

VOTE BY PROXY FORM

This form refers to voting by proxy at the Ordinary General Meeting of ING Bank Śląski S.A. whose registered office is in Katowice, at ul. Sokolska 34, to be held in the Company's registered office in Katowice on 5 April 2018.

I. SHAREHOLDER'S DETAILS:

(first and last name/business name of Shareholder)

address: _____

National Identification Number/ Business Identification Number/ National Court Register Number
(PESEL/REGON/KRS): _____

II. PROXY DETAILS:

A. _____
(first and last name/business name of Proxy)

Address: _____

National Identification Number/ Business Identification Number/ National Court Register Number
(PESEL/REGON/KRS): _____

B. _____
(first and last name of Proxy representative)

Address: _____

National Identification Number (PESEL): _____

_____, _____ 2018
(place) (date)

(signature of Shareholder)

III. VOTING ON RESOLUTION:

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on appointing the Chairman of the General Meeting.

Under Article 409 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby appoint Mr/ Ms as the Chairperson of the Ordinary General Meeting.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

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

of ING Bank Śląski Spółka Akcyjna of 5 April 2018

on 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.

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 2017 and ended 31 December 2017 including:

1. the income statement for the period started 1 January 2017 and ended 31 December 2017, with net profit of PLN 1,348.5 million,
2. the statement of comprehensive income for the period started 1 January 2017 and ended 31 December 2017,
3. the statement of financial position as at 31 December 2017, with total assets and liabilities and equity of PLN 122,105.2 million,
4. the statement of changes in equity for the period started 1 January 2017 and ended 31 December 2017,
5. the cash flow statement for the period started 1 January 2017 and ended 31 December 2017, and
6. accounting policies and additional notes.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

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.

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. Group covering the Report on Operations of ING Bank Śląski S.A. in 2017.

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 2017, 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 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
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 (place) (date)

 (signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2017 and ended 31 December 2017.

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 2017 and ended 31 December 2017 including:

1. the consolidated income statement for the period started 1 January 2017 and ended 31 December 2017, with net profit attributable to the shareholders of the parent entity of PLN 1,403.1 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2017 and ended 31 December 2017,
3. the consolidated statement of financial position as at 31 December 2017, with total assets and liabilities and equity of PLN 126,013.9 million,
4. the consolidated statement of changes in equity for the period started 1 January 2017 and ended 31 December 2017,
5. the consolidated cash flow statement for the period started 1 January 2017 and ended 31 December 2017, and
6. accounting policies and additional notes.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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 (place) (date)

 (signature of Proxy)

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledging 2017 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 Act 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. acknowledge the reports of the Supervisory Board on the results of assessment of:
 - 1) the annual financial statements of ING Bank Śląski S.A. for 2017,
 - 2) the annual consolidated financial statements of ING Bank Śląski S.A. Group for 2017,
 - 3) 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,
 - 4) the Management Board motion regarding distribution of the profit earned by the Bank in 2017 and past-year retained earnings,

2. acknowledge the reports and assessments of the Supervisory Board of ING Bank Śląski S.A. for 2017 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:
 - 1) the assessment of the Bank’s standing in 2017 including the internal control system, risk management, compliance and internal audit function,
 - 2) the reports on the operations of the Supervisory Board and their committees in 2017 along with the assessment of the Supervisory Board’s work during that period,
 - 3) the report on the evaluation of the remuneration policy at the Bank in 2017,
 - 4) the assessment of Bank’s compliance in 2017 with disclosure duties as to application of the principles of corporate governance laid down in the WSE Rules and regulations on current and interim disclosures made by securities issuers,
 - 5) the assessment of Bank’s application in 2017 of the *Principles of Corporate Governance for Supervised Institutions*,
 - 6) rationality assessment for the Bank’s policy concerning charitable, sponsorship and similar activities in 2017.

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 Operations of ING Bank Śląski S.A. Group covering the Report on Operations of ING Bank Śląski S.A. in 2017 and the Supervisory Board Report referred to in item 2) sub-item 3) 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

(signature of Proxy)

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- at the proxy's discretion, or*
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* - delete as appropriate

_____, _____ 2018
 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the President of the Bank Management Board in 2017.

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 1 January 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

 (signature of Proxy)

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- in line with the following principles*:

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 May 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
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 (place) (date)

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

 (signature of Proxy)

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* - delete as appropriate

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 January 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

 (signature of Proxy)

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* - delete as appropriate

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 Bożena Graczyk – Vice-President of the Management Board

between 1 June 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

 (signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

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 (place) (date)

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**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

 (signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

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- in line with the following principles*:

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_____, _____ 2018
 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Chairperson of the Supervisory Board in 2017.

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 – Chairperson of the Supervisory Board

between 1 January 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

 (signature of Proxy)

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- at the proxy's discretion, or*
- in line with the following principles*:

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Deputy Chairperson of the Supervisory Board in 2017.

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 Chairperson of the Supervisory Board

between 1 January 2017 and 15 March 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

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 (place) (date)

 (Signature of Shareholder)

Draft

**Resolution No. ...
 of the Ordinary General Meeting
 of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Deputy Chairperson of the Supervisory Board in 2017.

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 – Deputy Chairperson of the Supervisory Board

between 1 January 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
 (place) (date)

(signature of Proxy)

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- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in 2017.

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 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

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* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

(signature of Proxy)

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(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 1 January 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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_____, _____ 2018
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(Signature of Shareholder)

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**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 Norman Tambach – Member of the Supervisory Board

between 21 April 2017 and 31 December 2017.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(signature of Proxy)

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- in line with the following principles*:

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_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on assessment of satisfaction by the members of the Supervisory Board of the requirements referred to in Article 22aa of the Banking Law Act (suitability assessment).

Under Article 18.3 of the Charter of ING Bank Śląski S.A. in conjunction with Article 22a §2 of the Banking Law Act of 29 August 1997 and considering the recommendation of the ING Bank Śląski S.A. Supervisory Board Remuneration and Nomination Committee, the General Meeting of ING Bank Śląski S.A. hereby ascertain that each and every member of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. Mr Antoni Reczek,
2. Ms Małgorzata Kołakowska,
3. Mr Aleksander Galos,
4. Mr Ad Kas,
5. Mr Aleksander Kutela,
6. Mr Christopher Steane,
7. Mr Norman Tambach,

has the knowledge, skills and experience required to hold the function of a member of the ING Bank Śląski S.A. Supervisory Board, provides assurance of proper performance of duties relating to that function and fulfils other requirements as set out in Article 22aa of the Polish Banking Law Act.

At the same time, based on the above recommendation, the General Meeting state that the competences of the individual members of the Supervisory Board are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on distribution of 2017 profit and past-year retained earnings.

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 2017 net profit

of ING Bank Śląski S.A. together with the past-year retained earnings as per the following specification:

(in PLN)

1. profit before tax	1,804,378,190.51
2. fiscal charges	455,880,849.11
3. net profit	1,348,497,341.40
4. past-year retained earnings	57,005,440.97
5. the total (3+4) is divided in the following manner:	1,405,502,782.37
a) reserve capital	989,182,782.37
b) dividend	416,320,000.00

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on the *Dividend Payout Procedure*.

Under Article 348 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby implement the Dividend Payout Procedure, as enclosed herewith.

Enclosure with Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna
of 5 April 2018

DIVIDEND PAYOUT PROCEDURE

Article 1

The decision on the dividend payout to shareholders of ING Bank Śląski S.A. shall be taken by the General Meeting.

Article 2

Should the General Meeting pass a resolution on the dividend payout, the Bank as a public company shall make a public announcement of such resolution and publish it on the website at:
www.ingbank.pl.

Article 3

The resolution shall set out the following:

1. the gross dividend amount per share,
2. the record date, that is the date on which shareholders acquire a right to dividend, and
3. the dividend payout date.

Article 4

Eligible shareholders shall inquire about the dividend payout by themselves.

Article 5

1. The form of the dividend payout shall differ depending on the place of the share deposit.
2. The shareholders of record who hold:
 - 1) shares deposited in a securities account maintained by the brokerage office, the dividend is paid out automatically to that account at the payout date,
 - 2) non-verified shares and shares deposited in the register of the Issue Sponsor, the dividend is paid out to the bank account or securities account following a written request of the

shareholder filed with the ING Bank Śląski S.A Branch and validated by that Branch employee.

3. Depending on the shareholder's choice, the requests referred to in section 2.2) may be:
 - 1) standing ones – the dividend shall be paid out in the manner defined in the request until the request has been revoked or amended,
 - 2) one-off ones – the request shall be filed after each decision to pay out the dividend taken by the General Meeting.
4. In the case referred to under section 2.2, the shareholder shall visit the Bank branch and produce the following documents:
 - 1) identity card,
 - 2) original or Xerox copy of the depository receipt to confirm their shareholding,
 - 3) a written request for the dividend payout, which shall include the following details:
 - a) first and last names,
 - b) personal identification number (PESEL),
 - c) address,
 - d) depository receipt number,
 - e) number of ING Bank Śląski S.A. shares, and
 - f) name of the Bank and number of bank account or name of the Brokerage Office and number of securities account to which the dividend is to be paid out.

Article 6

1. This Procedure shall supersede the Procedure as enclosed with Resolution No. 22 of the General Meeting of ING Bank Śląski S.A. of 8 April 2010.
2. The Procedure shall come into effect as of its adoption date and shall remain in effect until amended or revoked by the General Meeting.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on 2017 dividend payout.

In conjunction with Resolution No. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 5 April 2017 on 2017 profit and past-year retained earnings distribution and pursuant to Articles 347 and 348 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

§1

1. ING Bank Śląski S.A. shall pay out final dividend for 2017 totalling PLN 416,320,000.00; that is PLN 3.20 per share in gross terms, on the following terms and conditions:
 - 1) 25 April 2018 shall be the date of record upon which the list of shareholders of record who are entitled to the dividend payment is determined (record date),
 - 2) the dividend shall be paid out on 10 May 2018 (payment date),
 - 3) the dividend shall be paid out on terms and conditions set out in the *Dividend Payout Procedure* as adopted by way of Resolution No. of the General Meeting of ING Bank Śląski S.A. on 5 April 2018.
2. All shares issued by the Bank, i.e. 130,100,000 shares, shall be covered by the dividend payout.

§2

The General Meeting oblige the Company Management Board to execute this resolution.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

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_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

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

Article 1

Under Article 430 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. resolve on the following amendments to the *Bank Charter*:

1. 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)."
2. 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.”
3. §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.”,
4. §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.”,
5. §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.”,
6. §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.”,
7. in §35a, sections 3 and 4 shall be revoked
8. 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”,
9. 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.”

Article 2

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

Article 3

The provisions of §19.5 and §26.3 of the Charter as worded under §1.3 and §1.5 hereof shall apply for the first time to the term of office of the Management Board and Supervisory Board running as at the effective date hereof.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank
Śląski Spółka Akcyjna of 5 April 2018**

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

Article 1

Under Article 430 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. resolve on the following amendments to the Bank Charter:

§8.2.7) shall read:

“7) issuing the electronic money,”.

Article 2

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018
(place) (date)

(Signature of Shareholder)

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

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 Michał Szczurek as a Member of the Supervisory Board of ING Bank Śląski S.A.

At the same time, taking account of the recommendation of the Remuneration and Nomination Committee of ING Bank Śląski S.A. Supervisory Board, the General Meeting state that Mr Michał Szczurek satisfies the requirements of Article 22aa of the Banking Law Act.

Furthermore, taking account of the appointment of Mr Michał Szczurek as a Member of the Supervisory Board and based on the above noted recommendation of the Remuneration and Nomination Committee, the General Meeting state that the competences of the individual members of the Supervisory Board are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2018
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2018



ING Bank Śląski S.A.

(place) (date)

(Signature of Shareholder)