

ING BANK ŚLĄSKI SPÓŁKA AKCYJNA  
MANAGEMENT BOARD

hereby give notice of  
the ORDINARY GENERAL MEETING

to be held under Article 399 §1 of the Commercial Companies and Partnerships Code in conjunction with Article 402<sup>1</sup> §1 of the Commercial Companies and Partnerships Code

on **7 April 2022 at 12:00 noon**,

in the auditorium of ING Bank Śląski S.A. Head Office in Katowice at ul. Sokolska 34, with the following proposed agenda:

1. opening of the General Meeting,
2. appointing the Chair of the General Meeting,
3. stating that the General Meeting has been convened in compliance with the law and is capable of passing resolutions,
4. presenting the agenda of the General Meeting,
5. presenting the Management Board reports on operations of the Bank and Bank Group in 2021 including the report on non-financial information as well as financial statements for 2021,
6. presenting the Supervisory Board reports for 2021,
7. presenting update on amendments to the Supervisory Board Bylaw,
8. passing resolutions on:
  - 1) reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2021 and ended 31 December 2021,
  - 2) reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2021 covering the Report on Operations of ING Bank Śląski S.A., including the Management Board statement on the application of corporate governance rules, as well as reviewing and approving the Report on non-financial information of ING Bank Śląski S.A. Group for 2021, including non-financial information of ING Bank Śląski S.A.,
  - 3) reviewing and approving the annual consolidated financial statements of the ING Bank Śląski S.A. Group for the period started 1 January 2021 and ended 31 December 2021,
  - 4) acknowledging ING Bank Śląski S.A. Supervisory Board reports for 2021,
  - 5) the opinion to the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2021 and to the assessment of Bank's remuneration policy,
  - 6) acknowledging fulfilment of duties by the Members of the Bank Management Board in 2021,
  - 7) acknowledging fulfilment of duties by the Members of the Supervisory Board in 2021,
  - 8) amendments to the *Charter of ING Bank Śląski Spółka Akcyjna*,
  - 9) establishing the Incentive Scheme for Identified Staff of the Bank and authorising the Management Board of ING Bank Śląski S.A. to buy own shares to carry out the Incentive Scheme,
  - 10) establishing reserve capitals and distribution of 2021 profit and past-year undivided profit,
  - 11) 2021 dividend payout,
  - 12) amending the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy*,



- 13) amendments to the *Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.*,
  - 14) approval of the *Diversity Policy for ING Bank Śląski S.A Management Board and Supervisory Board Members*,
  - 15) changes on the Supervisory Board,
  - 16) assessing satisfaction by the Members of the Supervisory Board of the requirements referred to in Article 22aa of the Banking Law Act (suitability assessment),
9. closing of the General Meeting.

**1. Right to request putting certain matters on the agenda (Article 402<sup>2</sup> item 2 letter a) of the Commercial Companies and Partnerships Code)**

Shareholders representing at least 1/20 of the Company's share capital may request that certain items be placed on the agenda for the General Meeting. Such requests should be submitted to the Management Board of ING Bank Śląski S.A. not later than on 17 March 2022 and should contain grounds for the request or a draft resolution concerning the proposed agenda item. The requests may be submitted in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, 40-086 Katowice, Bank Management Board Bureau, or in the electronic form to be sent only to the following email address: [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl)

Shareholders should prove that they hold an appropriate number of shares as of the date of filing a request by attaching a certificate of deposit or a certificate of the right to participate in the Bank's General Meeting (such documents are not required in a situation where the shareholder's status and the right to participate in the Bank's General Meeting may be established by the Bank on the basis of a list prepared by the entity maintaining the securities depository). In the case of shareholders who are legal persons or organisational units without legal personality, the right to act on behalf of the entity should also be confirmed by attaching a valid copy from the register relevant for that person/unit.

Shareholders who send the requests via electronic means of communication are required to send the above mentioned documents in the PDF format.

Requests sent by shareholders using means of electronic communication in the manner other than via the above mentioned electronic mail address or without fulfilling the requirements set out above shall not have any legal consequences for the Bank, and therefore shall not be recognized.

**2. Right to submit draft resolutions concerning items put on the agenda or items to be put on the agenda prior to the date of the General Meeting (Article 402<sup>2</sup> item 2 letter b) of the Commercial Companies and Partnerships Code)**

Prior to the date of the General Meeting, shareholders representing at least 1/20 of the share capital are entitled to submit draft resolutions on matters included in the agenda of the General Meeting or issues which are to be included in the agenda; such drafts may be submitted either in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, 40-086 Katowice, Bank Management Board Bureau, or via means of electronic communication (in the mode and to the email address specified in item 1 above). The draft resolutions should present a rationale.

Draft resolutions sent by shareholders using means of electronic communication in the manner other than via the electronic mail address given in item 1 above or without fulfilling the requirements set out in the said item shall not have any legal consequences for the Bank, and therefore shall not be recognized.



Draft resolutions of the General Meeting for matters put on the agenda of the General Meeting should be submitted by shareholders no later than 3 days before the General Meeting.

**3. Right to submit draft resolutions concerning the matters included in the agenda during the General Meeting (Article 402<sup>2</sup> item 2 letter c) of the Commercial Companies and Partnerships Code)**

During the General Meeting, each shareholder entitled to participate in the General Meeting may present draft resolutions concerning the matters included in the agenda. The draft resolutions should present a rationale.

**4. Exercising voting rights by proxy (Article 402<sup>2</sup> item 2 letter d) of the Commercial Companies and Partnerships Code)**

Shareholders may participate in the General Meeting and exercise voting rights in person or by proxy. A template power of attorney and a template vote by proxy form are available on the following website: <http://www.ing.pl> in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022".

The Company does not require shareholders to extend powers of attorney by means of the above form.

At the same time, the Company Management Board hereby give notice that should shareholders extend powers of attorney together with instructions as to the manner of voting to their representative, the Company shall not verify whether or not the proxies exercise the voting rights in line with the instructions provided by the shareholders. Therefore, the Company Management Board hereby advise that the voting instruction should only be given to the proxy.

The right to vote should be granted to the proxy in the written or electronic form. Granting of rights to vote in the electronic form does not require affixing the qualified electronic signature.

When granting a power of attorney in the electronic form, shareholders are required to send ING Bank Śląski S.A. a notice of granting power of attorney in the electronic form to the following email address: [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl) by 1:00pm CET on or before 6 April 2022 at the latest.

When sending an electronic notice of granting a power of attorney, shareholders or persons authorised to participate in the GM shall send the following information in addition to the documents referred to in item 1 using the electronic email address referred to above:

- 1) The text or scanned image of the power of attorney including the details of the principal or the persons acting on the principal's behalf in accordance with the principles of representation existing at the principal's,
- 2) A scanned image of personal identity card or passport (with details enabling identification of its holder) for a proxy being a natural person,
- 3) A scanned image of the extract of entry in the register relevant for that entity/unit for a proxy being a legal entity or an organisational unit other than legal entity, and
- 4) The address of electronic mail to be used for communication with the shareholder or its proxy.

The documents referred to in items 2) and 3) can be presented by the proxy also directly before the General Meeting at the shareholders' registration point.

The above provisions shall apply to the electronic notice of revoking a power of attorney accordingly.



Notices provided by shareholders in the manner other than via the electronic mail address given above or without fulfilling the requirements set out above shall not have any legal consequences for the Bank and therefore shall not be recognized.

Shareholders shall be allowed to participate in the General Meeting upon presenting an identity card. Proxies shall present an identity card and a valid power of attorney granted in the written or electronic form (proxies shall present the printout of the power of attorney).

In addition, persons representing legal entities or organisational units other than legal entities shall present a valid copy of an entry in relevant registers, enlisting the persons entitled to represent those entities.

For the shareholders and proxies of the shareholders participating in the General Meeting with the use of means of electronic communication, the required documents, and also the manner and the date of their delivery have been specified in the enclosure herewith.

#### **5. Ability to participate and manner of participation in the General Meeting by electronic means of communication (Article 402<sup>2</sup> item 2 letter e) of the Commercial Companies and Partnerships Code)**

The Bank admits participation in the General Meeting with the use of means of electronic communication. The terms of participation in the General Meeting with the use of means of electronic communication have been laid down in the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication*, passed by the Supervisory Board and published on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022" as well as in the enclosure herewith.

Use of that form of participation in the General Meeting will be possible via a link which will be sent to the shareholder, after a positive verification of their eligibility, on 5 April 2022, by 17:00 hours at the latest.

#### **6. Manner of speaking during the General Meeting with the use of means of electronic communication (Article 402<sup>2</sup> item 2 letter f) of the Commercial Companies and Partnerships Code)**

The terms of participation in the General Meeting with the use of means of electronic communication have been laid down in the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication*, passed by the Supervisory Board and published on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022" as well as in the enclosure herewith. Shareholders will be able to make statements during the General Meeting debates via a text messenger software as provided thereby.

#### **7. Manner of exercising voting rights by mail or electronic communication (Article 402<sup>2</sup> item 2 letter g) of the Commercial Companies and Partnerships Code)**

The Bank does not admit exercise of voting rights by mail.

The terms of participation in the General Meeting with the use of means of electronic communication, exercise of voting rights included, have been laid down in the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication*, passed by the Supervisory Board and published on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022" as well as in the enclosure herewith.



## **8. Right of the shareholder to ask questions on the matters listed in the General Meeting agenda (Article 402<sup>2</sup> item 2 letter h) of the Commercial Companies and Partnerships Code)**

During the debates of the General Meeting, a shareholder may ask questions and request Company information. The Management Board is required to provide the shareholder with requested information as far as necessary for the assessment of the matter included in the agenda.

The Management Board will refuse to provide information if it could be detrimental to the Company, its related company or its subsidiary, and through disclosure of technical, trade or organisational secrets of the enterprise in particular. A Management Board Member may refuse to provide information if it could lead to their liability under the criminal, civil or administrative laws.

A response is deemed given when the relevant information is available on the Company's website in the place dedicated to shareholders' questions and responses: on the website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022".

For important reasons, the Management Board may provide information in writing outside of the General Meeting. The Management Board is required to provide information within two weeks from the request filing at the General Meeting at the latest.

## **9. Registration date (Article 402<sup>2</sup> item 3 of the Commercial Companies and Partnerships Code)**

The registration date for the participation in the General Meeting is 22 March 2022.

## **10. Right to participate in the General Meeting (Article 402<sup>2</sup> item 4 of the Commercial Companies and Partnerships Code)**

The persons who meet the following requirements shall be granted the right to participate in the General Meeting of ING Bank Śląski S.A.:

- a) they are shareholders of record of ING Bank Śląski S.A. sixteen days prior to the date of the General Meeting (i.e. 22 March 2022),
- b) they submit a request, between 11 March and 23 March 2022, to the entity which maintains the securities account in which the Company shares are registered, for issuing a personal certificate confirming their right to participate in the General Meeting.

ING Bank Śląski S.A. shall determine the list of shareholders authorized to participate in the General Meeting pursuant to the list drawn up by the Central Securities Depository of Poland (KDPW S.A.).

The list of shareholders authorized to participate in the General Meeting shall be made available for viewing at the registered office of ING Bank Śląski S.A. from 4 April to 6 April 2022. Shareholders shall have the right to request that the list of shareholders of record be sent to them in the electronic form to the address they designate.

## **11. Access to documents (Article 402<sup>2</sup> item 5 of the Commercial Companies and Partnerships Code)**

Persons entitled to participate in the General Meeting may obtain all the documents to be presented at the General Meeting as well as draft resolutions at the registered office of ING Bank Śląski S.A. at: ul. Sokolska 34,



40-086 Katowice, Bank Management Board Bureau, or on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022".

## **12. Website address (Article 402<sup>2</sup> item 6 of the Commercial Companies and Partnerships Code)**

ING Bank Śląski S.A. shall post any and all information concerning the General Meeting on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022".

In case of any questions or doubts concerning your participation in the General Meeting, please contact the Company at the following email address: [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl)

## **13. Other Information**

The Management Board hereby give notice that the General Meeting will be transmitted over the Internet by Unicom-WZA Sp. z o.o. with its registered office in Warsaw. The meeting broadcast will be available at [www.ingbank.pl](http://www.ingbank.pl) in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2022".

To view the transmission of the General Meeting, shareholders should have equipment that meets the following technical requirements:

- Internet connection with bandwidth of 4 Mbps and
- a computer ensuring the quality and efficiency accepted by the user in the internet environment with the latest software: Firefox or Opera or Chrome or Microsoft Edge or Safari.

Registration of attendees of the General Meeting at the Company's registered office will start at 11:00 a.m. on the day of the General Meeting.

In connection with the ongoing state of epidemic emergency, we remind you that all persons attending the General Meeting at the Company's premises must comply with the applicable sanitary requirements. Any additional guidelines in this respect may be published by the Company together with other information concerning the General Meeting on the Company's website and will also be posted directly at the entrance to the building.

Information on personal data processing by ING Bank Śląski S.A. is posted on the Company's website: <http://www.ing.pl> in the section: "English Info": "Personal Data Protection"

(<https://www.ing.pl/indywidualni/tabele-i-regulaminy/regulacje/ochrona-danych-osobowych>).

*Management Board of ING Bank Śląski S.A.*



**Enclosure with Announcement on convening on 7 April 2022  
the Ordinary General Meeting (“GM”)  
of ING Bank Śląski S.A. (“Company”)**

**Part A. Possibility, rules and method of participation by the shareholder in the GM debates with the use of means of electronic communication**

1. The Company provides real-time broadcast of the GM on the Internet. Moreover, pursuant to §14a of the Company Charter, the option to participate in the GM with the use of means of electronic communication is the following:
  - a. two-way real-time communication of all persons attending the General Meeting which enables them to speak during the debates of the General Meeting from a site other than the site of the General Meeting,
  - b. exercise of the right to vote in person or by a proxy.
2. The terms of participation in the GM in the form referred to under item 1 hereof have been detailed in the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication*, passed by the Supervisory Board and published on the Company's website: <http://www.ing.pl>, in the section “English Info”: “Investor Relations/ General Meetings/ General Meeting 2022”.
3. The GM participation referred to under item 1 above takes place via the dedicated IT platform. The shareholder may make the communication referred to under item 1.a above via the text messenger software. The shareholder may also send files in the txt, pdf and docx formats.
4. When a shareholder exercises their voting rights with the use of means of electronic communication, they will promptly receive an electronic confirmation of vote receipt from the Company.
5. Upon the request of the shareholder, submitted after the expiry of 3 months from the GM date at the latest, the Company will send them or their proxy a confirmation that their vote was correctly registered and counted, unless such a confirmation was sent to the shareholder or their proxy earlier.
6. Shareholders who take advantage of the option to participate in the GM with the use of means of electronic communication shall bear the related risks, including in particular the risk of lack of transmission, inability to communicate or exercise their rights during the GM due to a breakdown or connection failure as well as the risk of improper or unauthorised use of the login or password provided.
7. All communications between the Company and a shareholder wishing to participate in the General Meeting with the use of means of electronic communication may only go through the following e-mail address: [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl)
8. In order to participate in the GM with the use of means of electronic communications, the shareholder should notify the Company of their intention to do so on the terms set out herein and should satisfy the technical conditions listed under Part B.
9. By 4 April 2022, 15:00 hours, the shareholder shall send to the Company to the address [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl) the following:



- a. completed and personally signed declaration, scanned in PDF format, of the intention to participate in the GM with the use of means of electronic communication, drawn up using the template presented in Part C hereof (“Declaration”);
  - b. scanned image of a document confirming the identity of the shareholder containing data necessary for the identification including the series and number of the ID card/passport and PESEL. If the shareholder is a legal person or an organisational unit other than a legal person, the shareholder should send a scanned image of an official copy of the relevant register or a scanned image of another document confirming the authorisation of the entity’s representatives;
  - c. the documents listed in item 4 of the Announcement for the right to vote being exercised by the proxy.
10. On the basis of a list of shareholders eligible to participate in the GM submitted by the Central Securities Depository of Poland (KDPW), the Company will verify the rights of a shareholder who has sent a Declaration to the Company. For the purpose of the verification, the Company may contact a shareholder or proxy using the contact details provided in the Declaration.
  11. If any potential discrepancies are not eliminated or clarified through communications within a time limit set by the Company, the Company will refuse the shareholder affected by such discrepancies the possibility of participation in the GM with the use of means of electronic communication and will notify the shareholder thereof at the e-mail address provided in the Declaration.
  12. Following positive verification of the rights of a shareholder and powers of attorney, if any, the Company will send the shareholder or proxy, not later than 17:00 hours on 5 April 2022, from the e-mail address [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl) to the e-mail address provided by the shareholder in the Declaration, detailed instructions concerning the procedures of logging in on the IT platform which enables participation in the GM with the use of means of electronic communication including the login and the initial password necessary for the first login on the platform, thus confirming the right to participate in the GM using the means of electronic communication. The login and the initial password will be password-protected. The file password will be sent by a text message to the phone number given in the Declaration.
  13. The initial password of a shareholder for the IT platform dedicated to participation in the General Meeting with the use of means of electronic communication received from the Company may only be used in the first login on the platform. In keeping with the platform security and secrecy rules, the shareholder will be required to change the password to an individually assigned password according to the instructions sent together with the login and the initial password.
  14. Shareholders may test the operation of their computer hardware, software and internet connection which they will use in order to participate in the GM with the use of means of electronic communication as well as the operating principles of the dedicated platform on 6 April 2022, between 14:00-16:00 hours. Test access will be provided via a link sent by e-mail on 5 April 2022 from the address: [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl).
  15. In case of any problems or questions about the use or operation of the platform, shareholders may use a help desk hotline available on 6 April 2022 (between 14:00-16:00 hours) and 7 April 2022; i.e. at the GM date from 10:00 hours to the closing of the GM, or report them to [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl). The hotline number will be sent to the shareholder or proxy together with the instructions set out in item 12.





16. All communications with the Company via the system enabling participation in the GM with the use of means of electronic communication should be in Polish.
17. Furthermore, the Company advises that the transmission of the General Meeting will also be available in translation into English and that an interpreter (Polish – English – Polish) will be present at the venue of the General Meeting.
18. Universally applicable laws, the provisions of the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication* and of the *ING Bank Śląski S.A. General Meeting Bylaw* and the rules set out in the Announcement apply in any matters not regulated herein.

#### **Part B. Technical requirements**

1. The following are required in order to participate in the GM with the use of means of electronic communication:
  - a. a connection with the public network Internet with a capacity of at least 4 Mbps (capacity throughout the period of using the platform),
  - b. a computer with sound playing and image reception functionalities and controlled by the operating system Windows or MacOS and ensuring the quality and efficiency accepted by the user in the internet environment with the latest software: Chrome, Firefox, Opera, Microsoft Edge or Safari. Internet Explorer browser (version 11 or lower) is not recommended,
  - c. active antivirus software and active firewall.
2. An internet connection of lower capacity or an older browser version may interfere with or block communications with the venue of the GM, cause major latency in reception or prevent the casting of votes.
3. It is recommended that users refrain from using other applications which significantly increase the workload for the computer and the telecommunication connection at the time of using the platform.



**Part C. Template of the declaration of the intention to participate in the General Meeting with the use of means of electronic communication**

**Declaration**

I (We), the undersigned, being/representing the shareholder\* of the Company: ING Bank Śląski S.A. with the registered office in Katowice:

.....  
(shareholder details: full name/ business name, address/registered office)

hereby declare the intention to participate in the General Meeting (GM) of the Company convened to take place on 7 April 2022 at 12:00 hours with the use of means of electronic communication,

I declare that as a shareholder I shall participate in the GM in that form in person\*.

I declare that I am authorised to represent the shareholder as confirmed by the documents submitted to the Company and I shall participate in the GM in that form in person.\*

I declare that I shall participate in the GM with the following number of shares: ..... / as specified in the list of shareholders eligible to participate in the GM of the Company prepared by the Central Securities Depository of Poland (KDPW).\*

I accept the provisions of the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication* and all other terms and conditions and consequences of participation in the GM with the use of means of electronic communication as announced and published by the Company.

Details of the shareholder/ authorised representative of the shareholder eligible to participate in the General Meeting with the use of means of electronic communication\*:

Forename and surname: \_\_\_\_\_

Address: \_\_\_\_\_

PESEL (personal identification) number: \_\_\_\_\_

ID card/ passport number\* \_\_\_\_\_

Contact e-mail address/ for transmission of the login and password: \_\_\_\_\_

Contact phone number/ for transmission of the login password: \_\_\_\_\_

Signature(s) of shareholders/ authorised representatives of the shareholder\*:

\_\_\_\_\_  
forename and surname (position)  
(position)

\_\_\_\_\_  
forename and surname

\_\_\_\_\_  
venue and date

\_\_\_\_\_  
venue and date

\*delete if inapplicable

