

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 402¹ of the Commercial Companies and Partnerships Code

on **31 March 2015 at 12:00 noon.**

in the auditorium of ING Bank Śląski S.A. Head Office in Katowice at ul. Sokolska 34, with the following proposed 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 of the General Meeting,
5. presenting reports by the Bank authorities for 2014, 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 2014 and ended 31 December 2014,
 - b) reviewing and approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2014, 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 2014 and ended 31 December 2014,
 - 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 2014,
 - e) acknowledgement of fulfilment of duties by the members of the Bank Management Board for the year 2014,
 - f) acknowledgement of fulfilment of duties by the members of the Supervisory Board for the year 2014,

- g) distribution of profit for the year 2014,
- h) dividend payout for the year 2014,
- i) Report on Observance of *Principles of Corporate Governance for Supervised Institutions* at ING Bank Śląski S.A.,
- j) amendments to the *Charter of ING Bank Śląski S.A.*,
- k) changing the remuneration of the Supervisory Board Members,
- l) changes on the Supervisory Board,

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 following details for the information of the Shareholders:

1. § 19 section 3 shall be worded as follows:

“3. In the Supervisory Board, there should be at least two Members who have no relationship with the Bank, its shareholders, or employees, where the said relationship should be understood as the relationship that could have significant impact on the ability of such a member to make impartial decisions (Independent Members).”

The hitherto wording of § 19 section 3:

“3. In the Supervisory Board, there should be also Members who have no relationship with the Bank, its shareholders, or employees, where the said relationship should be understood as the relationship that could have significant impact on the ability of such a member to make impartial decisions (Independent Members).”

2. § 19 section 4 shall be worded as follows

“4. The criteria of independence for the Independent Members result from the *Best Practice for WSE Listed Companies* adopted by the Bank and are set out in detail in the Bylaw of the Supervisory Board.”

The hitherto wording of § 19 section 4:

“4. The minimum number of the Independent Members of the Supervisory Board and specific criteria of independence result from the *Best Practice for WSE Listed Companies* accepted by the Bank.”

3. The opening sentence of §25 section 1 shall be worded as follows:

“1. The Supervisory Board shall exercise permanent supervision of the Bank's activities in all areas. Apart from the rights and duties arising from the law, resolutions and recommendations of the financial supervision authority and provided

for in other stipulations hereof, the authority of the Supervisory Board shall include the following:”

The hitherto wording of the opening sentence in § 25 section 1:

“1. The Supervisory Board shall exercise permanent supervision of the Bank’s activities in all areas. Apart from the rights and duties arising from the law and provided for in other stipulations hereof, the authority of the Supervisory Board shall include the following:”

4. §25 section 1 item 4 shall be worded as follows:

“4) consenting to the Bank purchasing or selling shares and rights to shares or participation interests of other legal persons whenever the value of assets exceeds the PLN equivalent of EUR 25,000,000, or whenever the operation to be performed involves assets representing at least 50% of the initial capital of another legal person; consent of the Supervisory Board is not required where the Bank’s exposure arises from the conversion of debt claims, execution of the accepted collateral, or an underwriting service,”

The hitherto wording of § 25 section 1 item 4):

“4) consenting to the Bank purchasing or selling shares and rights to shares, participation interests of other legal persons whenever the value of assets exceeds the PLN equivalent of EUR 5,000,000, or whenever the operation to be performed involves assets representing at least 20% of the initial capital of another legal person; consent of the Supervisory Board – subject to the provisions of section 2 - is not required where the Bank’s exposure arises from the conversion of debt claims, execution of the accepted collateral, or an underwriting service,”

5. § 25 section 1 section 8) shall be worded as follows:

“8) selecting the entity authorised to audit the Bank’s financial statements, based on the recommendation of the Supervisory Board’s Audit Committee and giving advice as to the termination of the agreement with that entity,”

The hitherto wording of § 25 section 1 item 8):

“8) selecting the entity authorised to audit the Bank’s financial statements, based on the recommendation of the Supervisory Board’s Audit Committee,”

6. § 25 section 1 item 10) shall be worded as follows:

“10) giving consent to the Bank assuming an obligation or taking an action involving disposal of assets, where the value of a single transaction or the aggregated value of a series of transactions towards one entity or entities related to that entity exceeds 10% of the Bank’s own funds, subject to the provisions of items 4) and 11),”

The hitherto wording of § 25 section 1 item 10):

“10) consenting to concluding by the Bank of significant agreement with related entity of the Bank, ”

7. § 25 section 1 item 11) shall be worded as follows:

“11) consenting to the acquisition, sale or encumbrance by the Bank of a non-current asset of the value exceeding the PLN equivalent of EUR 25,000,000; the consent of the Supervisory Board – subject to the provisions of item 10 – is not required when the non-current asset is acquired by way of its takeover by the Bank being the creditor due to collection of the Bank’s receivables,”

The hitherto wording of § 25 section 1 item 11):

“11. consenting to the acquisition, sale or encumbrance by the Bank of a non-current asset of the value exceeding the PLN equivalent of EUR 5,000,000; the consent of the Supervisory Board – subject to the provisions of section 2 – is not required when the non-current asset is acquired by way of its takeover by the Bank being the creditor due to collection of the Bank’s receivables,”

8. § 25 section 1 item 12) shall be worded as follows:

“12) presenting to the ordinary General Meeting reports and evaluations as set out in the laws, recommendations of the regulator and other regulations adopted by the Bank,”

The hitherto wording of § 25 section 1 item 12):

“12) presenting to the ordinary General Meeting a concise evaluation of the Bank’s standing that takes account of the appraisal of the internal audit system and risk management system regarding the key risks for the Bank, and reports on the activities of the Supervisory Board and its committees in the financial year inclusive of the appraisal of the Supervisory Board’s work in that period,”

9. The final sentence in § 25 section 1 shall be deleted.

The hitherto wording of the final sentence in § 25 section 1:

“The terms: ‘Significant Agreement’, the ‘Dominant Entity’, a ‘Subsidiary’ and a ‘Related Entity’ as used herein shall have the same meaning as assigned to them in the provisions governing the informational obligations of public companies.”

10. § 25 section 2 shall be worded as follows:

“2. The powers of the Supervisory Board also include giving advice on the conclusion of agreements with entities related to the Bank within the meaning of the regulations concerning the disclosure duties of listed companies, where the agreements concern assuming obligations or disposal of assets with the value exceeding 5% of the Bank’s own funds, and other agreements with such entities that may have a material impact on the Bank’s financial or legal standing; the Supervisory Board may determine the types of agreement that require its advice.”

The hitherto wording of § 25 section 2:

“2. Resolutions of the Supervisory Board are also required in the case of the Bank’s activities referring to other property rights, should their value exceed one-tenth of the Bank’s own funds.”

11. § 25 section 3 shall be worded as follows:

“3. The Supervisory Board may execute their powers mentioned under section 1 item 10 also by granting their consent to the conclusion of legal transactions with certain entities if such transactions meet the preconditions stipulated under the above mentioned section, without separate consent of the Supervisory Board to individual transactions. In such a case, the Management Board shall be obliged to inform the Supervisory Board about the transactions concluded based thereon at the nearest session of the Supervisory Board.”

The hitherto wording of § 25 section 3:

“3. The Supervisory Board may execute their powers mentioned under section 1 item 10 and section 2 also by granting their consent to the conclusion of legal transactions with certain entities if such transactions meet the preconditions stipulated under above mentioned sections, without separate consent of the Supervisory Board to individual transactions. In such a case, the Management Board shall be obliged to inform the Supervisory Board about the transactions concluded based thereon at the nearest session of the Supervisory Board.”

12. § 36 shall be worded as follows:

“§ 36

1. The Bank’s own funds shall be the sum of its Tier I capital and Tier II capital.
2. The Bank’s own funds shall be established pursuant to the principles set out in the applicable laws.”

The hitherto wording of § 36:

“§ 36.

The Bank’s own funds consist of:

- 1) core funds;

2) supplementary funds in the amount not higher than the core funds.

2. The core funds consist of:

- 1) paid in and registered initial capital;
- 2) supplementary capital;
- 3) reserve capital;
- 4) general risk fund for unidentified risk related to banking operations,
- 5) retained profit of previous years,
- 6) profit in the approval process and net profit of the current reporting period calculated pursuant to applicable accounting standards, upon taking account of limitations arising from the Banking Law,
- 7) other items of the Bank balance sheet determined by the Polish Financial Supervision Authority,

- less items determined in the Banking Law Act.

3. The supplementary funds shall be established pursuant to the principles determined in the Banking Law Act.”

13. Chapter XI. Final Provisions shall be deleted.

The hitherto wording of Chapter XI. Final Provisions:

“XI. Final Provisions.

§ 45.

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

Pursuant to the requirements of Article 402² 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 402² 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 10 March 2015 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

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 402² 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 402² 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 402² 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 2015".

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 by 3:00pm CET on or before 30 March 2015.

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 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 402² item 2 letter f) of the Commercial Companies and Partnerships Code)

In keeping with report no. 1/2015 (EIB) of 2 March 2015 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 402² 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 402² item 3 of the Commercial Companies and Partnerships Code)

The registration date for the participation in General Meeting is 15 March 2015.

9. Right to participate in General Meeting (Article 402² item 4 of the Commercial Companies and Partnerships Code)

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. 15 March 2015),
- b) they submit a request, between 03 March and 16 March 2015, 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 26 March, 27 March and 30 March 2015. 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 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 2015."

11. Website address (Article 402² 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 2015."

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 31 March 2015**

on electing the Chair of the General Meeting.

Pursuant to Article 409 §1 of the Commercial Companies and Partnerships Code of 15 September 2000, 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 31 March 2015**

on reviewing and approving the Annual Financial Statements of ING Bank Śląski S.A. for the period started 1 January 2014 and ended 31 December 2014.

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 2014 and ended 31 December 2014 including:

1. the profit and loss account for the period started 1 January 2014 and ended 31 December 2014, with net profit of PLN 1,067.9 million,
2. the statement on total income for the period started 1 January 2014 and ended 31 December 2014,
3. the statement on financial standing made as at 31 December 2014, with total assets and liabilities and equity of PLN 96,742.4 million,
4. the statement of changes in equity for the period started 1 January 2014 and ended 31 December 2014,
5. the cash flow statement for the period started 1 January 2014 and ended 31 December 2014,
6. accounting policies and additional explanatory notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on reviewing and approving the Management Board's Report on the Operations of ING Bank Śląski S.A. in the year 2014, 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 2014.

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 2014, 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 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

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 2014 and ended 31 December 2014.

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 2014 and ended 31 December 2014 including:

1. the consolidated profit and loss account for the period started 1 January 2014 and ended 31 December 2014, with net profit attributable to the shareholders of the dominant entity of PLN 1,040.7 million,
2. the consolidated statement on total income for the period started 1 January 2014 and ended 31 December 2014,
3. the consolidated statement on financial standing made as at 31 December 2014 with total assets and liabilities and equity of PLN 99,860.7 million,
4. the statement of changes in consolidated equity for the period started 1 January 2014 and ended 31 December 2014,
5. the consolidated cash flow for the period started 1 January 2014 and ended 31 December 2014,
6. accounting policies and additional explanatory notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

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 2014.

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 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the President of the Bank Management Board in the year 2014.

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. Małgorzata Kołakowska – President of the Management Board

between 01 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting**

of ING Bank Śląski Spółka Akcyjna of 31 March 2015

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Chair of the Supervisory Board in the year 2014.

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 January 2014 and 10 April 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in the year 2014.

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 January 2014 and 10 April 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in the year 2014.

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 January 2014 and 10 April 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Chairman of the Supervisory Board in the year 2014.

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. Antoni Reczek – Chairman of the Supervisory Board

between 10 April 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Deputy Chairman of the Supervisory Board in the year 2014.

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 Chairman of the Supervisory Board

between 01 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in the year 2014.

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. Aleksander Galos – Secretary to the Supervisory Board

between 10 April 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in the year 2014.

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 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in the year 2014.

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 01 January 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in the year 2014.

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. Aleksander Kutela – Member of the Supervisory Board

between 10 April 2014 and 31 December 2014.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on distribution of profit for the year 2014.

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 2014 in accordance with the following specification:

	<i>(in PLN)</i>
1. gross profit	1,335,943,802.77
2. fiscal charges	268,062,153.15
3. net profit	1,067,881,649.62
a) reserve capital	497,481,649.62
b) general risk reserve	50,000,000.00
c) dividend	520,400,000.00

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on dividend payout for the year 2014.

Referring to Resolution no. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 31 March 2015 on distribution of profit for the year 2014, and in accordance with Articles 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 2014 in the total amount of PLN 520,400,000.00, that is PLN 4.00 per share in gross terms, in accordance with the following principles:
 - 1) 20 April 2015 shall be the date of record upon which the list of shareholders of record who are entitled to the dividend payment is determined (record date),
 - 2) The dividend shall be paid out on 5 May 2015 (payment date),
 - 3) The 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 31 March 2015**

on the Report on Observance of *Principles of Corporate Governance for Supervised Institutions* at ING Bank Śląski S.A.

Pursuant to §18 item 3) of the *Charter of ING Bank Śląski S.A.* and upon reviewing the Bank Management Board's Report on Observance at ING Bank Śląski S.A. of the *Principles of Corporate Governance for Supervised Institutions*, as adopted by the Polish Financial Supervision Authority during their meeting on 22 July 2014, hereinafter referred to as the *CG Principles*, together with the advice and the standpoint of the Supervisory Board, the General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

1. to accept the Report on Observance of *Principles of Corporate Governance for Supervised Institutions* at ING Bank Śląski S.A., as submitted by the Bank Management Board on 30 December 2014,
2. to the extent permitted by relevant laws and particularly taking into account legal and regulatory requirements towards the shareholders as well as its own interests or the interests of other stakeholders, to declare the readiness to apply the provisions of the *CG Principles* concerning the shareholders and the relationship of the Bank as a supervised institution with its shareholders, in particular the provisions of Chapter 2 of the *CG Principles*; however, where certain actions are demanded from the shareholders under certain circumstances set out in the *CG Principles*, the shareholders shall take their decisions while taking into consideration all statutory duties and all relevant facts and circumstances concerning the Bank, their own interests and those of other stakeholders.

This declaration does not give rise to any obligation on the part of the shareholders and may not be the basis for third parties to make any claims towards the shareholders.

By submitting this declaration, the Shareholders expect the Bank to abide by the financial, liquidity, capital and reporting requirements binding upon the Bank under the applicable laws as well as the relevant regulations which apply to the Bank as an entity operating within a capital group where the parent company is a foreign financial institution.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

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. In § 19 section 3, the word “also” after the words “In the Supervisory Board, there should be” shall be replaced with the phrase “at least two”; consequently, § 19 section 3 shall be re-worded as follows:

“3. In the Supervisory Board, there should be at least two Members who have no relationship with the Bank, its shareholders, or employees, where the said relationship should be understood as the relationship that could have significant impact on the ability of such a member to make impartial decisions (Independent Members).”

2. §19 section 4 shall be re-worded as follows:

“4. The criteria of independence for the Independent Members result from the *Best Practice for WSE Listed Companies* adopted by the Bank and are set out in detail in the Bylaw of the Supervisory Board.”

3. In the opening sentence of §25 section 1,

- a. after the words “arising from the law” there shall be a comma followed by the words “resolutions and recommendations of the financial supervision authority”; consequently, the opening sentence of §25 section 1 shall be re-worded as follows:

“1. The Supervisory Board shall exercise permanent supervision of the Bank’s activities in all areas. Apart from the rights and duties arising from the law, resolutions and recommendations of the financial supervision authority and provided for in other stipulations hereof, the authority of the Supervisory Board shall include the following:”

- b. in item 4):

- the comma after the words “rights to shares” shall be replaced by the word “or”,
- the amount “ EUR 5,000,000” shall be replaced by the amount “EUR 25,000,000”,
- the figure “20%” after the words “involves assets representing at least” shall be replaced by the figure “50%”,
- the words “- subject to the provisions of section 2 -” after the words “consent of the Supervisory Board” shall be deleted;

consequently, §25 section 1 item 4 shall be re-worded as follows:

“4) consenting to the Bank purchasing or selling shares and rights to shares or participation interests of other legal persons whenever the value of assets exceeds the PLN equivalent of EUR 25,000,000, or whenever the operation to be performed involves assets representing at least 50% of the initial capital of another legal person; consent of the Supervisory Board is not required where the Bank’s exposure arises from the conversion of debt claims, execution of the accepted collateral, or an underwriting service,”

- c. in item 8), the following words “and giving advice as to the termination of the agreement with that entity” shall be added after the words “based on the recommendation of the Supervisory Board’s Audit Committee”; consequently, §25 section 1 item 8 shall be worded as follows:

“8) selecting the entity authorised to audit the Bank’s financial statements, based on the recommendation of the Supervisory Board’s Audit Committee and giving advice as to the termination of the agreement with that entity,”

- d. item 10 shall be re-worded as follows:

„10) giving consent to the Bank assuming an obligation or taking an action involving disposal of assets, where the value of a single transaction or the aggregated value of a series of transactions towards one entity or entities related to that entity exceeds 10% of the Bank’s own funds, subject to the provisions of items 4) and 11),”

- e. in item 11), the amount “EUR 5,000,000” shall be replaced by the amount “EUR 25,000,000”, and the reference to “section 2” after the words “subject to the provisions of” shall be replaced by a reference to “item 10”; consequently, §25 section 1 item 11) shall be re-worded as follows:

“11) consenting to the acquisition, sale or encumbrance by the Bank of a non-current asset of the value exceeding the PLN equivalent of EUR 25,000,000; the consent of the Supervisory Board – subject to the provisions of item 10 – is not required when the non-current asset is acquired by way of its takeover by the Bank being the creditor due to collection of the Bank’s receivables,”

- f. item 12 shall be re-worded as follows:

“12) presenting to the ordinary General Meeting reports and evaluations as set out in the laws, recommendations of the regulator and other regulations adopted by the Bank,”

- g. the final sentence commencing with the words: “The terms...” shall be deleted.

4. Article 25 section 2 shall read:

“2. The powers of the Supervisory Board also include giving advice on the conclusion of agreements with entities related to the Bank within the meaning of the regulations concerning the disclosure duties of listed companies, where the agreements concern assuming obligations or disposal of assets with the value exceeding 5% of the Bank’s own funds, and other agreements with such entities that may have a material impact on the Bank’s financial or legal standing; the Supervisory Board may determine the types of agreement that require its advice.”

5. In § 25 section 3, the words “and section 2” after the words “The Supervisory Board may execute their powers mentioned under section 1 item 10” shall be deleted, and the word “sections” after the words “preconditions stipulated in the above mentioned sections” shall be replaced by the word “section”; consequently, § 25 section 3 shall be re-worded as follows:

“3. The Supervisory Board may execute their powers mentioned under section 1 item 10 also by granting their consent to the conclusion of legal transactions with certain entities

if such transactions meet the preconditions stipulated under the above mentioned section, without separate consent of the Supervisory Board to individual transactions. In such a case, the Management Board shall be obliged to inform the Supervisory Board about the transactions concluded based thereon at the nearest session of the Supervisory Board.”

6. § 36 shall be re-worded as follows:

“§ 36

1. The Bank’s own funds shall be the sum of its Tier I capital and Tier II capital.
2. The Bank’s own funds shall be established pursuant to the principles set out in the applicable laws.”

7. Chapter XI. Final Provisions shall be deleted.

§ 2

The amendments to the *Charter* as set out in § 1 sections 1 to 6 require permission of the Polish Financial Supervision Authority.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on changing the remuneration of the Supervisory Board Members.

§ 1

Pursuant to Article 392 §1 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, as of January 2015, the Supervisory Board members shall receive the following remuneration for holding their functions on the Supervisory Board:

- | | | |
|--|---|---------------------|
| 1) Chairman | - | PLN 22,600 monthly, |
| 2) Chairman of the Audit Committee | - | PLN 16,300 monthly, |
| 3) Deputy Chairman, Secretary and Members
chairing other Board Committees | - | PLN 14,100 monthly, |
| 4) Member | - | PLN 11,300 monthly. |

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**

on the changes on the Supervisory Board.

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.

13. Other information

The Management Board hereby give notice that the General Meeting will be transmitted over the Internet by Unicomp-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 2015."

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.