



Komitet Wynagrodzeń i Nominacji  
Remuneration and Nomination Committee

27.03.2025 r.

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Do Walnego Zgromadzenia ING Banku Śląskiego S.A.

To the ING Bank Śląski S.A. General Meeting

**Rekomendacja  
Komitetu Wynagrodzeń i Nominacji  
ING Banku Śląskiego S.A.  
dla Walnego Zgromadzenia  
ING Banku Śląskiego S.A.**

**Recommendation  
of the ING Bank Śląski S.A.  
Remuneration and Nomination Committee  
for the ING Bank Śląski S.A.  
General Meeting**

Na podstawie Rozdziału III pkt. 4 ppkt. 1 Polityki oceny adekwatności członków Rady Nadzorczej, członków Zarządu oraz osób pełniących kluczowe funkcje w ING Banku Śląskim S.A. („Polityka”) i Części III Rozdziału 2 pkt 7 ppkt 2 lit. a) Procedury oceny adekwatności członków Rady Nadzorczej, członków Zarządu i Komitetu Audytu w ING Banku Śląskim S.A. („Procedura”) Komitet Wynagrodzeń i Nominacji, po zapoznaniu się z dokumentacją z oceny adekwatności przeprowadzonej przez niezależny podmiot zewnętrzny, tj. firmę PwC Polska Kassel i Wspólnicy spółka komandytowa („PwC”), stwierdza, że każdy z niżej wymienionych członków Rady Nadzorczej ING Banku Śląskiego S.A., tj.:

1. Pan Stephen Creese,
2. Pani Dorota Dobija,
3. Pani Aneta Hryckiewicz-Gontarczyk,
4. Pani Małgorzata Kołakowska,
5. Pan Arkadiusz Krasowski,
6. Pani Monika Marcinkowska,
7. Pan Hans De Munck,
8. Pan Serge Offers,
9. Pan Michał Szczurek,

posiada wiedzę, umiejętności i doświadczenie odpowiednie do pełnienia funkcji członka Rady Nadzorczej ING Banku Śląskiego S.A., daje rękojmię należytego wykonywania obowiązków związanych z pełnieniem tej funkcji oraz wypełnia pozostałe wymogi określone w art. 22aa ustawy – Prawo bankowe, a tym samym spełnia kryteria adekwatności określone w Polityce.

Pursuant to Chapter III.4.1 of the Policy for the Assessment of the Suitability of the Members of the Supervisory Board, Management Board and Key Function Holders at ING Bank Śląski S.A. (“Policy”) and Part III of Chapter 2.7.2a) of the Procedure on the suitability assessment of Members of the Supervisory Board, Management Board and Audit Committee at ING Bank Śląski S.A. (“Procedure”), upon reviewing the documents from the suitability assessment made by an independent third party, PwC Polska Kassel i Wspólnicy spółka komandytowa (“PwC”), the Remuneration and Nomination Committee hereby attest that each of the following Members of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. Mr Stephen Creese,
2. Ms Dorota Dobija,
3. Ms Aneta Hryckiewicz-Gontarczyk,
4. Ms Małgorzata Kołakowska,
5. Mr Arkadiusz Krasowski,
6. Ms Monika Marcinkowska,
7. Mr Hans De Munck,
8. Mr Serge Offers, and
9. Mr Michał Szczurek,

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, and thus meets the suitability criteria set out in the said Policy.





Komitet Wynagrodzeń i Nominacji  
Remuneration and Nomination Committee

Jednocześnie, zgodnie z Rozdziałem III ust. 1 i 5 *Polityki*, Komitet Wynagrodzeń i Nominacji, po zapoznaniu się z dokumentacją z oceny adekwatności przeprowadzonej przez firmę PwC, stwierdza, że indywidualne kompetencje poszczególnych członków Rady Nadzorczej dopełniają się w taki sposób, aby umożliwić odpowiedni poziom kolegielnego nadzoru nad wszystkimi obszarami Banku, a Rada Nadzorcza jako całość będzie posiadać odpowiedni poziom wiedzy, umiejętności i doświadczenia umożliwiające zrozumienie działań podejmowanych przez Bank, w tym głównych ryzyk.

Biorąc powyższe pod uwagę, Komitet Wynagrodzeń i Nominacji rekomenduje Walnemu Zgromadzeniu podjęcie uchwały stwierdzającej, że wyżej wymienieni członkowie Rady Nadzorczej ING Banku Śląskiego S.A. spełniają wymogi określone w art. 22aa ustawy – Prawo bankowe, przyjęcie w stosownej uchwale powyższej oceny adekwatności zbiorowej Rady oraz pozostawienie wyżej wymienionych członków w składzie Rady Nadzorczej.

*At the same time, in keeping with Chapter III.1 and Chapter III.5 of the Policy, having reviewed the documents from the suitability assessment made by PwC, the Remuneration and Nomination Committee state that the particular 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 and the Supervisory Board as a whole holds the adequate knowledge, abilities and experience enabling them to understand the actions of the Bank, the main risks included.*

*Bearing in mind the above, the Remuneration and Nomination Committee recommend that the General Meeting adopt a resolution stating that the aforesaid Members of the ING Bank Śląski S.A. Supervisory Board fulfil the requirements as set out in Article 22aa of the Polish Banking Law Act, acknowledge in the said resolution the aforesaid collective suitability assessment of the Board and keep the aforesaid Supervisory Board Members.*

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**Aneta Hryckiewicz-Gontarczyk**  
Przewodnicząca Komitetu  
*Committee Chair*

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**Dorota Dobija**  
Członek Komitetu  
*Committee Member*

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**Małgorzata Kołakowska**  
Członek Komitetu  
*Committee Member*

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**Monika Marcinkowska**  
Członek Komitetu  
*Committee Member*

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**Michał Szczurek**  
Członek Komitetu  
*Committee Member*





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Stephen Creese as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Stephen Creese presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.



**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mrs. Dorota Dobija as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Dorota Dobija presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.



**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mrs. Aneta Hryckiewicz-Gontarczyk as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Aneta Hryckiewicz-Gontarczyk presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.



**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of the appointment of Mrs. Małgorzata Kołakowska as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Małgorzata Kołakowska presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.



**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Arkadiusz Krasowski as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Arkadiusz Krasowski presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.



**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mrs. Monika Marcinkowska as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Monika Marcinkowska presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Hans De Munck as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Hans De Munck presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.



**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Serge Offers as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Serge Offers presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.



**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of the appointment of Mr. Michał Szczurek as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Michał Szczurek presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.