

Proposed amendments to the *Charter of ING Bank Śląski S.A.*

The Bank Management Board hereby advise the Shareholders of the amendments proposed to the *Charter of ING Bank Śląski Spółka Akcyjna*:

1. **§ 8.2.11)** shall be worded as follows:

“11) providing the following payment services:

- a) accepting cash deposits and making cash withdrawals from the payment account as well as all actions necessary for account maintenance;
- b) processing payment transactions, including transfer of funds into the payment account with the user's service provider or with another service provider:
 - by direct debits services, including the one-off ones,
 - by using a payment card or a similar payment instrument,
 - by making credit transfers, including standing orders;
- c) processing payment transactions, as mentioned in letter b), against the funds made available to the user under a credit facility;
- d) issuing payment instruments;
- e) enabling the acceptance of payment instruments and the processing of payment transactions initiated with the payer's payment instrument, by or via the merchant, including in particular the service of authorisation, sending the payment instructions of the payer or of the merchant to the payment instrument's issuer or to the payment systems in order to transfer the funds due to the merchant, except for the activities being the clearing and settlement of those transactions as part of the payment system within the meaning of the Settlement Finality Act (acquiring);
- f) payment transaction initiation service;
- g) account information access service,”

Current wording of § 8.2.11):

“11) providing payment services,”

2. the existing wording of **§ 8.3.1)** shall be deleted,

Current wording of § 8.3.1):

“1) undertaking the liabilities connected with the issue of securities, including bonds convertible into shares”

3. the numbering of the existing provisions in § 8.3 marked as items 2) to 4) shall be changed to items 1) to 3), respectively,

4. the existing wording of **item 5)** in **§ 8.3** shall be marked as item 4), and it shall be worded as follows:



“4) converting debt claims into components of the debtor’s assets on the terms agreed upon with the debtor,”

Current wording of § 8.3.5):

“5) converting debt claims into components of the debtor’s assets,”

5. the existing wording of **item 6)** in **§ 8.3** shall be marked as item 5), and the wording shall be changed by deletion of the phrase “and debt claims secured with a mortgage”,

Current wording of § 8.3.6):

“6) acquiring and disposing of real estate and debt claims secured with a mortgage,”

6. the numbering of the existing provisions in § 8.3 marked as items 7) to 8) shall be changed to items 6) to 7), respectively,
7. the existing wording of **§ 8.3.9)** and **§ 8.3.10)** shall be deleted, and the numbering of the existing provisions marked as items 11) to 13) in § 8.3 shall be changed to, respectively, 8) to 10),

Current wording of § 8.3.9) and § 8.3.10):

“9) providing data processing services,

10) performing commissioned activities connected with the privatisation of state owned enterprises,”

8. the existing wording of **§ 8a** shall be marked as section 1 and the following section 2 shall be added:
“2. The Bank may issue bonds, including convertible bonds and capital bonds.”

9. **§ 25.1.8)** shall read as follows:

“8) selecting the entity authorised to audit the Bank’s and the Bank Group’s financial statements as well as the entity authorised to perform attestation services for the sustainability reporting, based on the recommendation of the Audit Committee, and giving advice as to the termination of the agreement with those entities,”

Current wording of § 25.1.8):

“8) selecting the entity authorised to audit the Bank’s financial statements, based on the recommendation of the Supervisory Board’s Audit Committee and giving advice as to the termination of the agreement with that entity,

10. the first sentence in **§ 26.1** shall read as follows:

“The Bank Management Board shall consist of at least three Members, including the President and Vice-Presidents.”

Current wording of § 26.1 the first sentence:

“The Bank Management Board shall consist of three to eight Members: the President and Vice Presidents.”

11. **§ 32.2** shall read as follows:



“2. The proxies acting individually or jointly with a Management Board Member or with another proxy may be appointed for performing certain activities or performing certain type of activities.”

Current wording of § 32.2:

“2. The proxies acting individually or jointly with any person referred to in section 1 herein, or with another proxy may be appointed for performing certain activities or performing certain type of activities.”

