

**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.