

**2014-03-07 Report No. 07/2014: Second Notice of Intention to Divide the Centrum Banku Śląskiego Spółka z ograniczoną odpowiedzialnością Company.**

Acting pursuant to Article 539 of the Commercial Companies and Partnerships Code Act of 15 September 2000 ("CCPC") and referring to the current report no. 3/2014 of 17 February 2014, the Management Board of ING Bank Śląski Spółka Akcyjna hereby give notice of intention to divide the Centrum Banku Śląskiego Spółka z ograniczoną odpowiedzialnością company with its registered office in Katowice at ul. Chorzowska 50, 40-121 Katowice, entered into the Entrepreneurs Register of the National Court Register with the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register under the number KRS: 0000047713, hereinafter referred to as: "CBS Spółka z o.o."

The division will be effected by transferring all assets of CBS Spółka z o.o. to ING Bank Śląski Spółka Akcyjna with its registered office in Katowice at ul. Sokolska 34, 40-086 Katowice, entered into the Entrepreneurs Register of the National Court Register with the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register under the number KRS: 0000005459 and Solver Spółka z ograniczoną odpowiedzialnością (hereinafter referred to as: "Solver Spółka z o.o.") with its registered office in Katowice at ul. Klimczoka 4, 40-857 Katowice, entered into the Entrepreneurs Register of the National Court Register with the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register under the number KRS: 0000132567, under Article 529 §1 item 1 of CCPC (division by acquisition), on the terms and conditions set out in the Division Plan.

On 17 February 2014, the Division Plan of CBS Spółka z o.o., as agreed by the Management Boards of ING Bank Śląski S.A., Solver Spółka z o.o. and CBS Spółka z o.o. on 11 February 2014, was made available to the public under Article 535 §3 sentence 2 of CCPC on the website of ING Bank Śląski S.A. at: <http://www.ingbank.pl/relacje-inwestorskie/walne-zgromadzenie> in the tab: Walne Zgromadzenie 2014.

Further, the Management Board of ING Bank Śląski S.A. communicate that under Article 540 §3<sup>1</sup> of CCPC, shareholders may familiarise themselves with the following documents concerning division of CBS Spółka z o.o.:

- 1) Division Plan of CBS Spółka z o.o.;
- 2) Financial Statements of ING Bank Śląski S.A. and the Management Board Reports on Operations of ING Bank Śląski S.A., for the last three financial years along with opinions and reports of the chartered auditor required by law;
- 3) Financial Statements of CBS Spółka z o.o. and Management Board Reports on Operations of CBS Spółka z o.o., for the last three financial years along with opinions and reports of the chartered auditor required by law;
- 4) Financial Statements of Solver Spółka z o.o. and Management Board Reports on Operations of Solver Spółka z o.o., for the last three financial years along with opinions and reports of the chartered auditor required by law;
- 5) Draft resolution of the Ordinary General Meeting of ING Bank Śląski S.A. on the Division;
- 6) Draft resolution of the Extraordinary General Meeting of CBS Spółka z o.o. on the Division;

- 7) Draft resolution of the Extraordinary General Meeting of Solver Spółka z o.o. on the Division;
- 8) Draft amendments to the deed of Solver Spółka z o.o.;
- 9) Determination of the value of assets of CBS Spółka z o.o prepared for the division purposes as of 1 January 2014;
- 10) Statement containing information on the financial situation of CBS Spółka z o.o. prepared for the purpose of the Division as of 1 January 2014;
- 11) Statement containing information on the financial situation of Solver Spółka z o.o. prepared for the purpose of the Division as of 1 January 2014;
- 12) Management Board reports of ING Bank Śląski S.A. prepared for division purposes;
- 13) Management Board reports of CBS Spółka z o.o. prepared for division purposes;
- 14) Management Board reports of Solver Spółka z o.o. prepared for division purposes; and
- 15) Expert Opinion on the Division Plan.

The above-referred documents were published electronically in the printable form on the website of ING Bank Śląski S.A. at: <http://www.ingbank.pl/relacje-inwestorskie/walne-zgromadzenie> in the tab: Walne Zgromadzenie 2014 and will be kept there uninterruptedly up to and including 10 April 2014; i.e. the date of the Ordinary General Meeting of ING Bank Śląski S.A., whose agenda provides for *inter alia* passing a resolution on division of CBS Spółka z o.o.

This communication is a second notice of the Management Board of ING Bank Śląski S.A. under Article 539 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000.

Legal grounds: Article 539 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 (consolidated text, Journal of Laws of 2013, item 1030) in conjunction with Article 56 section 1 item 2 of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005.