

## APPENDIX No 1a to ING Securities S.A. Division Plan

### *Draft resolution of the general meeting of ING Securities S.A. on the division of ING Securities S.A.*

#### Resolution No [•] of the Annual General Meeting of ING Securities S.A. of [•] [•] 2016

#### on the division of ING Securities S.A.

Pursuant to Article 541 of the Act of 15 September 2000 – Commercial Companies Code (“CCC”), the Annual General Meeting of ING Securities Spółka Akcyjna with its registered office in Katowice (“**Company Being Divided**” or “**ING Securities**”) resolves as follows:

#### § 1

1. It is resolved to divide ING Securities in the manner specified in Article 529 § 1 section 1 CCC (division by acquisition), by transferring all assets of ING Securities to other companies (hereinafter jointly referred to as “**Acquiring Companies**”), i.e.:
  - a) to ING Bank Śląski Spółka Akcyjna with its registered office in Katowice, postal code: 40-086, at ul. Sokolska 34, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000005459, NIP: 6340135475 („**ING Bank Śląski**”), and
  - b) to Nowe Usługi Spółka Akcyjna with its registered office in Katowice, postal code: 40-121, at ul. Chorzowska 50, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000511684, NIP: 6342828952 (“**Nowe Usługi**”) (“**Division**”).
2. The division of the Company Being Divided shall be effected taking into account the internal organisational structure of the Company Being Divided, comprising two organised parts of the enterprise, separated within the organisational structure of the Company Being Divided as of 1 September 2015 pursuant to the resolution of the Management Board of the Company Being Divided of 31 August 2015, in accordance with which the enterprise of the Company Being Divided comprises two undertakings being internal organisational units of the Company Being Divided, i.e.:
  - a) The Principal Undertaking, an organised part of the enterprise of the Company Being Divided comprising, in terms of organisation and finances, a separated group of tangible and intangible assets and liabilities of the Company Being Divided, designed for the implementation of economic tasks associated with the provision of brokerage services (whose detailed scope is presented in List No 1 to the Division Plan), referred to as the Brokerage Division (“**Principal Undertaking**”), and
  - b) The Auxiliary Undertaking, an organised part of the enterprise of the Company Being Divided comprising, in terms of organisation and finances, a separated group of tangible and intangible assets and liabilities of the Company Being Divided, designed for the implementation of economic tasks associated with educational and marketing activities (whose detailed scope is presented in List No 2 to the Division Plan), referred to as the Education and Promotion Department (“**Auxiliary Undertaking**”).

Both the Principal Undertaking and the Auxiliary Undertaking could represent independent enterprises in the subjective sense (in accordance with Article 55<sup>1</sup> of the Act of 23 April 1964 – Civil Code; i.e. Journal of Laws of 2014, item 121 as amended), implementing independently the tasks assigned to them.

3. The part of assets of the Company Being Divided forming the Principal Undertaking shall be transferred as part of the Division to ING Bank Śląski. As at the Division Date (in accordance with the definition below), ING Bank Śląski shall enter into the rights and obligations of the Company Being Divided associated with the business activity of the Principal Undertaking, as specified in the Division Plan (in accordance with the definition below).
4. The part of assets of the Company Being Divided forming the Auxiliary Undertaking shall be transferred as part of the Division to Nowe Usługi. As at the Division Date (in accordance with the definition below), Nowe Usługi shall enter into the rights and obligations of the Company Being Divided associated with the business activity of the Auxiliary Undertaking, as specified in the Division Plan (in accordance with the definition below).
5. The Company Being Divided shall be dissolved without conducting the liquidation procedure on the day of removal from the register of entrepreneurs of the National Court Register ("**Division Date**"). The Company Being Divided shall be removed from the register of entrepreneurs of the National Court Register *ex officio*, immediately after the entry by a competent district court of the increase in the share capital of Nowe Usługi.

## § 2

There is hereby approved the plan of division of ING Securities, and the appendices thereto, as agreed in writing between the Company Being Divided, ING Bank Śląski and Nowe Usługi on 2 February 2016 ("**Division Plan**"), attached as Appendix No 1 to this resolution.

## § 3

1. Given that ING Bank Śląski is the sole shareholder of ING Securities and having regard to the content of Article 550 § 1 CCC, it is not expected to increase the share capital of ING Bank Śląski, in connection with the Division, in order to issue to the sole shareholder of ING Securities the shares of ING Bank Śląski in exchange for the part of assets of ING Securities, being transferred as part of the Division to ING Bank Śląski, in the form of an organised part of the enterprise of ING Securities – the Principal Undertaking.
2. In connection with the Division, the share capital of Nowe Usługi shall be increased from PLN 100,000.00 (one hundred thousand) to PLN 267,000.00 (two hundred sixty seven thousand), by the amount of PLN 167,000.00 (one hundred sixty seven thousand), by the issue of 167 (one hundred sixty seven) new registered series B shares of the nominal value of PLN 1,000.00 (one thousand) each ("**Division Issue Shares**").
3. ING Bank Śląski, as the sole shareholder of ING Securities, shall acquire all newly issued 167 Division Issue Shares in the increased share capital of Nowe Usługi in exchange for the transfer, as part of the Division, to Nowe Usługi of the part of assets of ING Securities in the form of an organised part of the enterprise of ING Securities – the Auxiliary Undertaking.
4. Each of Division Issue Shares in the increased share capital of Nowe Usługi shall be acquired at the value of PLN 1,000.00 (one thousand), equal to their nominal value.
5. In order to compensate for the differences resulting from the Share Exchange Ratio determined, ING Bank Śląski shall effect an additional payment in favour of Nowe Usługi totalling PLN 169.87 (one hundred sixty nine 87/100).
6. The Division Issue Shares shall authorise to participate in the profit of Nowe Usługi from the Division Date.

## § 4

There are hereby approved the proposed amendments to the Statute of Nowe Usługi, reading as follows:

1. § 8 section 1 of the Statute shall now read as follows:

*„1. The share capital of the Company amounts to PLN 267,000.00 (two hundred sixty seven thousand) and is divided into:*

- a) 100 (one hundred) series A registered shares of the nominal value of PLN 1,000.00 (one thousand) each,*
- b) 167 (one hundred sixty seven) series B registered shares of the nominal value of PLN 1,000.00 (one thousand) each.”*

2. § 8 section 2 of the Statute shall now read as follows:

*„2. The share capital of the Company was covered in the following way:*

- a) all 100 (one hundred) series A registered shares, of the nominal value of PLN 1,000.00 (one thousand) each, were acquired in exchange for a cash contribution;*
- b) all 167 (one hundred sixty seven) series B registered shares, of the nominal value of PLN 1,000.00 (one thousand) each, were acquired as a result of the division of ING Securities S.A. with its registered office in Katowice, following which a part of assets of ING Securities S.A. with its registered office in Katowice was transferred to the Company, as the acquiring company.”*

## **§ 5**

The Management Board of ING Securities shall be obliged and authorised to take all factual and legal actions necessary to implement this resolution and carry out the Division of ING Securities.

## **§ 6**

The resolution shall come into effect as of the day of its adoption.

## APPENDIX No 1b to ING Securities S.A. Division Plan

### *Draft resolution of the general meeting of ING Bank Śląski S.A. on the division of ING Securities S.A.*

#### Resolution No [•] of the Annual General Meeting of ING Bank Śląski S.A. of [•] [•] 2016

#### on the division of ING Securities S.A.

Pursuant to Article 541 of the Act of 15 September 2000 – Commercial Companies Code (“CCC”), the Annual General Meeting of ING Bank Śląski Spółka Akcyjna with its registered office in Katowice (“**ING Bank Śląski**”) resolves as follows:

#### § 1

1. It is resolved to divide ING Securities Spółka Akcyjna with its registered office in Katowice, postal code: 40-086, at ul. Sokolska 34, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000074974, NIP: 6341981634 (“**Company Being Divided**” or “**ING Securities**”), in the manner specified in Article 529 § 1 section 1 CCC (division by acquisition), by transferring all assets of ING Securities to other companies (hereinafter jointly referred to as “**Acquiring Companies**”), i.e.:
  - a) to ING Bank Śląski, and
  - b) to Nowe Usługi Spółka Akcyjna with its registered office in Katowice, postal code: 40-121, at ul. Chorzowska 50, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000511684, NIP: 6342828952 (“**Nowe Usługi**”) (“**Division**”).
2. The division of the Company Being Divided shall be effected taking into account the internal organisational structure of the Company Being Divided, comprising two organised parts of the enterprise, separated within the organisational structure of the Company Being Divided as of 1 September 2015 pursuant to the resolution of the Management Board of the Company Being Divided of 31 August 2015, in accordance with which the enterprise of the Company Being Divided comprises two undertakings being internal organisational units of the Company Being Divided, i.e.:
  - a) The Principal Undertaking, an organised part of the enterprise of the Company Being Divided comprising, in terms of organisation and finances, a separated group of tangible and intangible assets and liabilities of the Company Being Divided, designed for the implementation of economic tasks associated with the provision of brokerage services (whose detailed scope is presented in List No 1 to the Division Plan), referred to as the Brokerage Division (“**Principal Undertaking**”), and
  - b) The Auxiliary Undertaking, an organised part of the enterprise of the Company Being Divided comprising, in terms of organisation and finances, a separated group of tangible and intangible assets and liabilities of the Company Being Divided, designed for the implementation of economic tasks associated with educational and marketing activities (whose detailed scope is presented in List No 2 to the Division Plan), referred to as the Education and Promotion Department (“**Auxiliary Undertaking**”).

Both the Principal Undertaking and the Auxiliary Undertaking could represent independent enterprises in the subjective sense (in accordance with Article 55<sup>1</sup> of the Act of 23 April 1964 – Civil Code; i.e. Journal of Laws of 2014, item 121 as amended), implementing independently the tasks assigned to them.

3. The part of assets of the Company Being Divided forming the Principal Undertaking shall be transferred as part of the Division to ING Bank Śląski. As at the Division Date (in accordance with the definition below), ING Bank Śląski shall enter into the rights and obligations of the Company Being Divided associated with the business activity of the Principal Undertaking, as specified in the Division Plan (in accordance with the definition below).
4. The part of assets of the Company Being Divided forming the Auxiliary Undertaking shall be transferred as part of the Division to Nowe Usługi. As at the Division Date (in accordance with the definition below), Nowe Usługi shall enter into the rights and obligations of the Company Being Divided associated with the business activity of the Auxiliary Undertaking, as specified in the Division Plan (in accordance with the definition below).
5. The Company Being Divided shall be dissolved without conducting the liquidation procedure on the day of removal from the register of entrepreneurs of the National Court Register ("**Division Date**"). The Company Being Divided shall be removed from the register of entrepreneurs of the National Court Register *ex officio*, immediately after the entry by a competent district court of the increase in the share capital of Nowe Usługi.

## § 2

There is hereby approved the plan of division of ING Securities, and the appendices thereto, as agreed in writing between the Company Being Divided, ING Bank Śląski and Nowe Usługi on 2 February 2016 ("**Division Plan**"), attached as Appendix No 1 to this resolution.

## § 3

1. Given that ING Bank Śląski is the sole shareholder of ING Securities and having regard to the content of Article 550 § 1 CCC, it is not expected to increase the share capital of ING Bank Śląski, in connection with the Division, in order to issue to the sole shareholder of ING Securities the shares of ING Bank Śląski in exchange for the part of assets of ING Securities, being transferred as part of the Division to ING Bank Śląski, in the form of an organised part of the enterprise of ING Securities – the Principal Undertaking.
2. In connection with the Division, the share capital of Nowe Usługi shall be increased from PLN 100,000.00 (one hundred thousand) to PLN 267,000.00 (two hundred sixty seven thousand), by the amount of PLN 167,000.00 (one hundred sixty seven thousand), by the issue of 167 (one hundred sixty seven) new registered series B shares of the nominal value of PLN 1,000.00 (one thousand) each ("**Division Issue Shares**").
3. ING Bank Śląski, as the sole shareholder of ING Securities, shall acquire all newly issued 167 Division Issue Shares in the increased share capital of Nowe Usługi in exchange for the transfer, as part of the Division, to Nowe Usługi of the part of assets of ING Securities in the form of an organised part of the enterprise of ING Securities – the Auxiliary Undertaking.
4. Each of Division Issue Shares in the increased share capital of Nowe Usługi shall be acquired at the value of PLN 1,000.00 (one thousand), equal to their nominal value.
5. In order to compensate for the differences resulting from the Share Exchange Ratio determined, ING Bank Śląski shall effect an additional payment in favour of Nowe Usługi totalling PLN 169.87 (one hundred sixty nine 87/100).
6. The Division Issue Shares shall authorise to participate in the profit of Nowe Usługi from the Division Date.

#### **§ 4**

There are hereby approved the proposed amendments to the Statute of Nowe Usługi, reading as follows:

1. § 8 section 1 of the Statute shall now read as follows:

*„1. The share capital of the Company amounts to PLN 267,000.00 (two hundred sixty seven thousand) and is divided into:*

- a) 100 (one hundred) series A registered shares of the nominal value of PLN 1,000 (one thousand) each,*
- b) 167 (one hundred sixty seven) series B registered shares of the nominal value of PLN 1,000 (one thousand) each.”*

2. § 8 section 2 of the Statute shall now read as follows:

*„2. The share capital of the Company was covered in the following way:*

- a) all 100 (one hundred) series A registered shares of the nominal value of PLN 1,000 (one thousand) each were acquired in exchange for a cash contribution;*
- b) all 167 (one hundred sixty seven) series B registered shares of the nominal value of PLN 1,000 (one thousand) each were acquired as a result of the division of ING Securities S.A. with its registered office in Katowice, following which a part of assets of ING Securities S.A. with its registered office in Katowice was transferred to the Company, as the acquiring company.”*

#### **§ 5**

The Management Board of ING Bank Śląski shall be obliged and authorised to take all factual and legal actions necessary to implement this resolution and carry out the Division of ING Securities.

#### **§ 6**

The resolution shall come into effect as of the day of its adoption.

## APPENDIX No 1c to ING Securities S.A. Division Plan

### *Draft resolution of the general meeting of Nowe Usługi S.A. on the division*

#### Resolution No [•] of the Annual General Meeting of Nowe Usługi S.A. of [•] [•] 2016

#### on the division of ING Securities S.A.

Pursuant to Article 541 of the Act of 15 September 2000 – Commercial Companies Code (“CCC”), the Annual General Meeting of Nowe Usługi Spółka Akcyjna with its registered office in Katowice (“**Nowe Usługi**”) resolves as follows:

#### § 1

1. It is resolved to divide ING Securities Spółka Akcyjna with its registered office in Katowice, postal code: 40-086, at ul. Sokolska 34, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000074974, NIP: 6341981634 (“**Company Being Divided**” or “**ING Securities**”), in the manner specified in Article 529 § 1 section 1 CCC (division by acquisition), by transferring all assets of ING Securities to other companies (hereinafter jointly referred to as “**Acquiring Companies**”), i.e.:
  - a) to ING Bank Śląski Spółka Akcyjna with its registered office in Katowice, postal code: 40-086, at ul. Sokolska 34, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000005459, NIP: 6340135475 („**ING Bank Śląski**”), and
  - a) to Nowe Usługi(“**Division**”).
2. The division of the Company Being Divided shall be effected taking into account the internal organisational structure of the Company Being Divided, comprising two organised parts of the enterprise, separated within the organisational structure of the Company Being Divided as of 1 September 2015 pursuant to the resolution of the Management Board of the Company Being Divided of 31 August 2015, in accordance with which the enterprise of the Company Being Divided comprises two undertakings being internal organisational units of the Company Being Divided, i.e.:
  - a) The Principal Undertaking, an organised part of the enterprise of the Company Being Divided comprising, in terms of organisation and finances, a separated group of tangible and intangible assets and liabilities of the Company Being Divided, designed for the implementation of economic tasks associated with the provision of brokerage services (whose detailed scope is presented in List No 1 to the Division Plan), referred to as the Brokerage Division (“**Principal Undertaking**”), and
  - b) The Auxiliary Undertaking, an organised part of the enterprise of the Company Being Divided comprising, in terms of organisation and finances, a separated group of tangible and intangible assets and liabilities of the Company Being Divided, designed for the implementation of economic tasks associated with educational and marketing activities (whose detailed scope is presented in List No 2 to the Division Plan), referred to as the Education and Promotion Department (“**Auxiliary Undertaking**”).

Both the Principal Undertaking and the Auxiliary Undertaking could represent independent enterprises in the subjective sense (in accordance with Article 55<sup>1</sup> of the Act of 23 April 1964 – Civil Code; i.e. Journal of Laws of 2014, item 121 as amended), implementing independently the tasks assigned to them.

3. The part of assets of the Company Being Divided forming the Principal Undertaking shall be transferred as part of the Division to ING Bank Śląski. As at the Division Date (in accordance with the definition below), ING Bank Śląski shall enter into the rights and obligations of the Company Being Divided associated with the business activity of the Principal Undertaking, as specified in the Division Plan (in accordance with the definition below).
4. The part of assets of the Company Being Divided forming the Auxiliary Undertaking shall be transferred as part of the Division to Nowe Usługi. As at the Division Date (in accordance with the definition below), Nowe Usługi shall enter into the rights and obligations of the Company Being Divided associated with the business activity of the Auxiliary Undertaking, as specified in the Division Plan (in accordance with the definition below).
5. The Company Being Divided shall be dissolved without conducting the liquidation procedure on the day of removal from the register of entrepreneurs of the National Court Register ("**Division Date**"). The Company Being Divided shall be removed from the register of entrepreneurs of the National Court Register *ex officio*, immediately after the entry by a competent district court of the increase in the share capital of Nowe Usługi.

## § 2

There is hereby approved the plan of division of ING Securities, and the appendices thereto, as agreed in writing between the Company Being Divided, ING Bank Śląski and Nowe Usługi on 2 February 2016 ("**Division Plan**"), attached as Appendix No 1 to this resolution.

## § 3

1. Given that ING Bank Śląski is the sole shareholder of ING Securities and having regard to the content of Article 550 § 1 CCC, it is not expected to increase the share capital of ING Bank Śląski, in connection with the Division, in order to issue to the sole shareholder of ING Securities the shares of ING Bank Śląski in exchange for the part of assets of ING Securities, being transferred as part of the Division to ING Bank Śląski, in the form of an organised part of the enterprise of ING Securities – the Principal Undertaking.
2. In connection with the Division, the share capital of Nowe Usługi shall be increased from PLN 100,000.00 (one hundred thousand) to PLN 267,000.00 (two hundred sixty seven thousand), by the amount of PLN 167,000.00 (one hundred sixty seven thousand), by the issue of 167 (one hundred sixty seven) new registered series B shares of the nominal value of PLN 1,000.00 (one thousand) each ("**Division Issue Shares**").
3. ING Bank Śląski, as the sole shareholder of ING Securities, shall acquire all newly issued 167 Division Issue Shares in the increased share capital of Nowe Usługi in exchange for the transfer, as part of the Division, to Nowe Usługi of the part of assets of ING Securities in the form of an organised part of the enterprise of ING Securities – the Auxiliary Undertaking.
4. Each of Division Issue Shares in the increased share capital of Nowe Usługi shall be acquired at the value of PLN 1,000.00 (one thousand), equal to their nominal value.
5. In order to compensate for the differences resulting from the Share Exchange Ratio determined, ING Bank Śląski shall effect an additional payment in favour of Nowe Usługi totalling PLN 169.87 (one hundred sixty nine 87/100).
6. The Division Issue Shares shall authorise to participate in the profit of Nowe Usługi from the Division Date.



#### **§ 4**

There are hereby approved and adopted the proposed amendments to the Statute of Nowe Usługi, reading as follows:

1. § 8 section 1 of the Statute shall now read as follows:

*„1. The share capital of the Company amounts to PLN 267,000.00 (two hundred sixty seven thousand) and is divided into:*

- a) 100 (one hundred) series A registered shares of the nominal value of PLN 1,000 (one thousand) each,*
- b) 167 (one hundred sixty seven) series B registered shares of the nominal value of PLN 1,000 (one thousand) each.”*

2. § 8 section 2 of the Statute shall now read as follows:

*„2. The share capital of the Company was covered in the following way:*

- a) all 100 (one hundred) series A registered shares, of the nominal value of PLN 1,000 (one thousand) each, were acquired in exchange for a cash contribution;*
- b) all 167 (one hundred sixty seven) series B registered shares, of the nominal value of PLN 1,000 (one thousand) each, were acquired as a result of the division of ING Securities S.A. with its registered office in Katowice, following which a part of assets of ING Securities S.A. with its registered office in Katowice was transferred to the Company, as the acquiring company.”*

#### **§ 5**

The Management Board of Nowe Usługi shall be obliged and authorised to take all factual and legal actions necessary to implement this resolution and carry out the Division of ING Securities.

#### **§ 6**

The resolution shall come into effect as of the day of its adoption.

## APPENDIX No 2 to ING Securities S.A. Division Plan

### ***Draft amendment to the Statute of Nowe Usługi S.A. in accordance with Article 534 § 2 section 2 of the Commercial Companies Code***

In connection with the division of ING Securities S.A. with its registered office in Katowice, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000074974, NIP: 6341981634 ("**ING Securities**") in the manner specified in Article 529 § 1 section 1 CCC (division by acquisition), by transferring all assets of ING Securities to other companies, i.e.:

- a) to ING Bank Śląski Spółka Akcyjna with its registered office in Katowice, postal code: 40-086, at ul. Sokolska 34, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000005459, NIP: 6340135475, and
- b) to Nowe Usługi Spółka Akcyjna with its registered office in Katowice, postal code: 40-121, at ul. Chorzowska 50, entered in the register of entrepreneurs of the National Court Register maintained by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under number KRS: 0000511684, NIP: 6342828952 ("**Nowe Usługi**"),

it is planned to amend the Statute of Nowe Usługi, as follows:

1. § 8 section 1 of the Statute shall now read as follows:

*„1. The share capital of the Company amounts to PLN 267,000.00 (two hundred sixty seven thousand) and is divided into:*

- a) 100 (one hundred) series A registered shares of the nominal value of PLN 1,000 (one thousand) each,*
- b) 167 (one hundred sixty seven) series B registered shares of the nominal value of PLN 1,000 (one thousand) each.”*

2. § 8 section 2 of the Statute shall now read as follows:

*„2. The share capital of the Company was covered in the following way:*

- a) all 100 (one hundred) series A registered shares, of the nominal value of PLN 1,000 (one thousand) each, were acquired in exchange for a cash contribution;*
- b) all 167 (one hundred sixty seven) series B registered shares, of the nominal value of PLN 1,000 (one thousand) each, were acquired as a result of the division of ING Securities S.A. with its registered office in Katowice, following which a part of assets of ING Securities S.A. with its registered office in Katowice was transferred to the Company, as the acquiring company.”*

### **APPENDIX No 3 to ING Securities S.A. Division Plan**

#### **Determining the value of assets of the Company Being Divided for the purpose of division as at 1 January 2016**

The book value of assets of the Company Being Divided – Dom Maklerski ING Securities S.A. as at 1 January 2016, calculated as the net book value of assets, is PLN 85,246,367.16 (eighty five million two hundred forty six thousand three hundred sixty seven 16/100).

This value was determined on the basis of the audited financial statements of Dom Maklerski ING Securities S.A. as at 31 December 2015.

The value of an organised part of the enterprise – the Principal Undertaking as at 1 January 2016, calculated as the net book value of assets associated with the brokerage activity is PLN 85,079,537.03 (eighty five million seventy nine thousand five hundred thirty seven 03/100).

The value of an organised part of the enterprise – the Auxiliary Undertaking as at 1 January 2016, calculated as the net book value of assets associated with the marketing, education and promotional activity is PLN 166,830.13 (one hundred sixty thousand eight hundred thirty 13/100).

## APPENDIX No 4a to ING Securities S.A. Division Plan

### The statement containing information on the financial position of ING Securities S.A. prepared for the purposes of the Division as at 1 January 2016

Pursuant to Article 534 §2 section 4 CCC, this documents presents information on the financial position of the Company Being Divided – Dom Maklerski ING Securities S.A. as at 1 January 2016, in the form of the audited balance sheet of Dom Maklerski ING Securities S.A. as at 31 December 2015.

#### Balance sheet as at 1 January 2016

ASSETS	PLN
I. Cash and other monetary assets	214,987,707.66
II. Short-term receivables	107,813,685.58
III. Financial instruments held for trading	0.00
IV. Short-term prepayments	944,049.47
V. Financial instruments held to maturity	0.00
VI. Financial instruments available for sale	100,000.00
VII. Long-term receivables	0.00
VIII. Long-term loans granted	0.00
IX. Intangible assets	7,311,362.66
X. Tangible fixed assets	538,657.58
XI. Long-term prepayments	1,505,576.00
XII. Called up share capital	0.00
XIII. Own shares	0.00
<b>TOTAL ASSETS</b>	<b>333,201,038.95</b>

LIABILITIES	PLN
I. Short-term liabilities	237,811,124.65
II. Long-term liabilities	0.00
III. Accruals	9,485,316.17
IV. Provisions for liabilities	658,230.97
V. Subordinated liabilities	0.00
<b>VI. Equity</b>	<b>85,246,367.16</b>
- Share capital	30,228,640.00
- Supplementary capital	10,084,566.94
- Revaluation reserve	129,283.97
- Other reserve capitals	43,593,258.50
- Net profit (loss)	1,210,617.75
<b>TOTAL LIABILITIES</b>	<b>333,201,038.95</b>

**APPENDIX No 4b to ING Securities S.A. Division Plan**

**The statement containing information on the financial position of Nowe Usługi S.A.  
prepared for the purposes of the Division as at 1 January 2016**

Pursuant to Article 534 §2 section 4 CCC, this documents presents information on the financial position of Nowe Usługi S.A. as at 1 January 2016, in the form of the audited balance sheet of Nowe Usługi S.A. as at 31 December 2015.

**Balance sheet  
as at 1 January 2016**

<b>Assets</b>		<b>PLN</b>
A.	Fixed assets	0.00
I.	Intangible assets	0.00
II.	Tangible fixed assets	0.00
1.	Fixed assets	0.00
III.	Long-term receivables	0.00
IV.	Long-term investments	0.00
V.	Long-term prepayments	0.00
B.	Current assets	48,434.88
I.	Inventory	0.00
II.	Short-term receivables	1,881.00
III.	Short-term investments	46,553.88
IV.	Short-term prepayments	0.00
<b>Total assets</b>		<b>48,434.88</b>

<b>Liabilities</b>		<b>PLN</b>
A.	Equity	48,434.88
I.	Share capital	100,000.00
II.	Called up share capital (negative value)	0.00
III.	Own shares (negative value)	0.00
IV.	Supplementary capital	0.00
V.	Revaluation reserve	0.00
VI.	Other reserve capitals	0.00
VII.	Previous years' profit (loss)	-29,994.19
VIII.	Net profit (loss)	-21,570.93
IX.	Write-off on net profit during the financial year (negative value)	0.00
B.	Liabilities and provisions for liabilities	0.00
I.	Provisions for liabilities	0.00
II.	Long-term liabilities	0.00
III.	Short-term liabilities	0.00
IV.	Accruals	0.00
<b>Total liabilities</b>		<b>48,434.88</b>