

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 19 April 2013 at 12:00 noon.

in the auditorium of ING Bank Śląski S.A. 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 2012, 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 2012 and ended 31 December 2012,
 - b) approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2012, 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 2012 and ended 31 December 2012,
 - d) approving the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the Year 2012,
 - e) acknowledgement of fulfilment of duties to the Members of the Bank Management Board for the year 2012,
 - f) acknowledgement of fulfilment of duties to the Members of the Supervisory Board for the year 2012,
 - g) distribution of profit for the year 2012,
 - h) an amendment to the Charter of ING Bank Śląski S.A.
- 6/ changes on the Supervisory Board,
- 7/ closing of the General Meeting.

Proposed change to the Company's Charter:

Pursuant to the requirements set out in Article 402 §2 of the Commercial Companies Code, the Bank Management Board hereby gives notice of the proposed amendment to the Charter of ING Bank Śląski Spółka Akcyjna for the information of the shareholders:

In §45 of the Charter, Section 2 and the numbering of Section 1 shall be deleted.

The hitherto wording of §45:

“1. The announcements of the Bank provided for by the law shall be published in “Monitor Sądowy i Gospodarczy” /*Court and Economic Monitor*/, unless the Charter provides otherwise.

2. The financial statements shall be published by the Bank in the Official Journal of the Republic of Poland “Monitor Polski - B” /*Polish Monitor - B*/.”

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)

Shareholders representing at least 1/20 of the Company's share capital may request that certain items be placed on the agenda for the General Meeting. Such requests should be submitted to the Management Board of ING Bank Śląski S.A. not later than on 29 March 2013 and should contain grounds for the request or a draft resolution concerning the proposed agenda item. The requests may be submitted in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, room 900, 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 Bank's 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 requests 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 above mentioned electronic mail address 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, shareholders representing no less than 1/20 of the share capital are 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 900, 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 given in item 1 above or without fulfilling the requirements set out in the said item 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)

Shareholders may participate in the General Meeting and exercise voting rights in person or by proxy. A template power of attorney and a template vote by proxy form are available at the following website: <http://www.ingbank.pl> in the section "English Info" "Investor Relations/ General Meeting/ General Meeting 2013".

The Company does not require shareholders to extend powers of attorney by means of the above form.

At the same time, the Company's Management Board hereby gives notice that should shareholders extend powers of attorney together with instructions 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. Therefore, the Company's Management Board hereby advises that the voting instruction should only be given to the designated proxy.

The right to vote should be granted to the proxy in the written or electronic form. 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, shareholders are 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 18 April 2013.

When sending an electronic notice of granting a power of attorney, shareholders or persons authorised to participate in the GM shall send the following information in addition to the documents referred to in item 1 using the electronic email address referred to above:

- 1) The text or 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 accordingly.

Notices provided by shareholders in a manner other than via the electronic mail address given above 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 an 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).

In addition, 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 03 April 2013.

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. 03 April 2013),
- b) between 22 March and 04 April 2013, 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 16 April, 17 April and 18 April 2013. 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 900, 40-086 Katowice or at the Company's website at: <http://www.ingbank.pl> in the section "English Info" "Investor Relations/ General Meeting/ General Meeting 2013."

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: "English Info" "Investor Relations/ General Meeting/ General Meeting 2013"

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 19 April 2013**

**on: Approving the Annual Financial Statements of ING Bank Śląski S.A.
for the Period Started on 1 January 2012 and Ended on 31 December 2012.**

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 2012 and ended 31 December 2012, with net profit of PLN 757,824,088.76 [in words: seven hundred and fifty-seven million eight hundred and twenty-four thousand eighty-eight zlotys and seventy-six grosz],
- 2/ the statement on total income for the period started 1 January 2012 and ended 31 December 2012, with total net income of PLN 1,636,890,299.28 [in words: one billion six hundred and thirty-six million eight hundred and ninety thousand two hundred and ninety-nine zlotys and twenty-eight grosz],
- 3/ the statement on financial standing made as at 31 December 2012, with total assets and liabilities of PLN 75,159,178,002.23 [in words: seventy-five billion one hundred and fifty-nine million one hundred and seventy-eight thousand two zlotys and twenty-three grosz],
- 4/ the statement of changes in equity for the year 2012 with an increase in equity of PLN 1,647,404,783.25 [in words: one billion six hundred and forty-seven million four hundred and four thousand seven hundred and eighty-three zlotys and twenty-five grosz],
- 5/ the cash flow statement with an increase in net cash during the accounting year 2012 amounting to PLN 2,743,039,263.35 [in words: two billion seven hundred and forty-three million thirty-nine thousand two hundred and sixty-three zlotys and thirty-five grosz],
- 6/ accounting policies and additional explanatory notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2012, 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 2012.

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 2012, 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 2012.

Rationale

The ING Bank Śląski S.A. Management Board's Report on Observance of Corporate Governance Rules in 2012 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 2012.

The Report sets out that the Bank adopted all corporate governance rules as set out in the *Best Practices of WSE Listed Companies*, effective in 2012; furthermore, the Report sets out information concerning the actions taken by the Bank in that respect.

No cases of violation of corporate governance rules were found in 2012.

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 19 April 2013

on: Approving the Annual Consolidated Financial Statements of the Capital Group of ING Bank Śląski S.A. for the Period Started 1 January 2012 and Ended 31 December 2012.

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 2012 and ended 31 December 2012, with net profit attributable to the shareholders of the dominant entity of PLN 832,337,307.09 [in words: eight hundred and thirty-two million three hundred and thirty-seven thousand three hundred and seven zlotys and nine grosz],
- 2/ the consolidated statement on total income for the period started 1 January 2012 and ended 31 December 2012, with total net income attributable to shareholders of the dominant entity of PLN 1,715,545,252.06 [in words: one billion seven hundred and fifteen million five hundred and forty-five thousand two hundred and fifty-two zlotys and six grosz],
- 3/ the consolidated statement on financial standing made as at 31 December 2012, with total assets and liabilities of PLN 78,266,836,426.87 [in words: seventy-eight billion two

hundred and sixty-six million eight hundred and thirty-six thousand four hundred and twenty-six zlotys and eighty-seven grosz],

- 4/ the statement of changes in consolidated equity for the year 2012 with an increase in consolidated equity of PLN 1,720,175,811.44 [in words: one billion seven hundred and twenty million one hundred and seventy-five thousand eight hundred and eleven zlotys and forty-four grosz],
- 5/ the consolidated cash flow statement with an increase in net cash during the accounting year 2012 amounting to PLN 2,703,872,367.34 [in words: two billion seven hundred and three million eight hundred and seventy-two thousand three hundred and sixty-seven zlotys and thirty-four grosz],
- 6/ accounting policies and additional explanatory notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Approving the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the Year 2012.

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 2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the President of the Bank Management Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2012.

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. Ignacio Juliá Vilar – Vice-President of the Management Board

between 01.02.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Vice-President of the Bank Management Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Chair of the Supervisory Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Deputy Chair of the Supervisory Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Secretary of the Supervisory Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Acknowledgement of Fulfilment of Duties by the Member of the Supervisory Board in the Year 2012.

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 01.01.2012 and 31.12.2012.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: Distribution of Profit for the Year 2012.

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 2012 in accordance with the following specification:

in PLN	
1. gross profit	940,580,037.20
2. fiscal charges	182,755,948.44
3. net profit	757,824,088.76
a) reserve capital	707,824,088.76
b) general risk reserve	50,000,000.00

Draft

**Resolution no. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 19 April 2013**

on: An amendment to the Charter of ING Bank Śląski S.A.

Pursuant to Article 430 §1 of the Commercial Companies Code Act of 15 September 2000 (Polish Journal of Laws: Dz. U. No. 94, item 1037 as amended) of General Meeting of ING Bank Śląski Spółka Akcyjna resolve on the following amendment to the Charter of the Bank:

In §45 of the Charter, Section 2 and the numbering in Section 1 shall be deleted.

Rationale

The existing §45 section 2 of the Charter stipulates that the Bank shall announce its financial statements in the Official Journal of the Republic of Poland “Monitor Polski – B”.

Pursuant to the Reduction of Certain Obligations of Citizens and Businesses Act of 16 September 2011 (Polish Journal of Laws: Dz. U. of 2011, no. 232, item 1378), “Monitor Polski – B” was liquidated as of 1 January 2013. Currently companies shall report their financial statements to the National Court Register and announce them in “Monitor Sądowy i Gospodarczy” /Court and Economic Monitor/. The duties arise directly from the applicable laws; furthermore, §45 section 1 of the Charter stipulates that the Bank shall publish its announcements in “Monitor Sądowy i Gospodarczy”, unless the Charter provides otherwise.

In view of the above, the proposed amendment to the Charter is fully justified.

13. Other Information

The Management Board hereby give 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 “English Info” “Investor Relations/ General Meeting/ General Meeting 2013.”

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.

Management Board of ING Bank Śląski S.A.