

2014-04-03 Report no. 02/2014 (EIB): Candidates for the Supervisory Board.

Referring to the agenda of the Ordinary General Meeting of ING Bank Śląski S.A., which was presented in the current report no. 6/2014 and which provides for the appointment of Members of the Bank Supervisory Board for a new term of office, the Management Board of ING Bank Śląski S.A. hereby give notice that ING Bank N.V. which is the strategic shareholder of the Bank announced today its intention to propose the following candidates to the Ordinary General Meeting of ING Bank Śląski S.A. which is set to be held on 10 April 2014:

- 1) Mr. Brunon Bartkiewicz,
- 2) Mr. Roland Boekhout,
- 3) Mr. Aleksander Galos,
- 4) Mr. Nicolaas Cornelis Jue,
- 5) Mr. Adrianus Johannes Antonius Kas (Ad Kas),
- 6) Mr. Aleksander Kutela,
- 7) Mr. Antoni Reczek.

The candidates have the educational background, qualifications and professional experience that allow them to perform the function of the Supervisory Board Members.

Furthermore, Messrs. Aleksander Galos, Aleksander Kutela and Antoni Reczek meet the independence criteria that should be met by Independent Supervisory Board Members pursuant to the Charter and Bylaw of the Supervisory Board of ING Bank Śląski S.A.

The curriculum vitae of the candidates and draft resolutions of the Ordinary General Meeting of ING Bank Śląski S.A. on appointing the Supervisory Board Members for a new term of office are presented below.

Brunon Bartkiewicz

Education:

1986 Main School of Planning and Statistics in Warsaw
(currently, Warsaw School of Economics)
Foreign Trade Faculty
Master's degree in Economics

Professional experience:

2012 – present ING Bank N.V., Head of ING Retail Banking International,
Rest of Europe: France, Italy, Spain, Poland, Turkey, Romania

2010 – 2012 ING Direct Head Office, General Manager

2004 – 2009 ING Bank Śląski S.A., President of Management Board

2000 – 2004 ING Direct N.V., Head Office Amsterdam
General Manager, ING Direct;

Member of Executive Committee, ING Direct N.V.

- 1991 – 2000 Bank Śląski S.A.
05.1995 – 06.2000 President of the Management Board
03.1994 – 05.1995 First Vice-President, performing the function of Executive President
04.1992 – 03.1994 Member of Management Board
04.1991 – 04.1992 Bank Executive Director
Supervisory Boards of CERA, BSK Brokerage House, ING BSK Asset Management, NN-P
- 1990 – 1991 Penetrator S.A. Cracow, Executive Vice-President
- 1986 – 1990 Digital Laboratories International S.A. Warsaw-Cracow
- 1986 – 1989 Main School of Planning and Statistics in Warsaw

Roland Boekhout

Education:

- Master's degree from business administration studies at the University of Erasmus in Rotterdam, Netherlands
- the General Management Programme-CEDEP at INSEAD in Fontainebleau, France

Professional experience:

- 2010 – present CEO of ING-DiBa and member of Banking Management Team in ING Group
- 2008 CEO of ING Commercial Banking Central and Eastern Europe – responsible for the performance of 11 countries that form ING commercial banking area in Central and Eastern Europe
- 2007 CEO of RVS Insurance reporting directly to the Executive Board of ING Group
- 2004 General Manager of ING Retail/ Sales RVS and member of the Management Board Retail in the Netherlands
- 2000 - 2001 Chief Financial Officer and Chief Strategy Officer at ING Insurance in Mexico. Next, member of the Executive Board at ING Commercial America Mexico
- 1999 Member of the Executive Committee of ING Barings responsible for Debt Capital Management and Cash Management
- 1997 Corporate Banking Director at ING Barings in Warsaw

1993 ING Capital Holdings, New York – responsible for Account Management
1991 Senior Credit Analyst at ING Bank
1988 Unilever, Netherlands

Other activities:

Member of the Leadership Council, which groups Top-20 managers at ING Group

Aleksander Galos

Education:

2009 – 2010 Warsaw School of Economics
Post-graduate studies in Accounting (without diploma)
2008 – 2009 Warsaw School of Economics
Post-graduate studies in Management (with diploma)
1994 Circuit Chamber of Legal Counsels in Warsaw
Legal Counsel
1986 – 1988 Kraków District Court
Judge apprenticeship training and Judge Exam
1979 – 1984 Jagiellonian University, Kraków
Law degree at the School of Law and Administration

Professional experience:

2011 – present PGE Energia Jądrowa S.A.
Director of the Legal Office
2009 – present Stalexport Autostrady S.A.
Deputy Chair of the Supervisory Board
2008 – 2010 Eko-Park S.A.
Vice-President of the Management Board
2007 – present Judge of the Stock Exchange Court at the Warsaw Stock Exchange
2005 – present Judge of the Arbitration Court at the Polish Power Exchange
2002 – 2011 Bank Zachodni WBK S.A.
Member of the Supervisory Board
2001 – 2007 Kancelaria Prawna Hogan & Hartson M. Jamka, A. Galos i Wspólnicy,

- Spółka Komandytowa (Law Firm), Warsaw
Legal Counsel, Managing Partner, General Partner
- 2000 – 2001 PKO BP S.A.
Member of the Supervisory Board
- 1994 – 2001 Hogan & Hartson Sp. z o.o., Warsaw
Legal Counsel, Managing Partner
- 1992 – 1993 The Office of the Ministry of Prime Minister's Office (URM)
Director
- 1984 – 1992 Jagiellonian University, Kraków
Assistant Lecturer at the School of Law and Administration

Nicolaas Cornelis Jue

Education:

- 1998 Master of Marketing degree (cum laude) at the University of Tilburg
- 1989 Master's Degree in Business Administration at the Erasmus University in Rotterdam

Professional experience:

- 09.2010 – present CEO ING Netherlands
- 01.2008 – present Chairman Board ING Netherlands
- 07.2006 – 09.2010 CEO ING Retail Netherlands. Additionally Managing Director of the Retail Works Council and Managing Director of the Central Works Council
- 10.2003 – 06.2006 General Manager for Corporate Communications & Affairs at ING Group. Next, Managing Director Corporate Communications & Affairs ING Group
- Since 1993 Head of Marketing for Savings at Postbank and subsequently various other management positions at Postbank and ING in the Netherlands and Belgium

Ad Kas

Education:

- Master's Degree in Business Law, State University of Utrecht, the Netherlands

Professional experience:

- 03.2013 – present Chief Risk Officer, ING Direct N.V.
Head of Risk Control&Coordination, Retail Banking
- 02.2008 – 03.2013 Chief Credit Officer, ING Turkey (Istanbul)
- 07.2005 – 02.2008 Head of General Lending Products, Central and Eastern Europe (Head Office ING Amsterdam)
- 10.2004 – 05.2005 Interim Head of Risk Management, Central and Eastern Europe (Head Office ING Amsterdam)
- 11.2000 – 07.2005 Head of Corporate Risk Assessment, Central and Eastern Europe (Head Office ING Amsterdam)
- 12.1996 – 11.2000 Senior Account Manager, Credit Restructuring Department / Corporate Accounts (Head Office ING Amsterdam)
- 09.1988 – 12.1996 (Senior) Relationship Manager, Wholesale Banking (NMB / ING Tilburg branch)
- 09.1984 – 09.1988 Tax Collector, Ministry of Finance (Rotterdam and Dordrecht)

Aleksander Kutela

Education:

- 2005 Harvard Business School
The General Management Program
- 1996 University of Economics, Kraków
Faculty of International Business and Politics
Master of Economics

Professional experience:

- 2011 – present HBO Central Europe Programming
Managing Director (Board Member)
- 2006 – present HBO Europe (Brand Management)
Senior Vice-President
- 2006 – 2008 HBO Central Europe (Brand Management and Original Production)
Senior Vice-President
- 2002 – present HBO Poland
President of the Management Board

- 1998 – 2000 HBO Poland
Sales and Marketing Director
- 1995 – 1996 World Entertainment News Network
Representative in Poland

Antoni Reczek

Education:

- Strathclyde University, Glasgow, Scotland
Master's degree in Economics

Professional experience:

- 2008 – 2013 PricewaterhouseCoopers Sp. z o.o. (PwC)
Member of the European Forum for Audit Quality (EFAQ)
- 2000 – 2013 PricewaterhouseCoopers Sp. z o.o. (PwC)
Regional Leader for Regulatory Matters
- 1995 – 2000 PricewaterhouseCoopers Sp. z o.o. (PwC)
Leader of the Regional Financial Sector Service Team
- 1994 – 2011 PricewaterhouseCoopers Sp. z o.o. (PwC)
Leader of the Corporate Financial Sector Service Team
- 1991 – 2013 PricewaterhouseCoopers Sp. z o.o. (PwC)
President of the Management Board
- 1991 – 2013 PricewaterhouseCoopers Sp. z o.o. (PwC)
Partner
- 1991 – 1994 PricewaterhouseCoopers Sp. z o.o. (PwC)
Leader in the Audit Section

Other activities:

- 2012 – present President of the British-Polish Chamber of Commerce
- 2010 – present Member of the Financial Committee of the Auschwitz-Birkenau Foundation
- 2008 – 2011 Member of the Council of the Polish Chamber of Certified Auditors
- 2006 – present Participation in the works of the Auditing Working Party of the Federation of European Accountants (FEE)
- 2006 – 2010 Chairman of the Polish Financial Auditing Standards Committee

2006 – 2009	Member of the working groups of the Committee of European Securities Regulators (CESR) and European Financial Reporting Advisory Group (EFRAG)
2006 – 2008	Member of the Proactive Accounting Activities in Europe (PAAiNE)
2005 – 2011	Member of the Polish Accounting Standards Committee
2002 – 2004	Member of the Advising Committee for the Integration with the European Union at the Council of Ministers
1994	Auditor of the issue of participation shares in the National Investment Funds
1993 – present	Chartered Auditor of the Republic of Poland
1991	Founder of Coopers & Lybrand in Poland
1983 – present	Chartered Accountant (C.A.) of the Institute of Chartered Accountants of Scotland

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 Mr. Brunon Bartkiewicz as a member of the Supervisory Board of ING Bank Śląski S.A.

Draft

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of the Ordinary General Meeting
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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 Mr. Roland Boekhout as a member of the Supervisory Board of ING Bank Śląski S.A.

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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 Mr. Aleksander Galos as a member of the Supervisory Board of ING Bank Śląski S.A.

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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 Mr. Nicolaas Cornelis Jue as a member of the Supervisory Board of ING Bank Śląski S.A.

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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 Mr. Adrianus Johannes Antonius Kas as a member of the Supervisory Board of ING Bank Śląski S.A.

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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 Mr. Aleksander Kutela as a member of the Supervisory Board of ING Bank Śląski S.A.

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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 Mr. Antoni Reczek as a member of the Supervisory Board of ING Bank Śląski S.A.

Legal grounds: Chapter II section 1 item 5) of the Best Practices of the WSE Listed Companies.