

ING BANK ŚLĄSKI SPÓŁKA AKCYJNA
MANAGEMENT BOARD

hereby give notice of the
ORDINARY GENERAL MEETING

to be held under Article 399 §1 of the Commercial Companies and Partnerships Code in conjunction with Article 402¹ §1 of the Commercial Companies and Partnerships Code

on **5 April 2018** at **12:00 noon**,

in the auditorium of ING Bank Śląski S.A. Head Office in Katowice at ul. Sokolska 34, with 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 the Management Board reports on operations of the Bank and Bank Group in 2017 as well as 2017 financial statements,
6. presenting the Supervisory Board reports for 2017,
7. passing resolutions on:
 - 1) reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2017 and ended 31 December 2017,
 - 2) reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group covering the Report on Operations of ING Bank Śląski S.A. in 2017, including the Report on Observance of Corporate Governance Principles,
 - 3) reviewing and approving the annual consolidated financial statements of the ING Bank Śląski S.A. Group for the period started 1 January 2017 and ended 31 December 2017,
 - 4) acknowledging 2017 reports of the ING Bank Śląski S.A. Supervisory Board and assessment of the Bank's remuneration policy,
 - 5) acknowledging fulfilment of duties by the members of the Bank Management Board in 2017,
 - 6) acknowledging fulfilment of duties by the members of the Supervisory Board in 2017,
 - 7) assessing satisfaction by the members of the Supervisory Board of the requirements referred to in Article 22aa of the Banking Law Act (suitability assessment),
 - 8) distribution of 2017 profit and past-year retained earnings,
 - 9) the *Dividend Payout Procedure*,
 - 10) 2017 dividend payout,
 - 11) amendments to the *Charter of ING Bank Śląski Spółka Akcyjna*,
 - 12) changes on the Supervisory Board, and
8. closing of the General Meeting.

1. Right to request putting certain matters 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 15 March 2018 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, 40-086 Katowice, Bank Management Board Bureau, 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 held the required number of shares by enclosing a depository receipt with the above mentioned request or a notice of a 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 for that entity/unit. 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 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 matters 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, 40-086 Katowice, Bank Management Board Bureau, 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 the matters included in 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 2018".

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 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.

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 4 April 2018.

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 the 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 the 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 5 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 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 20 March 2018.

9. Right to participate in the 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 of ING Bank Śląski S.A.:

- a) they are shareholders of record of ING Bank Śląski S.A. sixteen days prior to the date of the General Meeting (i.e. 20 March 2018),
- b) they submit a request, between 9 March and 21 March 2018, 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 Central Securities Depository of Poland (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. from 30 March to 4 April 2018. 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, 40-086 Katowice, Bank Management Board Bureau, or on the Company's website at: <http://www.ingbank.pl> in the section "English Info": "Investor Relations/ General Meeting/ General Meeting 2018."

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 2018."

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. Other Information

The Management Board hereby give notice that the General Meeting will be transmitted over the Internet by Unicomp-WZA Sp. z o.o. with its registered office in Warsaw. The meeting broadcast will be



ING Bank Śląski S.A.

available at www.ingbank.pl under "English Info": "Investor Relations/ General Meeting/ General Meeting 2018."

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.

Management Board of ING Bank Śląski S.A.