

2014-05-07 Report no. 15/2014: Update on concluding the Letter of Intent with ING Continental Europe Holdings B.V.

The Management Board of ING Bank Śląski S.A. (the Bank) give notice that on 06 May 2014 the Bank and ING Continental Europe Holdings B.V. (NN CEH) entered into a non-binding agreement (Letter of Intent) regarding the sale of 20% of the shares in ING Powszechne Towarzystwo Emerytalne S.A. (ING PTE) held by the Bank to NN CEH which currently holds 80% of the shares of ING PTE.

ING PTE manages Otwarty Fundusz Emerytalny ING (ING OFE) and Dobrowolny Fundusz Emerytalny (ING DFE).

The Parties expect to enter into a binding agreement of share sale, on arm's length basis, in Q4 2014. Should such a transaction take place, it will require the approval of the Polish Financial Supervision Authority.

The initial sale price provided for in the Letter of Intent was set to be approx. PLN 242 million and it equals the independent valuation of that block of shares. This price will be adjusted for dividends paid by ING PTE for 2013 and 2014, the actual number of fund's participants, who will declare to continue transferring some part of their pension contribution to ING OFE (customer retention rate) as at the end of 2014 and the financial result for 2014. The so-determined price will be additionally supported by an independent fairness opinion.

Under the Letter of Intent, the sale price may be further adjusted should there be a decision by the Polish Constitutional Court relating to the pension fund reform or amendments to the legislation as regards open-ended pension funds, which may ensue due to the above-mentioned decision or an appeal to such a Court, or any amounts received by ING PTE following the decision or ruling of a relevant authority or a settlement following the said Court's decision or amendment to the legislation. In that case, the Parties envisage preparing a new fairness opinion.

Legal grounds: Article 56 section 1 item 1) of Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies.