

Supervisory Board's assessment of application of the *Principles of Corporate Governance for Supervised Institutions* by ING Bank Śląski S.A.

By Resolution No. 218/2014 of 22 July 2014 (PFSA Official Journal No. 17), the Polish Financial Supervision Authority adopted the *Principles of Corporate Governance for Supervised Institutions* (hereinafter referred to as: "CG Principles"). The PFSA expected the *CG Principles* to be implemented by 1 January 2015.

Whereas the *CG Principles* apply to ING Bank Śląski S.A. (hereinafter referred to as: "the Bank"), the Bank authorities and the competent organisational units made an analysis of its compliance with the *CG Principles* and, consequently, took actions – as far as needed – to tailor its in-house regulations to the regulatory requirements.

The *CG Principles* were adopted by the Bank in the scope as laid down in the Management Board Report of 30 December 2014, published on the Bank's website at: <http://www.ingbank.pl/o-banku/lad-korporacyjny>.

Beforehand, on 28 November 2014, the draft Management Board Report received positive advice of the Supervisory Board who also on the same day accepted the *CG Principles* applicable to the Supervisory Board operation and its members.

Following the amendments to the Bank Charter implemented by way of Resolution No. 26 of the Ordinary General Meeting of the Bank of 31 March 2015, the Bank applies any and all rules set out in the *CG Principles*, with the proviso that, due to the impossibility of total elimination of risks of legal as well as organisational and technical nature that can adversely impact the course of the General Meeting, the Bank applies Article 8.4 of the *CG Principles* to the extent limited to the broadcasting of the Bank General Meeting debates online.

Concurrently, with its Resolution No. 25 of 31 March 2015 the Ordinary General Meeting accepted the Bank Management Board Report of 30 December 2014 and declared readiness to apply the *CG Principles* in the part regarding shareholders and relations of the Bank as a supervised institution with its shareholders, on the terms and conditions set out in that Resolution. The Resolution is available on the Bank's website at: http://www.ingbank.pl/_files/1105190.

The Supervisory Board have assessed that the actions taken resulted in adherence to the *CG Principles* being assured both in terms of compliance of in-house regulations therewith and their application by



Rada Nadzorcza / *Supervisory Board*

the Bank in the daily routine. The Bank governing bodies apply the *CG Principles*, particularly those referring to their affairs and mutual relations. The *CG Principles* are also followed by Bank employees and are mirrored in the day-to-day business of the Bank. The foregoing applies to the *CG Principles* concerning internal relations, the Bank's organisation and key systems and functions, and also the *CG Principles* relating to external relations with shareholders, Bank clients and other entities concerned.

In the course of the assessment, no instance of Bank's application-related breach of the *CG Principles* was found.

Hence, the Supervisory Board have assessed that in 2017 the Bank was applying the *Principles of Corporate Governance for Supervised Institutions* in a proper manner.