

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on appointing the Chairman of the General Meeting,

Under 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 Chairman of the Ordinary General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2016 and ended 31 December 2016.

Under Article 395 §2 item 1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 53 section 1 of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2016 and ended 31 December 2016 including:

1. the income statement for the period started 1 January 2016 and ended 31 December 2016, with net profit of PLN 1,208.7 million,
2. the statement of comprehensive income for the period started 1 January 2016 and ended 31 December 2016,
3. the statement of financial position as at 31 December 2016, with total assets and liabilities and equity of PLN 113,529.4 million,
4. the statement of changes in equity for the period started 1 January 2016 and ended 31 December 2016,
5. the cash flow statement for the period started 1 January 2016 and ended 31 December 2016, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. in 2016, including Report on Observance of Corporate Governance Principles.

Under 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 2016.

At the same time, acting under §18 item 3) of the Bank Charter, the General Meeting hereby approve the content of the ING Bank Śląski S.A. Management Board Report on Observance of Corporate Governance Principles in 2016, which was developed in keeping with the requirements set out in §91 section 5 item 4) of the Minister for Finance Ordinance of 19 February 2009 on current and interim disclosures made 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 Report on the Bank's Operations in 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2016 and ended 31 December 2016.

Under 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 ING Bank Śląski S.A. Group for the period started 1 January 2016 and ended 31 December 2016 including:

1. the consolidated income statement for the period started 1 January 2016 and ended 31 December 2016, with net profit attributable to the shareholders of the parent entity of PLN 1,253.0 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2016 and ended 31 December 2016,
3. the consolidated statement of financial position as at 31 December 2016, with total assets and liabilities and equity of PLN 111,477.7 million,
4. the consolidated statement of changes in equity for the period started 1 January 2016 and ended 31 December 2016,
5. the consolidated cash flow statement for the period started 1 January 2016 and ended 31 December 2016, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2016.

Under 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 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on approval of 2016 reports of ING Bank Śląski S.A. Supervisory Board and assessment of Bank's remuneration policy.

Under 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 2016, the Management Board Report on Operations of ING Bank Śląski S.A. in 2016,
 - b) the annual consolidated financial statements of ING Bank Śląski S.A. Group for 2016 and the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2016,
 - c) the Management Board motion regarding distribution of the profit earned by the Bank in 2016,
- 2) approve the reports and assessments of the Supervisory Board of ING Bank Śląski S.A. for 2016 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 2016 including the internal control system, risk management, compliance and internal audit function,
 - b) the reports on the operations of the Supervisory Board and their committees in 2016 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 2016,
 - d) the assessment of Bank's compliance in 2016 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 2016 of the *Principles of Corporate Governance for Supervised Institutions*,
 - f) rationality assessment for the Bank's policy concerning charitable, sponsorship and similar activities in 2016.

At the same time, under §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 2016 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 21 April 2017**

on acknowledgement of fulfilment of duties by the President of the Bank Management Board in 2016.

Under 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 1 January 2016 and 31 March 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**



on acknowledgement of fulfilment of duties by the President of the Bank Management Board in 2016.

Under 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 – President of the Management Board

between 19 April 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2016.

Under 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 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2016.

Under 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 Bank Management Board

between 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2016.

Under 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 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2016.

Under 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 1 January 2016 and 30 April 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2016.

Under 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 Marcin Giżycki – Vice-President of the Management Board

between 1 August 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2016.

Under 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 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2016.

Under 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 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Chairman of the Supervisory Board in 2016.

Under 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 F. Reczek – Chairman of the Supervisory Board

between 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Deputy Chairman of the Supervisory Board in 2016.

Under 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 1 January 2016 and 4 March 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Deputy Chairman of the Supervisory Board in 2016.

Under 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 – Deputy Chairman of the Supervisory Board

between 1 January 2016 and 31 December 2016, including between 1 January 2016 and 30 March 2016 as Member of the Supervisory Board.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in 2016.

Under 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 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2016.

Under 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 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2016.

Under 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 – Member of the Supervisory Board

between 1 April 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2016.

Under 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 1 January 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2016.

Under 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 1 January 2016 and 31 March 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2016.

Under 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 Christopher Steane – Member of the Supervisory Board

between 31 March 2016 and 31 December 2016.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on 2016 profit 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 2016 net profit of ING Bank Śląski S.A. as per the following specification:

	(PLN)
1. profit before tax	1,577,632,504.61
2. fiscal charges	368,977,147.23
3. net profit:	1,208,655,357.38
a) reserve capital	1,153,655,357.38
b) general risk fund	55,000,000.00

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on amendments to the *Charter of ING Bank Śląski S.A.*

§1

Under 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. §8 section 3 item 8) shall read:

“8) rendering trust services and providing electronic identification means within the meaning of trust services regulations,”

2. the current wording of §8 section 6 shall be moved to the new §8a. which shall read:

“§8a.

The Bank may perform the activities foreseen for domestic banks in the child subsidy-related regulations and the regulations concerning the implementation of IT solutions into the business of entities performing public tasks.”

3. the current §8 section 7 shall be designated as section 6.

4. §19 section 1 shall read:

“1. Supervisory Board Members shall be appointed and recalled by the General Meeting in a secret ballot, considering the requirements laid down in the Banking Law Act.”

5. in §20 section 2 item 2, the words “Supervisory Board” shall be replaced with the word “Bank”; consequently, §20 section 2 item 2) shall read:

“2) in the case of resignation of the Supervisory Board Member from fulfilling his/her function, as of the day of notifying the Bank thereon or as of the day specified in the resignation letter, which shall, however, not be earlier than the notification day,”

6. in §22 section 1, after the words “Audit Committee” the word “and” shall be replaced with a comma and the words “and the Risk Committee” shall be added at the end of this section; consequently, §22 section 1 shall read:

"1. To support the Supervisory Board in the performance of its tasks, the Board shall select from among their number the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee."

7. the current §22 section 4 shall be designated as section 6 and shall read:

"6. The scope of activity, composition and mode of operations of the Committees shall be determined by the Supervisory Board; however, the Audit Committee should include at least two members who meet the criteria of independence and of whom one has qualifications in accounting or financial audit. The independence criteria shall be met by the majority of members of the Remuneration and Nomination Committee, the Committee Chairman included."

8. in §22 the following sections 4 and 5 shall be added:

"4. The Risk Committee shall support the Supervisory Board in monitoring and supervising the risk management process, including operational risk, credit risk and market risk, as well as in the internal capital assessment, capital management and planning processes, as well as the model risk management and the capital adequacy area.

5. If necessary, the Supervisory Board may also establish other Committees."

9. in §25 section 1 item 9, the words "immediately after adopting a resolution on amendments to the Charter by the General Meeting" shall be deleted; consequently, §25 section 1 item 9 shall read:

"9) determining the consolidated text of the Charter as well as introducing other editorial changes thereto,"

10. in §26 section 4 item 2), the words "Supervisory Board" shall be replaced with the word "Bank"; consequently, §26 section 4 item 2) shall read:

"2) in the case of resignation of a Management Board Member from his/her function, as of the day of notifying the Bank thereon or as of the day specified in the resignation letter, which shall however not be earlier than the notification day,"

11. §27 shall read:

"§27

1. The President of the Management Board and the Vice-President in charge of management of the risk material to Bank's business shall be appointed by the Supervisory Board upon the approval of the Polish Financial Supervision Authority. The earlier appointed Management Board Member referred to hereinabove may be entrusted with the capacity of the Vice-President only upon approval of the Polish Financial Supervision Authority.
2. Vice-Presidents of the Management Board shall be appointed and recalled by the Supervisory Board after taking into account the opinion of the President of the Management Board.
3. The Supervisory Board shall inform the Polish Financial Supervision Authority about the composition of the Management Board and about any change in that regard as well as about any changes affecting the Management Board Members and required by the Banking Law Act.
4. Management Board Members shall be appointed and recalled after the assessment of satisfaction of the requirements referred to in the Banking Law Act by them."

12. §29 section 3 shall read:

“3. As part of activities entrusted to the Management Board and referred to in section 2:

- 1) the President of the Management Board shall be responsible, in particular, for the internal audit unit, the compliance unit and HR management units,
- 2) the Vice-President of the Management Board whose appointment requires permission of the Polish Financial Supervision Authority shall be responsible, in particular, for the credit, market and operational risk management units.”

13. §33 section 1 item 1) shall read:

“1) the Head Office, composed of Divisions, Departments and other organisational units or forms,”

14. §35a section 3 shall read:

“3. As part of the risk management system, the Management Board shall ensure effective management of the compliance risk which is understood as the risk of consequences of non-observance of laws, internal regulations and market standards.”

15. in §35b section 1:

- a. in the introductory sentence, the words “to support the decision-taking processes that contribute to ensuring the following” shall be replaced with the word “ensure”; consequently, the introductory sentence in §35b section 1 shall read:

“1. The purpose of the internal audit system is to ensure:”

- b. the current item 3) shall be designated as item 4) and shall read:

“4) compliance of the Bank’s operations with the law, internal regulations and market standards.”

- c. a new item 3) shall be added in the following wording:

“3) observance of risk management principles at the Bank,”

16. §35b section 2 shall read:

“2. The internal control system includes:

- 1) control function tasked with ensuring the application of controls, notably those concerning risk management at the Bank; this function covers jobs, groups of persons or organisational units responsible for performing that function tasks,
- 2) compliance unit tasked with compliance risk identification, assessment, control and monitoring as well as delivery of relevant reports, and
- 3) independent internal audit unit tasked with examination and appraisal of – impartially and objectively – the adequacy and effectiveness of the risk management system and internal control system, except for the internal audit unit.”

17. §35b section 3 shall read:

“3. The persons managing the internal audit and the compliance units shall report directly to the President of the Bank Management Board. The approval of the Supervisory Board is required to appoint and recall the managers of those units.”

18. §36 section 1 shall read:

“1. The Bank’s own funds shall comprise:

- 1) paid up and registered share capital,
- 2) supplementary capital,
- 3) reserves,
- 4) general bank risk fund,
- 5) revaluation fund, and
- 6) retained earnings.”

19. in §37 section 1, the words “general risk fund for the unidentified risk related to banking activity” shall be replaced with the words “general bank risk fund”; consequently, §37 section 1 shall read:

“1. The general bank risk fund shall be established under the Banking Law Act.”

20. in §37 section 2 after the word “tax”, the words “in the amount passed by the General Meeting” shall be added and the word “unidentified” shall be deleted before the word “risk”; consequently, §37 section 2 shall read:

“2. The Fund referred to in section 1 herein shall be established out of the profit after tax in the amount passed by the General Meeting and shall be earmarked for risks of banking activities.”

21. after §39, new §39a and §39b shall be added in the following wording:

“§39a.

Retained earnings comprise:

- 1) retained earnings of previous years,
- 2) profit under approval and net profit of the present reporting period, computed in line with the effective accounting principles, less any foreseeable encumbrances and dividends, in the amounts not higher than the amounts of profit verified by chartered auditors, upon approval by the Polish Financial Supervision Authority.

§39b.

The revaluation fund shall be used to record post-revaluation changes in the value of non-current assets, made in line with the applicable regulations. The revaluation fund shall be increased whenever the value of non-current assets is raised. The revaluation fund shall be decreased with the differences arising from the revaluation of non-current assets earlier forming Bank’s assets and later sold, donated or liquidated.”

22. in §42 item 3), the words “general risk fund for an unidentified risk related to banking activity” shall be replaced with the words “general bank risk fund”; consequently, §42 item 3) shall read:

“3) general bank risk fund,”

§2

The amendments to the Charter as laid down in §1 section 1 and in sections 4 through 22 shall be approved by the Polish Financial Supervision Authority.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on amendments to the *Charter of ING Bank Śląski Spółka Akcyjna* regarding authorisation of the Management Board to increase share capital up to the authorised capital and to exclude the pre-emptive right.

§1

Under Article 430 §1, Article 444, Article 445 §1 and Article 447 §1 and §2 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve on the amendment to the *Bank Charter* consisting in adding new §11a worded as follows:

“§11a.

1. The Management Board shall be authorised to increase the share capital by the amount not higher than PLN 26,000,000 (twenty six million) by 21 April 2020 (authorised capital).
2. The Management Board may exercise their right by increasing the share capital once or a few times as per section 1.
3. The Management Board resolutions concerning issue price fixing shall be approved by the Supervisory Board.
4. The authorisation referred to in section 1 shall not apply to the right to increase capital from own funds of the Bank.
5. The Management Board shall not issue preferred shares or grant individual rights to an individually designated shareholder.
6. The Management Board shall be authorised to deprive shareholders of pre-emptive rights under the authorised capital, in full or in part, upon the Supervisory Board’s approval.”

§2

The amendment to the Charter provides for the authorisation of the Bank Management Board to increase the share capital on the terms and conditions set out in Article 444 et seq. of the Commercial Companies and Partnerships Code (authorised capital), which will enable the Management Board, if required, to take fast actions aimed at consolidating the Bank’s capital position.

§3

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

Draft

**Resolution No. ...
of the Ordinary General Meeting**



of ING Bank Śląski Spółka Akcyjna of 21 April 2017

on the changes on the Supervisory Board.

Under Article 22 §2 of the Banking Law Act of 29 August 1997 and §19 section 1 of the Bank Charter, the General Meeting of ING Bank Śląski S.A. hereby appoint Mr Norman Tambach as a Member of the Supervisory Board of ING Bank Śląski S.A.

At the same time, the General Meeting state that Mr Norman Tambach satisfies the requirements set out in Article 22aa of the Banking Law Act.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 21 April 2017**

on an amendment to 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 Charter, the General Meeting of ING Bank Śląski S.A. pass the amendments to the *ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy* (the "Policy") which consist in adding item c) to section 2.4 in Chapter 2 of the Policy. In consequence, the Policy shall be worded as enclosed herewith.

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 May 2017.

Enclosure with Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski S.A.
of 21 April 2017

**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 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%,
 - c. Members of the Supervisory Board Committees who do not hold the Chairperson's role – 15%.
- 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 Bank N.V. 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 the 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.