

2016-03-07 Report no. 09/2016: Second Notice of Intention to Divide ING Securities Spółka Akcyjna.

Acting pursuant to Article 539 of the Commercial Companies and Partnerships Code Act of 15 September 2000 ("CCPC") and further to current report no. 3/2016 of 3 February 2016 the Management Board of ING Bank Śląski Spółka Akcyjna (hereinafter: "ING Bank Śląski S.A.") hereby give second notice to shareholders of intention to divide ING Securities Spółka Akcyjna, a joint-stock company with its registered office in Katowice, 40-086 Katowice at ul. Sokolska 34, entered into the Entrepreneurs Register of the National Court Register kept by the District Court for Katowice-Wschód in Katowice, the 8th Commercial Division of the National Court Register, under number KRS 0000074974, (hereinafter: "ING Securities S.A.").

The division shall be completed by way of transferring the entire assets of ING Securities S.A. onto ING Bank Śląski S.A. with the registered office in Katowice, ul. Sokolska 34, 40-086 Katowice, entered into the Entrepreneurs Register of the National Court Register at the District Court for Katowice-Wschód in Katowice, the 8th Commercial Division of the National Court Register, under number KRS 000005459 and onto Nowe Usługi Spółka Akcyjna with its registered office in Katowice at ul. Chorzowska 50, 40-121 Katowice, entered in the Entrepreneurs Register of the National Court Register kept by the District Court for Katowice-Wschód in Katowice, the 8th Commercial Division of the National Court Register under number KRS 0000511684, (hereinafter: "Nowe Usługi S.A."), pursuant to the procedure set out in Article 529 §1 item 1 of CCPC (division by acquisition), on the terms and conditions laid down in the Division Plan.

Following the division of ING Securities S.A., the brokerage services which have been provided to date via ING Securities S.A. and ING Bank Śląski S.A. will be integrated within one entity (ING Bank Śląski S.A.). Services other than brokerage services which have been provided by ING Securities S.A. will be transferred to Nowe Usługi S.A., a member of the ING Bank Śląski S.A. Group.

The Division Plan of ING Securities S.A., as agreed by the Management Boards of ING Bank Śląski S.A., ING Securities S.A. and Nowe Usługi S.A. on 2 February 2016, together with the enclosures as referred to in Article 534 §2 of CCPC, has been made available to the public on 3 February 2016 under Article 535 §3 sentence 2 of CCPC on the website of ING Bank Śląski S.A. at: <http://www.en.ingbank.pl/company-profile/investor-relations/general-meeting> in the tab: General Meeting 2016, as well as on the website of ING Securities S.A. at http://www.ingsecurities.pl/main_o_domu_maklerskim.xml and on the website of Nowe Usługi S.A. at <http://www.noweuslugi.pl/noweuslugipl/aktualnosci>.

Further, the Management Board of ING Bank Śląski S.A. communicate that under Article 540 §31 of CCPC shareholders may familiarise themselves with the following documents concerning the division of ING Securities S.A.:

- 1) Division Plan of ING Securities S.A.,
- 2) Draft resolution of the General Meeting of ING Bank Śląski S.A. on the division of ING Securities S.A.,
- 3) Draft resolution of the General Meeting of ING Securities S.A. on the division of ING Securities S.A.,
- 4) Draft resolution of the General Meeting of Nowe Usługi S.A. on the division of ING Securities S.A.,
- 5) Draft amendments to the Statute of Nowe Usługi S.A.,
- 6) Determination of the value of assets of ING Securities S.A. prepared for the purposes of the division as at 1 January 2016,
- 7) The statement containing information on the financial position of ING Securities S.A. prepared for the purposes of the division as at 1 January 2016,
- 8) The statement containing information on the financial position of Nowe Usługi S.A. prepared for the purposes of the division as at 1 January 2016,
- 9) Report of the Management Board of ING Bank Śląski S.A. presenting the rationale for the division of ING Securities S.A.,
- 10) Report of the Management Board of ING Securities S.A. presenting the rationale for the division of ING Securities S.A.,

- 11) Report of the Management Board of Nowe Usługi S.A. presenting the rationale for the division of ING Securities S.A.,
- 12) Financial Statements of ING Bank Śląski S.A. and the Management Board Reports on Operations of ING Bank Śląski S.A. for the last three financial years along with opinions and reports of the chartered auditor required by law,
- 13) Financial Statements of ING Securities S.A. and the Management Board Reports on Operations of ING Securities S.A. for the last three financial years along with opinions and reports of the chartered auditor required by law,
- 14) Financial Statements of Nowe Usługi S.A. and the Management Board Reports on Operations of Nowe Usługi S.A. for the last two financial years along with opinions and reports of the chartered auditor required by law, that is for the entire period of the company's operations, and
- 15) Opinion of the expert appointed by the Court pursuant to Article 537 of CCPC on the Division Plan.

The above-referred documents were published electronically in the printable form on the website of ING Bank Śląski S.A. at: <http://www.en.ingbank.pl/company-profile/investor-relations/general-meeting> in the tab: General Meeting 2016 on 3 February 2016 and for the documents referred to in items 12) through 15) hereof on 29 February 2016 and will be kept there uninterruptedly up to and including 31 March 2016, that is the date of the Ordinary General Meeting of ING Bank Śląski S.A., whose agenda provides for passing a resolution on the division of ING Securities S.A.

The convocation notice of the Ordinary General Meeting of ING Bank Śląski S.A. and draft resolutions were given in current report no. 08/2016 of 4 March 2016.

This report is the second notice of ING Bank Śląski S.A. Management Board, as provided for in Article 539 §1 of CCPC.

Legal grounds: Article 539 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 in conjunction with Article 56 section 1 item 2 of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005.