11.4%	14.6%	14.3%
$\frac{\text{Net profit}}{\text{Average shareholders' equity}}$			
<b>Return on assets (ROA)</b>	1.1%	1.3%	1.2%
$\frac{\text{Net profit}}{\text{Average assets}}$			
<b>Rate of inflation:</b>			
Yearly average	3.7%	4.3%	2.6%
December to December	2.4%	4.6%	3.1%

\*Total costs comprise general expenses and result on other operating income and expense.

\*\* Operating income comprises result on basic activities and share in net profit (loss) of associated entities recognized under the equity method.

## 4.2 Comments

The following trends may be observed based on the above financial ratios:

- Profitability ratio increased from 58.6% in 2010 to 67.2% in 2011 and then decreased to 55.8% in 2012.
- Cost to income ratio decreased from 58.4% in 2010 to 56.3% in 2011 and then increased to 56.9% in 2012.
- Return on equity ratio increased from 14.3% in 2010 to 14.6% in 2011 and then decreased to 11.4% in 2012.
- Return on assets ratio increased from 1.2% in 2010 to 1.3% in 2011 and then decreased to 1.1% in 2012.
- The Group's solvency ratio amounted to 14.83% as at 31 December 2012 compared with 12.27% at the end of 2011 and 13.15% at the end of 2010.

## 4.3 Going concern

In part III of other explanatory notes to the audited consolidated financial statements for the year ended 31 December 2012, the Management Board of the holding company has stated that the financial statements of the Group entities included in the audited consolidated financial statements were prepared on the assumption that these entities will continue as a going concern for a period of at least twelve months subsequent to 31 December 2012 and that there are no circumstances that would indicate a threat to its continued activity.

Nothing came to our attention during the audit that caused us to believe that the holding company is unable to continue as a going concern for at least twelve months subsequent to 31 December 2012 as a result of an intended or compulsory withdrawal from or a substantial limitation in its current operations.

## **II. DETAILED REPORT**

### **1. Completeness and accuracy of consolidation documentation**

During the audit no material irregularities were noted in the consolidation documentation which could have a material effect on the audited consolidated financial statements, and which were not subsequently adjusted. These would include matters related to the requirements applicable to the consolidation documentation (and in particular eliminations relating to consolidation adjustments).

### **2. Accounting policies for the valuation of assets and liabilities**

The Group's accounting policies and rules for the presentation of data are detailed in note IV of other explanatory notes to the audited Group's consolidated financial statements for the year ended 31 December 2012.

### **3. Structure of assets, liabilities and equity**

The structure of the Group's assets and equity and liabilities is presented in the audited consolidated financial statements for the year ended 31 December 2012.

The data disclosed in the audited consolidated financial statements reconcile with the consolidation documentation.

#### **3.1 Goodwill on consolidation and amortisation**

The method of determining goodwill on consolidation, the method on determining impairment of goodwill, the impairment charged in the financial year and up to the balance sheet date were presented in part IV and note 25 in part VI of other explanatory notes and explanations to the audited consolidated financial statements.

#### **3.2 Shareholders' funds including non-controlling interest**

The amount of shareholders' funds is consistent with the amount stated in the consolidation documentation and appropriate legal documentation. Non-controlling interest amounted to 2.3 million zlotys as at 31 December 2012. It was correctly calculated and is consistent with the consolidation documentation.

Information on shareholders' funds has been presented in notes 35, 36 and 37 in part VI of the other explanatory notes to the audited consolidated financial statements.

#### **3.3 Financial year**

The financial statements of all Group companies forming the basis for the preparation of the consolidated financial statements were prepared as at 31 December 2012 and include the financial data for the period from 1 January 2012 to 31 December 2012.

#### **4. Consolidation adjustments**

##### **4.1 Elimination of inter-company balances (receivables and liabilities) and inter-company transactions (revenues and expenses) of consolidated entities.**

All eliminations of inter-company balances (receivables and liabilities) and inter-company transactions (revenues and expenses) of the consolidated companies reconcile with the consolidation documentation.

##### **4.2 Elimination of unrealised gains/losses of the consolidated companies, included in the value of assets, as well as relating to dividends**

All eliminations of unrealised gains/losses of the consolidated companies, included in the value of assets, as well as relating to dividends reconcile with the consolidation documentation.

#### **5. Disposal of all or part of shares in a subordinated entity**

During the financial year the Group did not sell any shares in subordinated entities. The incorporation of ING ABL S.A. by ING Bank Śląski S.A. and establishment of the new subsidiary ING Usługi dla Biznesu S.A. is described in point I.2 of this report.

#### **6. Items which have an impact on the group's result for the year**

Details of the items which have an impact on the Group's result for the year have been included in the audited consolidated financial statements for the year ended 31 December 2012.

#### **7. The appropriateness of the departures from the consolidation methods and application of the equity accounting as defined in International Financial Reporting Standards as adopted by the EU**

During the process of preparation of the audited consolidated financial statements there were no departures from the consolidation methods or application of the equity accounting

#### **8. Issues specific for the audit of banks**

We have addressed the issue of complying by ING Bank Śląski S.A. ('the Bank') with the obligatory norms mitigating banking risks and the issue of correctness of calculation of capital adequacy ratio in our report dated 5 March 2013, supplementing the independent auditors' opinion on the financial statements of the Bank for the year ended 31 December 2012.

## 9. Other Explanatory Notes

The other explanatory notes to the audited consolidated financial statements for the year ended 31 December 2012 were prepared, in all material respects, in accordance with International Financial Reporting Standards as adopted by the European Union.

## 10. Directors' Report

We have read the Directors' Report and concluded that the information derived from the attached consolidated financial statements reconciles with these financial statements. The information included in the Directors' Report corresponds with the relevant regulations of the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (2009 Journal of Laws No. 33, item 259 with subsequent amendments).

## 11. Materiality Level

When determining the materiality level, professional judgement was applied taking into account the specific characteristics relating to the Group. This included consideration of both values and quantities.

## 12. Conformity with Law and Regulations

We have obtained a letter of representations from the Management Board of the holding company confirming that no laws, regulations or provisions of the Group entities' Articles of Association, having material impact on the consolidated financial statements, were breached during the financial year.

on behalf of  
Ernst & Young Audit sp. z o.o.  
Rondo ONZ 1, 00-124 Warsaw  
Registration No. 130

Key Certified Auditor

( - )  
\_\_\_\_\_  
Arkadiusz Krasowski  
certified auditor  
No. 10018

Warsaw, 5 March 2013