

Amendments proposed to the Company Charter:

The Bank Management Board hereby advise the Shareholders of the amendments proposed to the *Charter of ING Bank Śląski Spółka Akcyjna*:

1. §8.2.7) shall read:

“7) issuing the electronic money,”

the current wording of §8.2.7):

“7) issuing the electronic money instrument,”

2. in §19.3, the words “Save for §22.6 hereof,” shall be added to the provision beginning; consequently, §19.3 shall read:

“3. Save for §22.6 hereof, in the Supervisory Board, there should be at least two members who have no relationship with the Bank, its shareholders, or employees, where the said relationship should be understood as the relationship that could have significant impact on the ability of such a member to make impartial decisions (Independent Members).”

the current wording of §19.3:

“3. In the Supervisory Board, there should be at least two members who have no relationship with the Bank, its shareholders, or employees, where the said relationship should be understood as the relationship that could have significant impact on the ability of such a member to make impartial decisions (Independent Members).”

3. in §19.4, after the words “result from” the words “the laws and” shall be added; consequently, §19.4 shall read:

“4. The criteria of independence for the Independent Members result from the laws and the Code of Best Practice for WSE Listed Companies adopted by the Bank and are set out in detail in the Bylaw of the Supervisory Board.”

the current wording of §19.4:

“4. The criteria of independence for the Independent Members result from the Code of Best Practice for WSE Listed Companies adopted by the Bank and are set out in detail in the Bylaw of the Supervisory Board.”

4. §19.5 shall read:

“5. Supervisory Board Members shall be appointed for the joint term of office which shall commence as of the appointment date and shall last for the full four consecutive financial years.”

the current wording of §19.5:

“5. The term of office of the Supervisory Board shall last five years. Should there be any changes in the composition of the Supervisory Board during their term of office, the mandate of the Supervisory Board Member appointed during the term of office shall expire at the end of the term of office of the Supervisory Board.”

5. §22.6 shall read:

“6. The scope of activity, composition and mode of operations of the Committees shall be determined by the Supervisory Board, with the proviso that the criteria of independence should be satisfied by:

- 1) the majority of the Audit Committee members, including the Chairperson and at least one of the Audit Committee Independent Members should additionally hold qualifications in accounting or financial audit,
- 2) the majority of the Remuneration and Nomination Committee members, including the Chairperson.”

the current wording of §22.6:

“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.”

6. §26.3 shall read:

“3. The Management Board Members shall be appointed for the joint term of office which shall commence as of the appointment date and shall last for the full four consecutive financial years.”

the current wording of §26.3:

“3. The term of office of the Management Board shall last five years. Should there be any changes in the composition of the Management Board during their term, the mandate of the Board Member appointed during the term shall expire together with the end of the term of the Management Board.”

7. §35a.1 shall read:

“1. The tasks of the risk management system is to identify, measure or assess, control and monitor the risk appearing in the Bank's operations in order to ensure the correctness of the process of determining and executing the purposes of the activities carried out by the Bank.”

the current wording of §35a.1:

“1. The purpose of the risk management system is to identify, measure or assess and monitor the risk appearing in the Bank’s operations in order to ensure the correctness of the process of determining and execution of the purposes of the activities carried out by the Bank.”

8. in §35a, sections 3 and 4 shall be revoked

the current wording of §35a.3 and §35a.4:

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

4. The Supervisory Board shall supervise the compliance risk, and shall appraise the effectiveness of the management of that risk at least once a year.

9. in §35b.2.2, a comma and the words “understood as the risk of consequences of non-compliance with laws, internal regulations and market standards” shall be added after the words “compliance risk” and the words “as well as” shall be replaced with “and also”; consequently, §35b.2.2 shall read:

“2) compliance unit tasked with identification, assessment, control and monitoring of compliance risk understood as the risk of consequences of non-compliance with laws, internal regulations and market standards, and also delivery of relevant reports, and”

the current wording of §35b.2.2:

“2) compliance unit tasked with compliance risk identification, assessment, control and monitoring as well as delivery of relevant reports, and”

10. in §35b, the following section 5 is added:

“5. The Supervisory Board shall supervise the internal control system and shall appraise its adequacy and effectiveness at least once a year.”