

2016-03-04 Report No. 08/2016: Notice of convening the Ordinary General Meeting of ING Bank Śląski S.A. and draft resolutions.

Acting pursuant to Article 399 §1 of the Commercial Companies Code in conjunction with Article 402¹ §1 of the Commercial Companies Code, the Management Board of ING Bank Śląski Spółka Akcyjna hereby give notice of convening the Ordinary General Meeting of the Company, which shall be held at 12:00 a.m. on 31 March 2016 in the Auditorium in the Head Office of ING Bank Śląski S.A. at ul. Sokolska 34 in Katowice, according to the following proposed agenda:

1. opening of the General Meeting,
2. appointing the Chairperson of the General Meeting,
3. stating that the General Meeting has been convened in compliance with the law and is capable of passing resolutions,
4. presenting the agenda of the General Meeting,
5. presenting Management Board reports on operations of the Bank and Bank Group for 2015 as well as 2015 financial statements,
6. presenting reports by the Supervisory Board for 2015,
7. passing resolutions on:
 - a) 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,
 - b) 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,
 - c) 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,
 - d) reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2015,
 - e) adoption of 2015 reports of ING Bank Śląski S.A. Supervisory Board and assessment of Bank's remuneration policy,
 - f) acknowledgement of fulfilment of duties by the members of the Bank Management Board in 2015,
 - g) acknowledgement of fulfilment of duties by the members of the Supervisory Board in 2015,
 - h) 2015 profit and past-year retained earnings distribution,
 - i) 2015 dividend payout,
 - j) division of ING Securities S.A.
 - k) amendments to the *Charter of ING Bank Śląski Spółka Akcyjna*,
 - l) adoption of the *ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy*,
 - m) changes on the Supervisory Board,
8. closing of the General Meeting.

Proposed amendments to the Company's *Charter*:

Pursuant to the requirements of Article 402 §2 of the Commercial Companies and Partnerships Code, the Bank Management Board hereby advise the Shareholders of the amendments proposed to the *Charter of ING Bank Śląski Spółka Akcyjna*:

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 be 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,”

previous wording of §8 section 3.3a):

“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;”

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,”

whereby § 3.11) shall have the following wording:

“11) providing other financial services, including:

- a) underwriting services,
- b) leasing services,
- c) factoring services,
- d) forfaiting services,
- e) intermediation in respect of services set out in items a) to d) above,
- f) insurance brokerage,
- g) agency in securities lending and borrowing,
- h) central counterparty clearing (CCP) of derivatives transactions concluded by clients outside the regulated market,”

previous wording of § 3.11):

“11) providing other financial services, including:

- a) underwriting services,
- b) leasing services,
- c) factoring services,
- d) forfaiting services,
- e) intermediation in respect of services set out in items a) to d) above,
- f) insurance brokerage,
- g) agency in securities lending and borrowing,”

3. In § 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.”

Pursuant to the requirements of Article 402² of the Commercial Companies and Partnerships Code, the Bank Management Board hereby advise the Shareholders of the following:

1. Right to demand putting certain items on the agenda (Article 402² item 2 letter a) of the Commercial Companies and Partnerships Code)

Shareholders representing at least 1/20 of the Company's share capital may request that certain items be placed on the agenda for the General Meeting. Such requests should be submitted to the Management Board of ING Bank Śląski S.A. not later than on 10 March 2016 and should contain grounds for the request or a draft resolution concerning the proposed agenda item. The requests may be submitted in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, room 900, 40-086 Katowice or in the electronic form to be sent only to the following email address: walne.zgromadzenie@ingbank.pl

Shareholders should prove that on the day of submission of the aforesaid request they owned the required number of shares by enclosing depository receipt with the above mentioned request or a notice of right to participate in the Bank's GM; shareholders being legal entities or organizational units other than legal entities are additionally requested to prove their authorization to act on behalf of a relevant entity by enclosing a valid copy of the entry in the relevant register. Shareholders who send the requests via electronic means of communication are required to send the above mentioned documents in the PDF format.

Requests sent by shareholders using electronic means of communication in the manner other than via the above mentioned electronic mail address or without fulfilling the requirements set out above shall not have any legal consequences for the Bank, and therefore shall not be recognized.

2. Right to submit draft resolutions concerning items put on the agenda or items to be put on the agenda prior to the intended date of the General Meeting (Article 402² item 2 letter b) of the Commercial Companies and Partnerships Code)

Prior to the date of the General Meeting, shareholders representing at least 1/20 of the share capital are entitled to submit draft resolutions on issues included in the agenda of the General Meeting or issues which are to be included in the agenda; such drafts may be submitted either in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, room 900, 40-086 Katowice or via electronic means of communication (in the mode and to the email address specified in item 1 above).

Draft resolutions sent by shareholders using electronic means of communication in the manner other than via the electronic mail address given in item 1 above or without fulfilling the requirements set out in the said item shall not have any legal consequences for the Bank, and therefore shall not be recognized.

3. Right to submit draft resolutions concerning items added to the agenda during the General Meeting (Article 402² item 2 letter c) of the Commercial Companies and Partnerships Code)

During the General Meeting, each shareholder entitled to participate in the General Meeting may present draft resolutions concerning the matters included in the agenda.

4. Exercising voting rights by proxy (Article 402² item 2 letter d) of the Commercial Companies and Partnerships Code)

Shareholders may participate in the General Meeting and exercise voting rights in person or by proxy. A template power of attorney and a template vote by proxy form are available on the following website: <http://www.ingbank.pl> in the section "English Info": "Investor Relations/ General Meeting/ General Meeting 2016".

The Company does not require shareholders to extend powers of attorney by means of the above form.

At the same time, the Company Management Board hereby give notice that should shareholders extend powers of attorney together with instructions as to the manner of voting to their representative, the Company shall not verify whether or not the proxies exercise the voting rights in line with the instructions provided by the shareholders. Therefore, the Company Management Board hereby advise that the voting instruction should only be given to the designated proxy.

The right to vote should be granted to the proxy in the written or electronic form. Granting of rights to vote in the electronic form does not require affixing the secure electronic signature verified with the use of a valid qualified certificate.

When granting a power of attorney in the electronic form, shareholders are required to send ING Bank Śląski S.A. a notice of granting power of attorney in the electronic form to the following email address: walne.zgromadzenie@ingbank.pl by 3:00pm CET on or before 30 March 2016.

When sending an electronic notice of granting a power of attorney, shareholders or persons authorised to participate in the GM shall send the following information in addition to the documents referred to in item 1 using the electronic email address referred to above:

- 1) The text or scan of the power of attorney including the details of the principal or the persons acting on the principal's behalf in accordance with the principles of representation existing at the principal's,
- 2) A scan of personal identity card or passport (with details enabling identification of its holder) for a proxy being a natural person,
- 3) A scan of the extract of entry in the register relevant for that entity/ unit for a proxy being a legal entity or an organisational unit other than legal entity,
- 4) The address of electronic mail to be used for communication with the shareholder or its proxy.

The above provisions shall apply to the electronic notice of revoking a power of attorney accordingly.

Notices provided by shareholders in the manner other than via the electronic mail address given above or without fulfilling the requirements set out above shall not have any legal consequences for the Bank and therefore shall not be recognized.

Shareholders shall be allowed to participate in the General Meeting upon presenting a proof of identity. Proxies shall present an identity card and a valid power of attorney granted in the written or electronic form (proxies shall present the printout of the power of attorney).

In addition, persons representing legal entities or organisational units other than legal entities shall present a valid copy of an entry in relevant registers, enlisting the persons entitled to represent those entities.

5. Ability to participate and manner of participation in General Meeting by electronic means of communication (Article 402² item 2 letter e) of the Commercial Companies and Partnerships Code)

The Bank shall not provide for the ability to participate in the General Meeting by electronic means of communication.

6. Manner of speaking during General Meeting by electronic means of communication (Article 402² item 2 letter f) of the Commercial Companies and Partnerships Code)

In keeping with report no. 01/2016 (EIB) of 05 January 2016 on non-application of certain detailed rules contained in the *Code of Best Practice for WSE Listed Companies 2016* and the information on the status of application of the rules and recommendations rules from the aforementioned compilation, the Bank does not apply recommendation IV.R.2 to the full extent and does not provide for the ability to take the floor during the General Meeting by electronic means of communication.

7. Manner of exercising voting rights by mail or electronic means of communication (Article 402² item 2 letter g) of the Commercial Companies and Partnerships Code)

The Bank does not provide for the ability to exercise voting rights by mail or by electronic means of communication during the General Meeting.

8. Registration date (Article 402² item 3 of the Commercial Companies and Partnerships Code)

The registration date for the participation in General Meeting is 15 March 2016.

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

The persons who meet the following requirements shall be granted the right to participate in the General Meeting:

- a) they are shareholders of record of ING Bank Śląski S.A. sixteen days prior to the date of the General Meeting (i.e. 15 March 2016),
- b) they submit a request, between 04 March and 16 March 2016, to the entity which maintains the securities account in which the Company shares are registered, for issuing a personal certificate confirming their right to participate in the General Meeting.

ING Bank Śląski S.A. shall determine the list of shareholders authorized to participate in the General Meeting pursuant to the list received from the National Depository for Securities (KDPW S.A.).

The list of shareholders authorized to participate in the General Meeting shall be made available for viewing at the registered office of ING Bank Śląski S.A. on 25 March, 29 March and 30 March 2016. Shareholders shall have the right to request that the list of shareholders of record be sent to them in the electronic form to the address they designate.

10. Access to documents (Article 402² item 5 of the Commercial Companies and Partnerships Code)

Persons entitled to participate in the General Meeting may obtain all the documents to be presented at the General Meeting as well as draft resolutions at the registered office of ING Bank Śląski S.A. at: ul. Sokolska 34, room 900, 40-086 Katowice or on the Company's website at: <http://www.ingbank.pl> in the section "English Info": "Investor Relations/ General Meeting/ General Meeting 2016."

11. Website address (Article 402² item 6 of the Commercial Companies and Partnerships Code)

ING Bank Śląski S.A. shall post any and all information concerning the General Meeting on the Company's website at: <http://www.ingbank.pl> in the section: "English Info": "Investor Relations/ General Meeting/ General Meeting 2016."

In case of any questions or doubts concerning your participation in the General Meeting, please contact the Company at the following email address: walne.zgromadzenie@ingbank.pl

12. Draft resolutions of General Meeting

The Management Board hereby give notice of the draft resolutions including enclosures therewith to be discussed by the Ordinary General Meeting.

**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.

**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.

**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.

Draft

**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.

Draft

**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.

**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.

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 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.

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. Mirosław Boda – Vice-President of the Management Board

between 01 January 2015 and 31 December 2015.

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. Michał Bolesławski – Vice-President of the Management Board

between 01 January 2015 and 31 December 2015.

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

Ms. Joanna Erdman – Vice-President of the Management Board

between 01 January 2015 and 31 December 2015.

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. Ignacio Juliá Vilar – Vice-President of the Management Board

between 01 January 2015 and 31 December 2015.

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

Ms. Justyna Kesler – Vice-President of the Management Board

between 01 January 2015 and 31 December 2015.

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.

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. Oscar Edward Swan – Vice-President of the Management Board

between 01 January 2015 and 30 June 2015.

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 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.

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 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.

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 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.

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 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.

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 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.

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 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.

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 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.

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 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.

Draft

**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

**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.

**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.

Draft

**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.”

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

Rationale
for the draft resolution 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.

Amendments to §8 section 3.3a) of the Bank Charter reflect the amendments to the Act on Trading in Financial Instruments. This act was amended with the act of 05 August 2015 (Journal of Laws of 2015, item 1513) broadening the scope of financial instruments that a bank can trade in with its own money without a brokerage licence. Pursuant to the new law (Article 70 section 2.3), financial instruments admitted to organised trading such as bonds, mortgage bonds and other transferable securities incorporating property rights equivalent to the rights attached to the debt and 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 were also added to the existing catalogue of financial instruments. Under the transitional provision of the amendment (Article 90), the banks authorised to perform the activities referred to in Article 69 section 2.3 of the Act on Trading in Financial Instruments are authorised to perform activities involving that new catalogue of instruments as of the amended act's entry into force.

The amendment of §8 section 3.11) which consisted in adding item h) thereto followed the implementation of new EU regulations, in particular of the Commission Delegated Regulation (EU) 2015/2205 of 06 August 2015 (hereinafter referred to as: "RTS") which was issued pursuant to Article 5 section 2 of the Regulation (EU) No. 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories ("EMIR"). EMIR provides for a number of obligations for derivatives trading entities, including the clearing obligation for such transactions through central clearing counterparties (clearing houses) as defined in Article 2 item 1) thereof. Transactions are cleared through central counterparties (clearing houses) that satisfied relevant requirements laid down in EMIR and obtained consent to clear a given class of derivatives in specified currencies. At the same time, transactions can be cleared directly in a given clearing house only by those entities that obtained the status of a "clearing member" of that house, which in turn entails satisfaction of relevant requirements, capital requirements included. Other entities obliged to clear transactions have to clear them through clearing members of a given house, through the "client clearing" service. That being so, the Bank is planning to expand its offer with the client clearing service for entities trading in the Polish derivatives market.

Pursuant to item 13) added to §8 section 3, the Bank may keep share registers. Pursuant to Article 342 of the Commercial Companies and Partnerships Code, the company may commission a bank or investment firm in the Republic of Poland to keep the share register, which means – considering Article 6 section 1.8) of the Banking Law Act ("banks may perform other operations, where so authorised under the provisions of separate regulations") – that the Bank may perform such operation upon a client request. Such activities may be of ancillary nature versus the brokerage activities set out to in Article 69 section 4.1 of the Act on Trading in Financial Instruments and performed by the Bank under a separate licence issued by the Polish Financial Supervision Authority pursuant to their decision of 19 January 2016.

Item 14) shall be added to §8 section 3 of the Charter in order to enable filing applications through the Bank and to allow the Bank to perform other activities set out in the Child Subsidy Act of 11 February 2016 (Journal of Laws of 2016, item 195) under the Family 500+ Programme. Pursuant to Article 51 thereof, the Bank may perform activities set out in Article 13 section 5.3 and section 10 thereof from its entry into force. However, if the Bank performs the aforementioned activities, it is obliged to adjust its Charter accordingly within 12 months from the Act's entry date.

Draft

**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.

Enclosure to Resolution No....
of Ordinary General Meeting
of ING Bank Śląski S.A.
dated 31.03.2016

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.

Draft

**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.

13. Other information

The Management Board hereby give notice that the General Meeting will be transmitted over the Internet by Unicom-WZA Sp. z o.o. with its registered office in Warsaw. The meeting broadcast will be available at www.ingbank.pl under "English Info": "Investor Relations/ General Meeting/ General Meeting 2016."

To view the transmission of the General Meeting, shareholders should have equipment that meets the following technical requirements:

- Internet connection with bandwidth of 512 kbps (synchronic) and
- a computer operating in the quality and efficiency acceptable for the user and equipped with the following software: Internet Explorer v. 8.0 or Mozilla Firefox v. 3.5 or higher or Opera v. 9.64 or higher, Java and Flash service as well as Adobe Flash Player v.10.

Legal grounds: § 38 section 1 items 1) and 3) of the Ordinance of the Minister of Finance of 19.02.2009 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.