

**VOTE BY PROXY
FORM**

This form refers to voting by proxy at the Ordinary General Meeting of ING Bank Śląski S.A. whose registered office is in Katowice, at ul. Sokolska 34, to be held in the Company's registered office in Katowice on 31 March 2016.

I. SHAREHOLDER'S DETAILS:

(first and last name/ business name of Shareholder)

address: _____

National Identification Number/ Business Identification Number/ National Court Register Number
(PESEL/REGON/KRS): _____

II. PROXY DETAILS:

A. _____
(first and last name/ business name of Proxy)

Address: _____

National Identification Number/ Business Identification Number/ National Court Register Number
(PESEL/REGON/KRS): _____

B. _____
(first and last name of Proxy representative)

Address: _____

National Identification Number (PESEL): _____

_____, _____ 2016
(place) (date)

(signature of Shareholder)

III. VOTING ON RESOLUTION:

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on reviewing and approving the Annual Financial Statements of ING Bank Śląski S.A. for the period started 01 January 2015 and ended 31 December 2015.

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 01 January 2015 and ended 31 December 2015 including:

1. the income statement for the period started 01 January 2015 and ended 31 December 2015, with net profit of PLN 1,140.0 million,
2. the statement on total income for the period started 01 January 2015 and ended 31 December 2015,
3. the statement on financial standing made as at 31 December 2015, with total assets and liabilities and equity of PLN 106,105.9 million,
4. the statement of changes in equity for the period started 01 January 2015 and ended 31 December 2015,
5. the cash flow statement for the period started 01 January 2015 and ended 31 December 2015,
6. accounting policies and additional notes.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

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- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. in 2015, including Report on Observance of Corporate Governance Principles.

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 Report on Operations of ING Bank Śląski S.A. in 2015.

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 Principles in 2015, which was developed in keeping with the requirements set forth in §91 section 5 item 4) of the Minister for Finance Ordinance of 19 February 2009 on current and interim 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 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on reviewing and approving the Annual Consolidated Financial Statements of the ING Bank Śląski S.A. Group for the period started 01 January 2015 and ended 31 December 2015.

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 ING Bank Śląski S.A. Group for the period started 01 January 2015 and ended 31 December 2015 including:

1. the consolidated income statement for the period started 01 January 2015 and ended 31 December 2015, with net profit attributable to the shareholders of the parent entity of PLN 1,127.0 million,
2. the consolidated statement on total income for the period started 01 January 2015 and ended 31 December 2015,
3. the consolidated statement on financial standing made as at 31 December 2015 with total assets and liabilities and equity of PLN 108,893.1 million,
4. the statement of changes in consolidated equity for the period started 01 January 2015 and ended 31 December 2015,
5. the consolidated cash flow for the period started 01 January 2015 and ended 31 December 2015,
6. accounting policies and additional notes.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
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(place) (date)

(signature of Proxy)

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- in line with the following principles*:

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2015.

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 Report on Operations of ING Bank Śląski S.A. Group in 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on the adoption of 2015 reports of ING Bank Śląski S.A. Supervisory Board and assessment of Bank's remuneration policy.

Pursuant to Article 382 §3 and Article 395 §5 of the Commercial Companies and Partnerships Code of 15 September 2000 and §18 item 3) of the Charter of ING Bank Śląski S.A., the General Meeting of ING Bank Śląski S.A.:

- 1) approve the report of the Supervisory Board on the results of assessment of:
 - a) the Annual Financial Statements of ING Bank Śląski S.A. for 2015, the Management Board Report on Operations of ING Bank Śląski S.A. in 2015,
 - b) the Annual Consolidated Financial Statements of ING Bank Śląski S.A. Group for 2015 and the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2015,
 - c) the Management Board motion regarding distribution of the profit earned by the Bank in 2015 and past-year retained earnings distribution,

- 2) approve the reports and assessments of the Supervisory Board of ING Bank Śląski S.A. for 2015 as set out in the *Principles of Corporate Governance for Supervised Institutions* and the *2016 Code of Best Practice for WSE Listed Companies* as adopted by the Bank:
 - a) the assessment of the Bank's standing in 2015 including internal control system, risk management, compliance and internal audit function,
 - b) the reports on the operations of the Supervisory Board and its Committees in 2015 along with the assessment of the Supervisory Board's work during that period,
 - c) the report on the evaluation of the remuneration policy at the Bank in 2015,
 - d) the assessment of Bank's compliance in 2015 with disclosure duties as to application of principles of corporate governance laid down in the *WSE Rules* and regulations on current and interim disclosures made by securities issuers,
 - e) the assessment of Bank's application in 2015 of the *Principles of Corporate Governance for Supervised Institutions*,
 - f) assessment of the rationality of the Bank's policy concerning charitable, sponsorship and similar activities in 2015,

At the same time, pursuant to §28 section 4 of the *Principles of Corporate Governance for Supervised Institutions* and on the basis of information included in the Management Board Report on Bank Operations in 2015 and the Supervisory Board Report referred to in item 2) letter c) of this Resolution,

the General Meeting hereby state that the remuneration policy adopted by the Bank fosters Bank development and the safety of its operations.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

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* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the President of the Bank Management Board in 2015.

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board
in 2015.**

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board
in 2015.**

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

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* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2015.

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2015.

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

**on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board
in 2015.**

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

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- in line with the following principles*:

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2015.

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. Patrick Roesink – Vice-President of the Management Board

between 01 July 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2015.

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 2015 and 30 June 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Chairman of the Supervisory Board in 2015.

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 01 January 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Deputy Chairman of the Supervisory Board in 2015.

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in 2015.

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 01 January 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

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_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2015.

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

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(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2015.

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 2015 and 31 March 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2015.

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 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2015.

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 01 January 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
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(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2015.

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. Diederik van Wassenauer – Member of the Supervisory Board

between 31 March 2015 and 31 December 2015.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on 2015 profit and past-year retained earnings distribution.

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 2015 profit of ING Bank Śląski S.A. together with the past-year retained earnings as per the following specification:

(in PLN)

1. profit before tax	1,395,894,486.34
2. fiscal charges	255,920,504.93
3. net profit	1,139,973,981.41
4. past-year retained earnings	92,625,783.04
5. total amount (3 + 4) is divided as follows:	1,232,599,764.45
a) reserve capital	623,169,764.45
b) general risk reserve	50,000,000.00
c) dividend	559,430,000.00

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on 2015 dividend payout.

In conjunction with Resolution No. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 31 March 2016 on 2015 profit and past-year retained earnings distribution and pursuant to 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 2015 totalling PLN 559,430,000.00, that is PLN 4.30 per share in gross terms, on the following terms and conditions:
 - 1) 20 April 2016 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 05 May 2016 (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 08 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 Company Management Board to execute this resolution.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 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 55¹ 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on amendments to the Charter of ING Bank Śląski Spółka Akcyjna.

§1

Pursuant to Article 430 §1 of the Commercial Companies and Partnerships Code of 15 September 2000, the General Meeting of ING Bank Śląski S.A. resolve on the following amendments to the *Bank Charter*:

1. In §8 section 3.3a) in the last sentence thereof the word “only” shall be deleted and, at the end of the sentence, a comma shall put after the phrase “Toll Motorways and the National Road Fund Act of 27 October 1994” and the following wording shall be added: “however, the activities referred to in item b) may also concern the following instruments admitted to organised trading: bonds, mortgage bonds and other transferable securities incorporating property rights equivalent to the rights attached to the debt or derivatives based on bonds, mortgage bonds, other transferable securities incorporating property rights equivalent to the rights attached to the debt, interest rate or currency as their underlying instrument”, and as a consequence §8 section 3.3a shall have the following wording:

“3a) performing activities other than brokerage activity, such as:

- a) accepting and transmitting orders to purchase or sell financial instruments;
- b) acquiring or selling financial instruments on own account;
- c) investment advising;
- d) offering financial instruments; and
- e) providing services in performance of previously concluded agreements on stand-by underwriting and firm commitment underwriting or in conclusion and performance of other agreements of similar nature concerning financial instruments,

provided that the activities referred to in items a) to d) may concern securities issued by the State Treasury or the National Bank of Poland or other financial instruments that have not been admitted to organised trading, as well as bonds referred to in Article 39p section 1 of the Toll Motorways and the National Road Fund Act of 27 October 1994; however, the activities referred to in item b) may also concern the following instruments admitted to organised trading: bonds, mortgage bonds and other transferable securities incorporating property rights equivalent to the rights attached to the debt or derivatives based on bonds, mortgage bonds, other transferable securities incorporating property rights

equivalent to the rights attached to the debt, interest rate or currency as their underlying instrument,”

2. In §8 section 3.11) item h) shall be added in the following wording:

“h) central counterparty clearing (CCP) of derivatives transactions concluded by clients outside the regulated market,”

3. In §8 section 3 items 13) and 14) shall be added in the following wording:

“13) maintenance of share registers,

14) performing activities reserved for banks, as set out in the Child Subsidy Act of 11 February 2016”.

§2

The amendments to the Charter as set out in §1 require approval of the Polish Financial Supervision Authority.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

on the adoption of the Supervisory Board Members Remuneration Policy.

Pursuant to Article 392 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and §18 item 2 of the Bank's Charter, the General Meeting of ING Bank Śląski S.A. adopt the *ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy* (the "Policy"), as enclosed herewith. Upon the adoption of the Policy, Resolution No. 27 of the General Meeting of ING Bank Śląski S.A. of 31 March 2015 shall be repealed.

This Resolution shall come into force upon being passed and shall apply to the remuneration due and payable to the Supervisory Board members as of 1 April 2016.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)

ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy

CHAPTER 1 - GENERAL PROVISIONS

This *ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy* (hereinafter referred to as the "Policy") has been developed, upon taking account of the *Principles of Corporate Governance for Supervised Institutions*, as introduced by way of the Polish Financial Supervision Authority Resolution of 22 July 2014.

CHAPTER 2 - CRITERIA OF SETTING THE REMUNERATION OF THE SUPERVISORY BOARD MEMBERS

- 2.1. The remuneration of the Supervisory Board Members shall be set by the General Meeting, upon accounting for the scale of the Bank's operations and financial standing.
- 2.2. The monthly remuneration of the Supervisory Board Members shall include:
 - a. base salary, and
 - b. an allowance for additional functions held on the Supervisory Board or its committees, as referred to in item 2.4. below.
- 2.3. The base salary on account of membership on the Supervisory Board shall be PLN 11,300.00 (in words: eleven thousand and three hundred zlotys 00/100) per month in gross terms.
- 2.4. The monthly allowance for each additional function held by the Supervisory Board Members on the Supervisory Board or its committees shall be set as a percentage of the base salary and shall be as follows:
 - a. Chairperson of the Supervisory Board – 100%,
 - b. Deputy Chairperson of and Secretary to the Supervisory Board as well as Members who are Chairpersons of the Supervisory Board Committees – 25%.
- 2.5. The remuneration shall be due and payable regardless of the frequency of the Supervisory Board meetings.
- 2.6. Members of the Supervisory Board who also hold other functions in ING Group shall perform their tasks on the Supervisory Board without payment. Members of the Supervisory Board shall waive their right to remuneration in writing.

CHAPTER 3 - PRINCIPLES OF REMUNERATION PAYMENT TO THE SUPERVISORY BOARD MEMBERS

- 3.1. The remuneration of a Supervisory Board Member for a given month shall be paid on the last business day of the month.
- 3.2. Where the functions of a Supervisory Board Member or additional functions on the Supervisory Board are performed for a period shorter than a full calendar month, the Supervisory Board Member shall be entitled to remuneration on a pro rata basis.

3.3. The Bank shall withhold the mandatory taxes and contributions from the remuneration on terms and conditions set out in separate regulations.

CHAPTER 4 - FINAL PROVISIONS

4.1. The Policy shall come into force as of the day specified in the resolution of the General Meeting.

4.2. This Policy may be amended the way it was established.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 31 March 2016**

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.

At the same time, the General Meeting state that Ms./Mr. satisfies the requirements laid down in Article 22aa of the Banking Law Act.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2016
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2016
(place) (date)

(Signature of Shareholder)