

MANAGEMENT BOARD  
OF ING BANK ŚLĄSKI SPÓŁKA AKCYJNA

hereby give notice of the

ORDINARY GENERAL MEETING

to be held under Article 399 §1 of the Commercial Companies and Partnerships Code  
in conjunction with Article 402<sup>1</sup> of the Commercial Companies and Partnerships Code

on **10 April 2014 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;
- 4/ presenting the agenda,
- 5/ presenting reports by the Bank authorities for 2013, including financial statements,
- 6/ passing resolutions on:
  - a) reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2013 and ended 31 December 2013,
  - b) reviewing and approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2013, including the Report on Observance of the Corporate Governance Rules,
  - c) reviewing and approving the annual consolidated financial statements of the Capital Group of ING Bank Śląski S.A. for the period started 1 January 2013 and ended 31 December 2013,
  - d) reviewing and approving the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the year 2013,
  - e) acknowledgement of fulfilment of duties by the Members of the Bank Management Board for the year 2013,
  - f) acknowledgement of fulfilment of duties by the Members of the Supervisory Board for the year 2013,

- g) distribution of profit for the year 2013,
- h) dividend payout for the year 2013,
- i) division of Centrum Banku Śląskiego Sp. z o.o.,
- j) amendments to the Charter of ING Bank Śląski S.A.,
- k) determining the number of the Supervisory Board Members,
- l) appointing Members of the Supervisory Board for a new term of office,
- m) changing the remuneration of the Supervisory Board Members.

7/ closing of the General Meeting.

Proposed amendments to the Company's Charter:

Pursuant to the requirements of Article 402 § 2 of the Commercial Companies and Partnerships Code, the Bank Management Board hereby present the language of the proposed amendments to the Charter of ING Bank Śląski S.A. for the information of the Shareholders:

1. § 8 section 2 item 11) shall be worded as follows:

“11) providing payment services,”

The existing wording of § 8 section 2 item 11):

“11) issuing payment cards and carrying out card operations;”

2. § 8 section 2 item 7) shall be worded as follows:

“7) issuing electronic money,”

The existing wording of § 8 section 2 item 7):

“7) issuing of the electronic money instrument,”

3. § 8 section 3 item 11) shall be worded as follows:

“11) providing other financial services, including:

- a) underwriting services,
- b) leasing services,
- c) factoring services,
- d) forfeiting services,
- e) intermediation in respect of services set out in items a) to d) above,
- f) insurance brokerage,
- g) agency in securities lending and borrowing.”

The existing wording of § 8 section 2 item 11):

“1) providing underwriting, leasing, factoring, forfeiting services and intermediation in that respect as well as insurance brokerage and personal sales for open pension funds;”

Pursuant to the requirements of Article 402<sup>2</sup> of the Commercial Companies and Partnerships Code, the Bank Management Board hereby present the following details for the information of the Shareholders:

**1. Right to demand putting certain items on the agenda (Article 402<sup>2</sup> item 2 letter a) of the Commercial Companies and Partnerships 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 20 March 2014 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 in the electronic form to be sent only at the following email address: [walne.zgromadzenie@ingbank.pl](mailto:walne.zgromadzenie@ingbank.pl)

Shareholders should 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 by enclosing a valid copy of the entry in the relevant register. Shareholders who send the requests via electronic means of communication are required 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 402<sup>2</sup> item 2 letter b) of the Commercial Companies and Partnerships 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 402<sup>2</sup> item 2 letter c) of the Commercial Companies and Partnerships 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 402<sup>2</sup> item 2 letter d) of the Commercial Companies and Partnerships 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 2014”.

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 required 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](mailto:walne.zgromadzenie@ingbank.pl) by 3:00pm CET on or before 9 April 2014.

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 402<sup>2</sup> item 2 letter e) of the Commercial Companies and Partnerships 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 402<sup>2</sup> item 2 letter f) of the Commercial Companies and Partnerships Code)**

In keeping with report no. 1/2014 (EIB) of 07 March 2014 on non-application by ING Bank Śląski S.A. of Rule IV.10. of Best Practice for WSE Companies, 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 402<sup>2</sup> item 2 letter g) of the Commercial Companies and Partnerships 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 402<sup>2</sup> item 3 of the Commercial Companies and Partnerships Code)**

The registration date for the participation in General Meeting is 25 March 2014.

**9. Right to participate in General Meeting (Article 402<sup>2</sup> item 4 of the Commercial Companies and Partnerships 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. 25 March 2014),
- b) they submit a request, between 8 March and 26 March 2014, 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 7 April, 8 April and 9 April 2014. 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 402<sup>2</sup> item 5 of the Commercial Companies and Partnerships Code)**

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 2014."

#### **11. Website address (Article 402<sup>2</sup> item 6 of the Commercial Companies and Partnerships 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 2014"

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](mailto: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 10 April 2014**

#### **on electing the Chair of the General Meeting.**

Pursuant to Article 409 §1 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. elect Mr./ Ms. .... as the Chair of the Ordinary General Meeting.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on reviewing and approving the Annual Financial Statements of ING Bank Śląski S.A. for the period started 1 January 2013 and ended 31 December 2013.**

Pursuant to Article 395 §2 item 1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 53 Section 1 of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve the Annual Financial Statements of ING Bank Śląski S.A. for the period started 1 January 2013 and ended 31 December 2013 including:

- 1/ the profit and loss account for the period started 1 January 2013 and ended 31 December 2013, with net profit of PLN 920.1 million,
- 2/ the statement on total income for the period started 1 January 2013 and ended 31 December 2013,
- 3/ the statement on financial standing made as at 31 December 2013, with total assets and liabilities and equity of PLN 83,670.5 million,
- 4/ the statement of changes in equity for the period started 1 January 2013 and ended 31 December,
- 5/ the cash flow statement for the period started 1 January 2013 and ended 31 December 2013,
- 6/ accounting policies and additional explanatory notes.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on reviewing and approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2013, including Report on Observance of Corporate Governance Rules.**

Pursuant to Article 395 §2 item 1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby approve the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2013.

At the same time, acting pursuant to §18 item 3) of the Bank's Charter, 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 2013, which was 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. The abovementioned report is a separate part of the Management Board's Report on the Bank's Operations in 2013.



Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on reviewing and approving the Annual Consolidated Financial Statements of the Capital Group of ING Bank Śląski S.A. for the period started 1 January 2013 and ended 31 December 2013.**

Pursuant to Article 395 §5 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 63c Section 4 of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve the Annual Consolidated Financial Statements of the Capital Group of ING Bank Śląski S.A. for the period started 1 January 2013 and ended 31 December 2013 including:

- 1/ the consolidated profit and loss account for the period started 1 January 2013 and ended 31 December 2013, with net profit attributable to the shareholders of the dominant entity of PLN 961.5 million,
- 2/ the consolidated statement on total income for the period started 1 January 2013 and ended 31 December 2013,
- 3/ the consolidated statement on financial standing made as at 31 December 2013 with total assets and liabilities and equity of PLN 86,750.6 million,
- 4/ the statement of changes in consolidated equity for the period started 1 January 2013 and ended 31 December 2013,
- 5/ the consolidated cash flow for the period started 1 January 2013 and ended 31 December 2013,
- 6/ accounting policies and additional explanatory notes.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on reviewing and approving the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in the year 2013.**

Pursuant to Article 395 §5 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby approve the Management Board's Report on the Operations of the Capital Group of ING Bank Śląski S.A. in 2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**



**on acknowledgement of fulfilment of duties by the President of the Bank Management Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge fulfilment of duties by

Ms. Małgorzata Kołakowska – President of the Management Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Mirosław Boda – Vice-President of the Management Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Michał Bolesławski – Vice-President of the Management Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms. Joanna Erdman – Vice-President of the Management Board

between 01.04.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

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

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms. Justyna Kesler – Vice-President of the Management Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Oscar Edward Swan – Vice-President of the Management Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Chair of the Supervisory Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms. Anna Fornalczyk – Chair of the Supervisory Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Deputy Chair of the Supervisory Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Brunon Bartkiewicz – Deputy Chair of the Supervisory Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Wojciech Popiołek – Secretary to the Supervisory Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board  
in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Roland Boekhout – Member of the Supervisory Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board  
in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Ralph Hamers – Member of the Supervisory Board

between 01.01.2013 and 19.04.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board  
in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Nicolaas Jue – Member of the Supervisory Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board  
in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Ad Kas – Member of the Supervisory Board

between 19.04.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board  
in the year 2013.**

Pursuant to Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr. Mirosław Kośmider – Member of the Supervisory Board

between 01.01.2013 and 31.12.2013.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on distribution of profit for the year 2013.**

Pursuant to Article 395 §2 item 2 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby distribute the

profit of ING Bank Śląski S.A. for the year 2013 in accordance with the following specification:

	<i>in PLN</i>
1. gross profit	1,140,100,503.40
2. fiscal charges	220,037,968.86
3. net profit	920,062,534.54
a) reserve capital	297,622,534.54
b) general risk reserve	50,000,000.00
c) dividend	572,440,000.00

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on dividend payout for the year 2013.**

Referring to Resolution no. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 10 April 2014 regarding distribution of profit for the year 2013, and in accordance with Article 347 and 348 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

§1

1. ING Bank Śląski S.A. shall pay out final dividend for 2013 in the total amount of PLN 572,440,000.00, that is PLN 4.40 per share in gross terms, in accordance with the following principles:
  - 1) 14 May 2014 shall be the date of record upon which the shareholders of record are entitled to the upcoming dividend payment,
  - 2) payment date shall be 3 June 2014,
  - 3) dividend shall be paid out on terms and conditions set out in the *Procedure for Dividend Payout* as adopted by way of Resolution no. 22 of the General Meeting of ING Bank Śląski S.A. on 8 April 2010.
2. All shares issued by the Bank, i.e. 130,100,000 shares, shall be covered by the dividend payout.

§2

The General Meeting obliges the Management Board of the Company to execute this resolution.

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on division of Centrum Banku Śląskiego Sp. z o.o.**

Pursuant to Article 541 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski Spółka Akcyjna with its registered office in Katowice (“ING Bank Śląski S.A.”) hereby resolve as follows:

§ 1

1. It is resolved that the company called Centrum Banku Śląskiego Sp. z o.o. with its registered office in Katowice, ul. Chorzowska 50, entered in the register of entrepreneurs of the National Court Register kept by the District Court Katowice-Wschód in Katowice, the 8<sup>th</sup> Commercial Division of the National Court Register under KRS number: 0000047713, Tax ID No. (NIP): 9542206197 (“Company under Division”) shall be divided in the manner specified in Article 529 § 1 item 1) of the Commercial Companies and Partnerships Code, in that all assets of the Company are transferred to ING Bank Śląski S.A. and Solver Sp. z o.o. (the acquiring companies), on terms and conditions specified in the Division Plan referred to in § 1 section 5 below (the “Division”).
2. The Division shall be made in the form of a division by takeover (under Article 529 § 1 item 1) of the Commercial Companies and Partnerships Code) to be conducted in the following manner:
  - 2.1. The Division described in the Division Plan shall be effected by transferring all assets of the Company under division to ING Bank Śląski S.A. and Solver Sp. z o.o. (the acquiring companies). As a result of the Division, the Company under Division shall be removed from the National Court Register.
  - 2.2. The division manner of assets of the Company under division corresponds to the breakdown in the existing organisational structure consisting of two organised parts of an enterprise. The Company under division consists of two internal units within the internal organisation of the Company under Division, namely: the Main Unit (Zakład Główny) located in the Company under Division office in Katowice, operating since 1 July 2010 under the name Centrum Banku Śląskiego Sp. z o.o. (hereinafter the “Main Unit”) and an organisational unit of the Company under Division located in Warsaw and operating under the name: Centrum Banku Śląskiego Sp. z o.o. – Filia Warszawa (Warsaw Branch) (hereinafter the “Warsaw Branch”) established with effect from 1 June 2013 by resolution of the Management Board of the Company under Division dated 10 May 2013.
  - 2.3. The Main Unit is the organizationally, functionally and financially independent set of tangible and intangible assets, as well as liabilities of the Company under



division, intended to carry out certain business tasks on the co-called Silesian market, that is rental of commercial space in the office building located at ul. Chorzowska 50 in Katowice (hereinafter the "Chorzowska Office Building") (including, in addition to office space, the garage hall), providing management services for ING Bank Śląski S.A. of office building located at ul. Sokolska 34 in Katowice and providing other services for the bank. The detailed scope of activities performed by the Main Unit is included in List no. 1 to the Division Plan. The Main Unit may also be a separate enterprise performing the tasks independently, in accordance with Article 55<sup>1</sup> of the Civil Code.

- 2.4. The Warsaw Branch is the organizationally, functionally and financially independent set of tangible and intangible assets, as well as liabilities of the Company under Division, intended to carry out certain business tasks on the co-called Warsaw market, that is rental of commercial space in the office building located at ul. Powsińska 64a in Warsaw and 15 garage spaces located in the adjacent building (hereinafter the "Powsińska Office Building"). The detailed scope of tasks performed by the Warsaw Branch is included in List no. 2 to the Division Plan. The Warsaw Branch may also be a separate enterprise performing the tasks independently, in accordance with Article 55<sup>1</sup> of the Civil Code.
- 2.5. As a result of the Division, the assets of the Company under Division in the form of the Main Unit shall be transferred to ING Bank Śląski S.A., and ING Bank Śląski S.A. shall assume the rights and obligations of the Company under Division associated with the Main Unit.
- 2.6. As a result of the Division, the assets of the Company under Division in the form of the Warsaw Branch shall be transferred to Solver Sp. z o.o., and Solver Sp. z o.o. shall assume the rights and obligations of the Company under Division associated with the Warsaw Branch.
- 2.7. The Company under Division shall be dissolved without the winding-up proceedings on the day of its removal from the National Court Register (hereinafter the "Division Day"). Removal of the Company under Division from the register shall take effect *ex officio*, immediately after the registration of the increase in the share capital of Solver Sp. z o.o.
3. Since ING Bank Śląski S.A. is the sole shareholder of the Company under Division, and having regard to Article 550 of the Commercial Companies and Partnerships Code, there shall not be any increase in the share capital of ING Bank Śląski S.A. in order to issue shares in exchange for the part of the assets of Centrum Banku Śląskiego Sp. z o.o. transferred to ING Bank Śląski S.A. in the form of an organised part of an enterprise of Centrum Banku Śląskiego Sp. z o.o. – the Main Unit.
4. As a result of the Division, the share capital of Solver Sp. z o.o. shall be increased from PLN 9,562,000.00 to PLN 15,292,500.00 by the amount of PLN 5,730,500.00 through the issue of 11,461 new shares with a nominal value of PLN 500.00 each. In exchange for the transfer of the part of the assets of Centrum Banku Śląskiego Sp. z o.o. in the form of an organised part of an enterprise of Centrum Banku

Śląskiego Sp. z o.o. – the Warsaw Branch to Solver Sp. z o.o., ING Bank Śląski S.A. as the sole shareholder of Centrum Banku Śląskiego Sp. z o.o. shall receive all new shares in the increased share capital of Solver Sp. z o.o. Each of the shares in the increased share capital of Solver Sp. z o.o. shall be acquired by ING Bank Śląski S.A. at a price of PLN 797.87, and excess value over the nominal value (share premium) amounting to PLN 3,413,888.07 shall be added to the supplementary capital of Solver Sp. z o.o. In order to compensate for the differences arising from the settled share exchange ratio, ING Bank Śląski S.A. shall contribute to Solver Sp. z o.o. an additional payment in total amount of PLN 80.66.

5. Detailed manner of performing the Division is determined in the Division Plan as agreed by Centrum Banku Śląskiego Sp. z o.o., ING Bank Śląski S.A. and Solver Sp. z o.o. on 11 February 2014.

§ 2

The General Meeting of ING Bank Śląski S.A. hereby give consent to the [Division Plan of the Company under Division](#) as enclosed herewith.

§ 3

The General Meeting of ING Bank Śląski S.A. hereby give consent to the following proposed amendments to the Deed of Solver Sp. z o.o.:

- a) § 7 shall be worded as follows:

„§ 7

“The share capital of the Company amounts to PLN 15,292,500.00 (fifteen million two hundred ninety-two thousand five hundred zlotys) and is divided into 30,585 (thirty thousand five hundred eighty-five) shares with a nominal value of PLN 500.00 (five hundred zlotys) each.”

- b) § 10 item 2) shall be worded as follows:

“2) ING Bank Śląski S.A. with its registered office in Katowice – 27,200 (twenty-seven thousand two hundred) shares with a nominal value of PLN 500.00 (five hundred zlotys) each and total value of PLN 13,600,000.00 (thirteen million six hundred thousand zlotys).”

§ 4

The General Meeting of ING Bank Śląski S.A. hereby oblige the Management Board of ING Bank Śląski S.A. to take all actions within their powers necessary to implement this resolution and to carry out the Division of the Company under Division.

§ 5

This Resolution shall come into force on the date of its adoption.

Draft

**Resolution no. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on amendments to the Charter of ING Bank Śląski S.A.**

§ 1

Pursuant to Article 430 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. resolve on the following amendments to the Charter of the Bank:

1. § 8 section 2 item 11) shall be worded as follows:

“11) providing payment services,”

2. § 8 section 3 item 11) shall be worded as follows:

“11) providing other financial services, including:

- a) underwriting services,
- b) leasing services,
- c) factoring services,
- d) forfeiting services,
- e) intermediation in respect of services set out in items a) to d) above,
- f) insurance brokerage,
- g) agency in securities lending and borrowing,”

§ 2

The amendments to the Charter within the scope set out in § 1 shall require permission of the Polish Financial Supervision Authority.

Draft

**Resolution no. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

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

§ 1

Pursuant to Article 430 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. resolve on the following amendment to the Charter of the Bank:

- § 8 section 2 item 7) shall be worded as follows:

“7) issuing electronic money,”

§ 2

The amendment to the Charter within the scope set out in § 1 shall require permission of the Polish Financial Supervision Authority.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 kwietnia 2014**

**on determining the number of the Supervisory Board Members.**

Pursuant to Article 385 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and § 19 section 2 of the Bank’s Charter, the General Meeting of ING Bank Śląski S.A. hereby resolve that the Supervisory Board of the ING Bank Śląski Spółka Akcyjna shall consist of seven Members.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on appointing the Supervisory Board Member for a new term of office.**

Pursuant to Article 22 §2 of the Banking Law Act of 29 August 1997 and §19 section 1 of the Bank’s Charter, the General Meeting of ING Bank Śląski S.A. hereby appoint Ms./Mr. .... as a member of the Supervisory Board of ING Bank Śląski S.A.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 10 April 2014**

**on changing the remuneration of the Supervisory Board Members.**

§ 1

Pursuant to Article 392 §1 and Article 390 §3 of the Commercial Companies and Partnerships Code Act and §18 item 2 of the Bank’s Charter, the General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

It is resolved that the Supervisory Board members shall receive the following remuneration for holding positions in the Supervisory Board:

- |   |   |                     |
|---|---|---------------------|
| 1) Chair  | - | PLN 20,000 monthly, |
| 2) Chair of the Audit Committee   | - | PLN 14,500 monthly, |
| 3) Deputy Chair, Secretary and Members<br>chairing other Board Committees | - | PLN 12,500 monthly, |
| 4) Member   | - | PLN 10,000 monthly. |

§ 2

This Resolution shall come into force upon adoption.

### 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](http://www.ingbank.pl) under “English Info”: “Investor Relations/ General Meeting/ General Meeting 2014.”

To view the transmission of the General Meeting, shareholders should have equipment that meets the following technical requirements:

- Internet connection with 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.*