

**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 26 April 2023.

**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): \_\_\_\_\_

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Shareholder)

**III. VOTING ON RESOLUTION:**

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**



**on appointing the Chair 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 Ms/ Mr ..... as the Chair 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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2022 and ended 31 December 2022.**

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 2022 and ended 31 December 2022 including:

1. the income statement for the period started 1 January 2022 and ended 31 December 2022, with net profit of PLN 1 714.4 million,
2. the statement on total income for the period started 1 January 2022 and ended 31 December 2022,
3. the statement of financial position as at 31 December 2022, with total assets and liabilities and equity of PLN 211 159.3 million,
4. the statement of changes in equity for the period started 1 January 2022 and ended 31 December 2022,
5. the cash flow statement for the period started 1 January 2022 and ended 31 December 2022, 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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**



on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2022 covering the Report on Operations of ING Bank Śląski S.A., including the statement on the application of corporate governance principles, as well as reviewing and approving the Report on non-financial information of ING Bank Śląski S.A. Group for 2022, including non-financial information of ING Bank Śląski S.A.

Under Articles 395 §2 item 1 and 395 §5 of the Commercial Companies and Partnerships Code Act of 15 September 2000 in conjunction with Article 49b section 9 and Article 55 section 2c of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve:

1. the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2022, covering the Report on Operations of ING Bank Śląski S.A.,
2. the Report on non-financial information of ING Bank Śląski S.A. Group for 2022, including non-financial information of ING Bank Śląski S.A.

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 statement on the application of corporate governance principles in 2022, which was developed in keeping with the requirements set out in §70 section 6 item 5) of the Minister for Finance Ordinance of 29 March 2018 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 statement is a separate part of the Management Board report on the Bank's operations in 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(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 26 April 2023**

**on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2022 and ended 31 December 2022.**

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 2022 and ended 31 December 2022 including:

1. the consolidated income statement for the period started 1 January 2022 and ended 31 December 2022, with net profit of PLN 1 714.4 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2022 and ended 31 December 2022,
3. the consolidated statement of financial position as at 31 December 2022, with total assets and liabilities and equity of PLN 217 266.1 million,
4. the consolidated statement of changes in equity for the period started 1 January 2022 and ended 31 December 2022,
5. the consolidated cash flow statement for the period started 1 January 2022 and ended 31 December 2022, 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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(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 26 April 2023**

**on accepting ING Bank Śląski S.A. Supervisory Board Report for 2022.**

Under Article 382 §3 item 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. hereby accepts the Supervisory Board Report for 2022 covering:

- 1) a summary on the operations of the Supervisory Board and its committees in the financial year 2022, including information on the composition of the Supervisory Board and its committees,
- 2) the results of assessment of:
  - the annual financial statements of ING Bank Śląski S.A. for 2022,
  - the annual consolidated financial statements of the ING Bank Śląski S.A. Group for 2022,
  - the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2022 covering the Management Board Report on Operations of ING Bank Śląski S.A.,
  - the report on non-financial information of ING Bank Śląski S.A. Group for 2022, including non-financial information of ING Bank Śląski S.A.,
  - the motion of the Management Board on distribution of 2022 profit,
- 3) assessment of the Bank's consolidated standing in 2022, including an assessment of the internal control-, risk management- and compliance systems and the internal audit function,
- 4) assessment of the Bank's application of the principles of corporate governance and of the Bank's compliance with disclosure duties as to their application, as laid down in the WSE Rules and regulations on current and interim information provided by securities issuers,
- 5) assessment of ING Bank Śląski S.A.'s application of "Principles of Corporate Governance for Supervised Institutions" in 2022,
- 6) assessment of the rationality of ING Bank Śląski S.A.'s expenditure borne in connection with the policy concerning charitable and sponsorship initiatives in 2022,
- 7) update on the implementation status of the diversity policy for the ING Bank Śląski S.A. Management Board and Supervisory Board in 2022,



- 8) assessment of the performance by the Management Board of its disclosure duties towards the Supervisory Board,
- 9) update on total remuneration due from the Bank on account of all audits ordered by the Supervisory Board throughout 2022.

At the same time, pursuant to §18 item 3) of the Charter of ING Bank Śląski S.A., in conjunction with item 8.9. of the Polish Financial Supervision Authority Recommendation Z on internal governance principles at banks, based on:

- information provided in the abovementioned Supervisory Board report, including the self-assessment of the Supervisory Board work in 2022,
- the update on amendments to the ING Bank Śląski S.A. Supervisory Board Bylaw and the published version of this Bylaw, as well as the content of the Bylaws of the Supervisory Board committees published at the Bank's website,
- self-assessment of adequacy of internal regulations concerning operations of the ING Bank Śląski S.A. Supervisory Board adopted by the Supervisory Board,

the General Meeting of ING Bank Śląski S.A. assesses that internal regulations concerning operations of the Supervisory Board are adequate and that operations of the Supervisory Board are effective and efficient.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(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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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)



**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on the opinion to the Supervisory Board’s report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2022, and to the assessment of Bank’s remuneration policy.**

Under Article 395 § 2<sup>1</sup> of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 90g section 6 of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005, the General Meeting hereby endorse the Supervisory Board’s report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2022.

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 in 2022 covering the Report on the Bank’s Operations and the Supervisory Board Report on the assessment of the remuneration policy at the Bank in 2022, the General Meeting hereby state that the remuneration policy applied 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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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\_\_\_\_\_, \_\_\_\_\_ 2023





(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the President of the Bank Management Board in 2022.**

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 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(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 26 April 2023**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.**

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 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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(signature of Proxy)

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(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)



**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.**

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 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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(signature of Proxy)

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\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)



**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.**

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 Bank Management Board

between 1 January 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)



**of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.**

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 Ewa Łuniewska - Vice-President of the Bank Management Board

between 1 January 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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(signature of Proxy)

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(place) (date)

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(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**



**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.**

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 H. Mrozek – Vice-President of the Bank Management Board

between 1 January 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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(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 26 April 2023**



**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.**

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 Sławomir Soszyński – Vice-President of the Bank Management Board

between 1 January 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

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(place) (date)

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(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.**



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 Alicja Żyła – Vice-President of the Bank Management Board

between 1 January 2022 and 31 January 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Chairman of the Supervisory Board in 2022.**





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 – Chairman of the Supervisory Board

between 1 January 2022 and 31 December 2022 as the Chairman of the Supervisory Board.

<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 Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the First Deputy Chair of the Supervisory Board in 2022.**



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 – the First Deputy Chair of the Supervisory Board

between 1 January 2022 and 31 December 2022, including the fulfilment of duties as Deputy Chair of the Supervisory Board until 16 May 2022 and as the First Deputy Chair of the Supervisory Board from 16 May 2022.

<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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\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Deputy Chair of the Supervisory Board in 2022.**



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 Szczurek – the Deputy Chair of the Supervisory Board

between 1 January 2022 and 31 December 2022, including the fulfilment of duties as the Secretary to the Supervisory Board until 16 May 2022 and as the Deputy Chair of the Supervisory Board from 16 May 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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(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 26 April 2023**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.**



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 Aris Bogdaneris – Member of the Supervisory Board

between 7 April 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

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\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

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(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.**



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 Stephen Creese – Member of the Supervisory Board

between 1 January 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.**



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 Dorota Dobija – Member of the Supervisory Board

between 1 January 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.**



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 Monika Marcinkowska – Member of the Supervisory Board

between 1 January 2022 and 31 December 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.**



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 Remco Nieland – Member of the Supervisory Board

between 1 January 2022 and 7 April 2022.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on distribution of 2022 profit.**





Pursuant to Article 395 § 2 item 2 of the Act of 15 September 2000 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. hereby distributes the 2022 net profit of ING Bank Śląski S.A. in the amount of PLN 1 714 407 093.95 as follows:

- 1) the amount of PLN 513 895 000.00 shall be allocated to increase the reserve capital earmarked for dividend payout, including interim dividend payments,
- 2) the amount of PLN 1 200 512 093.95 shall be allocated to increase the general reserve capital.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on amending the Charter of ING Bank Śląski Spółka Akcyjna**

§ 1



Under Article 430 §1 of the Commercial Companies and Partnerships Code of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve on an amendment to the Bank Charter, whereby the following sub-item "j" is added in § 8 section 3 item 11:

"j) intermediation in obtaining loans and advances,"

§ 2

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

§ 3

Resolution No. 28 of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 7 April 2022 on the amendment to the Charter of ING Bank Śląski Spółka Akcyjna shall no longer be effective.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

**Resolution No. ...**

Draft



**of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on amending the Charter of ING Bank Śląski Spółka Akcyjna.**

§ 1

Pursuant to Article 430 § 1 of the Act of 15 September 2000 of the Code of Commercial Companies, the General Meeting of ING Bank Śląski S.A. resolves to amend § 8 section 3 item 3a) of the Bank Charter which shall now read as follows:

“3a) performing activities, within the scope defined in Article 70 Section 2 of the Act on Trading in Financial Instruments, other than brokerage activity, such as:

- a) accepting and transmitting orders to purchase or sell financial instruments,
- b) acquiring or selling financial instruments on own account,
- c) investment advising,
- d) offering financial instruments,
- e) providing services in performance of previously concluded issue underwriting agreements or in conclusion and performance of other agreements of similar nature if they concern financial instruments,
- f) execution of orders to purchase or sell financial instruments for the account of the originator,”.

§ 2

The amendment to the Charter as set out in §1 requires 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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on amending the Charter of ING Bank Śląski Spółka Akcyjna**

§ 1

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

1. In § 11, the following section 4 is added:

“4. Redemption of shares or acquisition of own shares by the Bank shall require permission of the Polish Financial Supervision Authority, in keeping with Article 77 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012.”

2. In § 21, the following sections 3 and 4 are added:

“3. The Chair of the Supervisory Board shall manage the work of the Board and ensure its due organisation, particularly by convening the meetings.

4. Where the Supervisory Board Chair is absent or hindered in his/her function as the Supervisory Board Chair, his/her rights and duties shall be performed by the Deputy Chair. Where two Deputy Chairs have been elected, in the situation described in the preceding sentence, the rights and duties of the Supervisory Board Chair shall be performed by the First Deputy Chair, and in the event of his/her absence by the other Deputy Chair.”

<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:



\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on amending the Charter of ING Bank Śląski Spółka Akcyjna to authorise the Management Board to increase the share capital within the limits of the authorised capital and to exclude the pre-emptive right.**

§ 1

Pursuant to Article 430 § 1, Article 444, Article 445 § 1 and Article 447 §§1 and 2 of the Act of 15 September 2000 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. resolves to make an amendment to the Bank Charter and authorise the Management Board to increase the share capital within the authorised capital for the coming period by making an amendment to § 11a which shall read as follows:

“§ 11a.

1. The Management Board shall be authorised to increase the share capital by the amount not higher than PLN 26,000,000 (twenty six million) from the date of entry to the register of entrepreneurs of the National Court Register of the amendment to the Bank Charter concerning this provision, until 26 April 2026 (authorised capital).



2. The Management Board may exercise their right by increasing the share capital once or a few times as per section 1.
3. The Management Board resolutions concerning issue price fixing shall be approved by the Supervisory Board.
4. The authorisation referred to in section 1 shall not apply to the right to increase capital from own funds of the Bank.
5. The Management Board may award shares only in consideration for cash deposits.
6. The Management Board shall not award preferred shares or individual rights to an individually designated shareholder.
7. The Management Board shall be authorised to deprive shareholders of pre-emptive rights under the authorised capital, in full or in part, upon the Supervisory Board's approval."

§ 2

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

§ 3

The purpose of the proposed amendment to the Charter is to authorise the Bank Management Board to increase the share capital on the terms and conditions set out in Article 444ff of the Commercial Companies and Partnerships Code (the authorised capital) for another period, following the expiry of the current authorisation added in §11a of the Bank Charter by Resolution No. 23 of the Bank Ordinary General Meeting of 2 April 2020. Granting another authorisation to the Management Board to issue the authorised capital will allow the Management Board to take fast actions to strengthen the Bank in terms of capital if and when needed.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

**on changes to the composition of the Supervisory Board\*.**

Pursuant to Article 22 section 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., having regard to the recommendation of the Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A., states that Mr/Ms ..... fulfils the requirements for a Member of the Supervisory Board specified in Article 22aa of the Banking Law Act.

With the above assessment in mind, the General Meeting of ING Bank Śląski S.A. appoints Mr/Ms ..... as Member of the Supervisory Board of ING Bank Śląski S.A.

<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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

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

Under §18 item 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, having regard to the recommendation of the Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A., 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, listed hereinbelow, i.e.:

1. Mr Aleksander Galos,
2. Ms Małgorzata Kotakowska,
3. Mr Michał Szczurek,
4. Mr Stephen Creese,
5. Ms Dorota Dobija,
6. Ms Monika Marcinkowska,

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 Remuneration and Nomination Committee recommendation, the General Meeting state that the individual competences of the individual members of the Supervisory Board, named herein, as well as those of the member/members of the Supervisory Board appointed by way of Resolution(s) No(s). ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 26 April 2023, are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank and the Supervisory Board as a whole have the adequate knowledge, abilities and experience enabling them to understand the actions of the Bank, the main risks included.

*\* The draft resolutions may be subject to changes or additions depending on shareholders' proposals for changes in the composition of the Supervisory Board and the results of the suitability assessment carried out by 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:

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(signature of Proxy)

**SHAREHOLDER'S INSTRUCTION FOR PROXY:**

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

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\* - delete as appropriate

\_\_\_\_\_, \_\_\_\_\_ 2023  
(place) (date)

\_\_\_\_\_  
(Signature of Shareholder)

