

**2015-03-31 Report No. 9/2015: Resolutions of the Ordinary General Meeting of ING Bank Śląski S.A.**

The Management Board of ING Bank Śląski S.A. give public notice of the content of the resolutions passed by the Ordinary General Meeting of ING Bank Śląski S.A. held on 31 March 2015.

*As part of item 2 of the Meeting Agenda:*

**Resolution No. 1  
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. Janusz Fiszer as the Chair of the Ordinary General Meeting.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,530,389 votes “for”,

0 votes “against”,

0 “abstained” votes.

The resolution was passed by secret ballot.

*As part of item 6 letter a) of the Meeting Agenda:*

**Resolution No. 2  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% % of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by open ballot.

*As part of item 6 letter b) of the Meeting Agenda:*

**Resolution No. 3  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by open ballot.

*As part of item 6 letter c) of the Meeting Agenda:*

**Resolution No. 4  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,453,513 votes “for”,

0 votes “against”,

76,876 “abstained” votes.

The resolution was passed by open ballot.

*As part of item 6 letter d) of the Meeting Agenda:*

**Resolution No. 5  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,453,513 votes “for”,

0 votes “against”,

76,876 “abstained” votes.  
The resolution was passed by open ballot.

*As part of item 6 letter e) of the Meeting Agenda:*

**Resolution No. 6  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 7  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 8  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 9  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 10  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 11  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 12  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

*As part of item 6 letter f) of the Meeting Agenda:*

**Resolution No. 13  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 14  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 15  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 16  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 17  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 18  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 19  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 20  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,  
73,264 “abstained” votes.  
The resolution was passed by secret ballot.

**Resolution No. 21  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

**Resolution No. 22  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,457,125 votes “for”,

0 votes “against”,

73,264 “abstained” votes.

The resolution was passed by secret ballot.

*As part of item 6 letter g) of the Meeting Agenda:*

**Resolution No. 23  
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

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,500,389 votes “for”,

0 votes “against”,

30,000 “abstained” votes.

The resolution was passed by open ballot.

*As part of item 6 letter h) of the Meeting Agenda:*

**Resolution No. 24  
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. 23 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. 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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,500,389 votes “for”,

0 votes “against”,

30,000 “abstained” votes.

The resolution was passed by open ballot.

*As part of item 6 letter i) of the Meeting Agenda:*

### **Resolution No. 25 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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,500,389 votes “for”,

0 votes “against”,

30,000 “abstained” votes.

The resolution was passed by open ballot.

*As part of item 6 letter j) of the Meeting Agenda:*

**Resolution No. 26  
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.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

103,895,777 votes “for”,

0 votes “against”,

7,634,612 “abstained” votes.

The resolution was passed by open ballot.

*As part of item 6 letter k) of the Meeting Agenda:*

**Resolution No. 27  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 31 March 2015**



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

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. |

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

111,496,777 votes "for",

3,612 votes "against",

30,000 "abstained" votes.

The resolution was passed by open ballot.

*As part of item 6 letter l) of the Meeting Agenda:*

### **Resolution No. 28 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 Mr. Diederik van Wassenaer as a member of the Supervisory Board of ING Bank Śląski S.A.

Valid votes were cast out of 111,530,389 shares representing 85.72% of the share capital of ING Bank Śląski S.A.

The total number of valid votes was 111,530,389 including:

110,442,534 votes "for",

1,043,629 votes "against",

44,226 "abstained" votes.

The resolution was passed by secret ballot.

Legal grounds: §38 section 1 items 7) and 11) of the Ordinance of the Minister of Finance dated 19 February 2009 on current and periodical information provided by securities issuers and conditions for recognising as equivalent the information required by law of a non-Member State (Journal of Laws No. 33, item 259, as amended).