

2018-12-18 Report No. 34/2018: Conclusion of agreements aimed at acquisition of a 45%-stake in NN IP TFI S.A.

The Management Board of ING Bank Śląski S.A. ("Bank") give notice that on 18 December 2018, the Bank together with its subsidiary, ING Investment Holding (Polska) S.A. (formerly ING ABL Polska S.A.), signed with NN Investment Partners International Holdings B.V. ("Seller") a preliminary purchase agreement ("Purchase Agreement") whereunder ING Investment Holding (Polska) S.A. ("Buyer") undertakes to purchase 94,500 shares of NN IP TFI S.A. ("NN TFI"), representing a 45%-stake in NN TFI share capital and 45% of the total number of votes at the General Meeting of NN TFI ("Transaction"). The price for 45% of shares of NN TFI set at PLN177.2 million (in words: one hundred and seventy seven million two hundred thousand zlotys) will be increased by the interest of 2.5% per year for the period from 1 January 2018 to the Transaction closing date. The Buyer shall be entitled to receive dividend starting from the dividend paid out from 2018 net profit. The final purchase price will be adjusted as per the Purchase Agreement terms and conditions. The Bank shall give notice regarding the Transaction closing and the final price in a relevant current report. In line with the Purchase Agreement, the key condition precedent to the Transaction closing is the absence of the Polish Financial Supervision Authority's objection.

The Bank expects the Transaction to be closed in Q2 2019. Furthermore, the Bank estimates that the Transaction will reduce the consolidated Total Capital ratio and Tier 1 ratio by approx. 15 bp.

Apart from the Purchase Agreement, the Bank, the Buyer, the Seller and NN TFI concluded the NN TFI Shareholders Agreement which sets out mainly the terms of cooperation of NN TFI shareholders with regard to NN TFI corporate governance after the purchase of NN TFI shares by the Buyer and the terms of implementation of joint ventures of the Bank and NN TFI.

Legal grounds: Article 17.1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (MAR).