

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)
addr	ess:
	onal Identification Number/Business Identification Number/ National Court Register Number: L/REGON/KRS):
II.	PROXY DETAILS:
A (first	and last name/business name of Proxy)
Addr	ess:
	onal Identification Number/Business Identification Number/ National Court Register Numbe EL/REGON/KRS):
B (first	and last name of Proxy representative)
	ess:
	onal Identification Number (PESEL):
	. 2018
	,,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.	

	□ For	□ Against	□ Abstain	
		□ Dissenting opinion		
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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.

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(Signature	of Shareholder	-)

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.

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SHAREHOLDER'S INSTRUCTION FOR PROXY:

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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.

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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.

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	per 2000, the General Meet	:he Commercial Companie :ing of ING Bank Śląski S.A. h		•
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	on Bartkiewicz – Presidento	-		
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SHAREHOLDER'S INSTRUCTION FOR PROXY:

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



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on acknowledgement of fulfilment n 2017.	of duties by the Vice-Presi	dent of the Bank I	Management Boo
Under Article 395 §2 item 3 of tl September 2000, the General Meeti duties by			•
Mr Michał Bolesławski – Vice-Preside	nt of the Bank Managemen	t Board	
petween 1 January 2017 and 31 Dec	cember 2017.		
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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 Joanna Erdman - Vice-President of the Management Board

between 1 January 2017 and 31 December 2017.

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		he Commercial Compan ing of ING Bank Śląski S.A.		•
Mr Marcin Giżycki –	Vice-President o	of the Management Board	I	
petween 1 January	2017 and 31 De	cember 2017.		
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General Meeting 2018 – Vote by proxy form

SHAREHOLDER'S INSTRUCTION FOR PROXY:



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on acknowledgement of fulfilment of duties by t in 2017.	the Vice-Presiden	t of the Bank I	Management Board
Under Article 395 §2 item 3 of the Commerc September 2000, the General Meeting of ING Ba duties by	•		•
Ms Bożena Graczyk – Vice-President of the Manag	gement Board		
between 1 June 2017 and 31 December 2017.			
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Mr Patrick Ro	esink – Vice-President of t	he Management Board		
between 1 J	anuary 2017 and 31 Dece	mber 2017.		
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	cle 395 §2 item 3 of th 2000, the General Meetir	•				
Mr Antoni F	. Reczek – Chairperson of	the Supervisory Boar	^r d			
between 1	January 2017 and 31 Dec	ember 2017.				
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		e Commercial Companies g of ING Bank Śląski S.A. he	•	
Mr Roland Bo	oekhout – Deputy Chairpe	rson of the Supervisory Bo	pard	
between 1 J	anuary 2017 and 15 Marc	h 2017.		
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	of ING Bank Ś	ląski Spółka Akcyj	jna of 5	April 2018		
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	tle 395 §2 item 3 of the 2000, the General Meeting		•	•		
Ms Małgorzo	nta Kołakowska – Deputy C	hairperson of the S	Supervis	ory Board		
between 1 J	lanuary 2017 and 31 Dece	mber 2017.				
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Under Artic	edgement of fulfilment ale 395 §2 item 3 of th 2000, the General Meeti	ne Commercial Co	ompanies	and Partnership	s Code A	ct of 15
Mr Aleksanc	ler Galos – Secretary to t	he Supervisory Bo	oard			
between 13	January 2017 and 31 Dec	cember 2017.				
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on acknowledgement of fulfilment	of duties bu the Member of	of the Supervisory Board in	n 2017.
Under Article 395 §2 item 3 of th September 2000, the General Meetin duties by	e Commercial Companies	and Partnerships Code A	Act of 15
Mr Ad Kas – Member of the Superviso	ry Board		
between 1 January 2017 and 31 Dece	ember 2017.		
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on acknowledgement of fulfilment	of duties by the Memb	er of the Superviso	ory Board in 2017.
Under Article 395 §2 item 3 of the September 2000, the General Meeting duties by	•		•
Mr Aleksander Kutela – Member of t	he Supervisory Board		
between 1 January 2017 and 31 Dec	cember 2017.		
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on acknowledgement of fulfilment o	of duties by the Member o	f the Supervisory Board i	n 2017.
Under Article 395 §2 item 3 of the September 2000, the General Meeting duties by	•	· ·	
Mr Christopher Steane – Member of the	e Supervisory Board		
between 1 January 2017 and 31 Dece			
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on acknowl	ledgement of fulfilmen	t of duties by the	Member o	of the Supervisor	y Board i	n 2017.
	cle 395 §2 item 3 of t 2000, the General Meet		•		•	
Mr Norman	Tambach – Member of th	ne Supervisory Boa	rd			
between 21	. April 2017 and 31 Decer	mber 2017.				
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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.

	□ For	□ Against	□ Abstain	
		□ Dissenting opinion		
	Number of shares:	Number of shares:	Number of shares	5:
		(place)	(date)	_2018
- at the pro	.DER'S INSTRUCTION FOI oxy's discretion, or* h the following principles			
* - delete a	s appropriate			2018
		(place) (Signat	(date)	

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 PI N)

			(in PLN)
ore tax		1,804,3	378,190.51
2. fiscal charges		455,880,849.11	
		1,348,4	97,341.40
retained earnings		57,0	005,440.97
3+4) is divided in the foll	owing manner:	1,405,5	502,782.37
apital		989,1	182,782.37
		416,3	320,000.00
Number of shares:	□ Dissenting opinion Number of shares:		
DER'S INSTRUCTION FOR By's discretion, or*	(signat		
	retained earnings 3+4) is divided in the foll apital For Number of shares:	retained earnings 3+4) is divided in the following manner: apital For Against Dissenting opinion Number of shares: (place)	retained earnings 57,0 3+4) is divided in the following manner: 1,405,5 apital 989,1 For Against Abstain Dissenting opinion Number of shares: Number of shares: Number of shares: (place) (date) (signature of Proxy)

* - delete as appropriate



Bank Śląski S.A.			
			2018
	(place)	(date)	

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

(Signature of Shareholder)

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) depositary 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.

	□ For	□ Against		□ Abstain	
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	Number of shares:	Number of sha	res:	Number of shares:	
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			(place) (c		
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- at the pro	.DER'S INSTRUCTION FOR oxy's discretion, or* h the following principles*:				



* - delete as appropriate

		2018
(place)	(date)	
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(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.

□ For	□ Against	□ Abstain
	□ Dissenting opinion	
Number of shares:	Number of shares:	Number of shares:



	(place) (date)	<i>.</i>	2018
	(signature of Pro	оху)	
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	(place) (, 'date)	2018
	(Signature of Sh	areholder)	

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.

	□ For	□ Against	□ Abstain	
		□ Dissenting opinion		
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		(place)	,(date)	2018
		(Signati	ure of Shareholder)	

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:

Charter.				
§8.2.7) shal "7) issuing t	l read: the electronic money,".			
		Article 2		
The amend Authority.	mentstothe Charter as s	set out in §1 require appro	val of the Polish Financial S	upervisior
	□ For	□ Against	□ Abstain	٦
		□ Dissenting opinion		
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(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.

	□For	□ Against		□ Abstain		
		□ Dissenting o	pinion			
	Number of shares:	Number of sho	res:	Number of share	es:	
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- at the prox	xy's discretion, or* n the following principles*:					
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(place)	(date)	
(Signature	of Shareholder)	