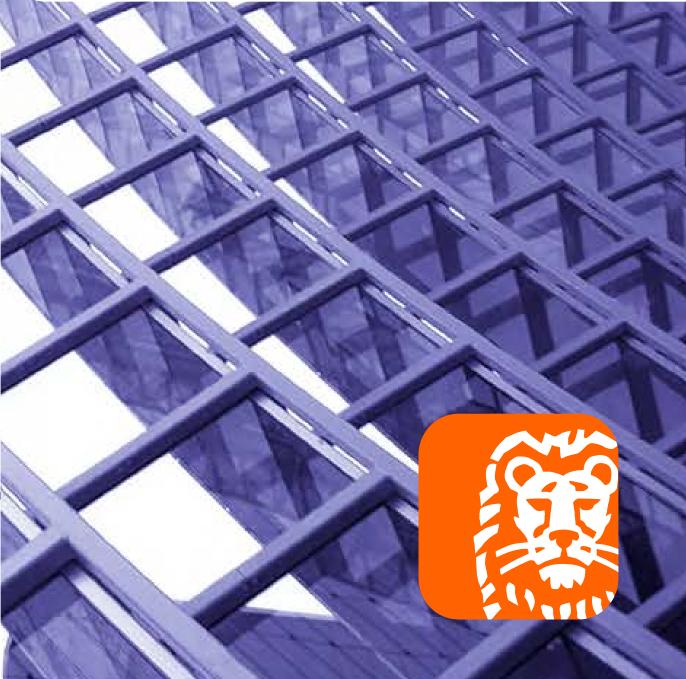
## Supervisory Board's Report

for 2024







## **Contents**

Summary of operations of the Supervisory Board and its committees in 2024 along with information on the composition of the Board and its committees

Results of the evaluation of the financial statements and the Management Board's reports on the operations of the Bank and its Group in 2024, as well as the Management Board's motion regarding profit distribution

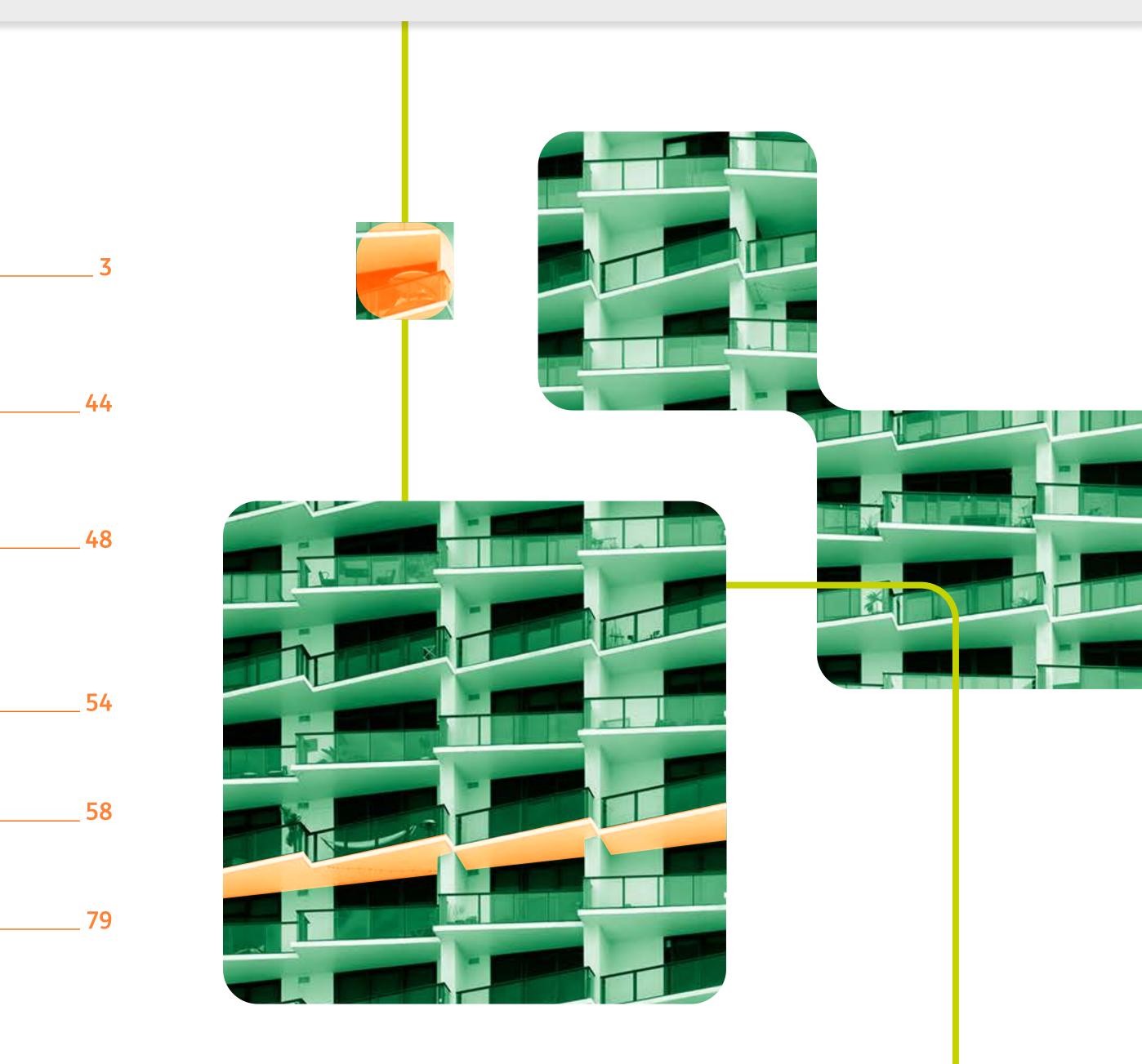
Evaluation of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function

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 Warsaw Stock Exchange Rules and regulations on current and interim information provided by securities issuers

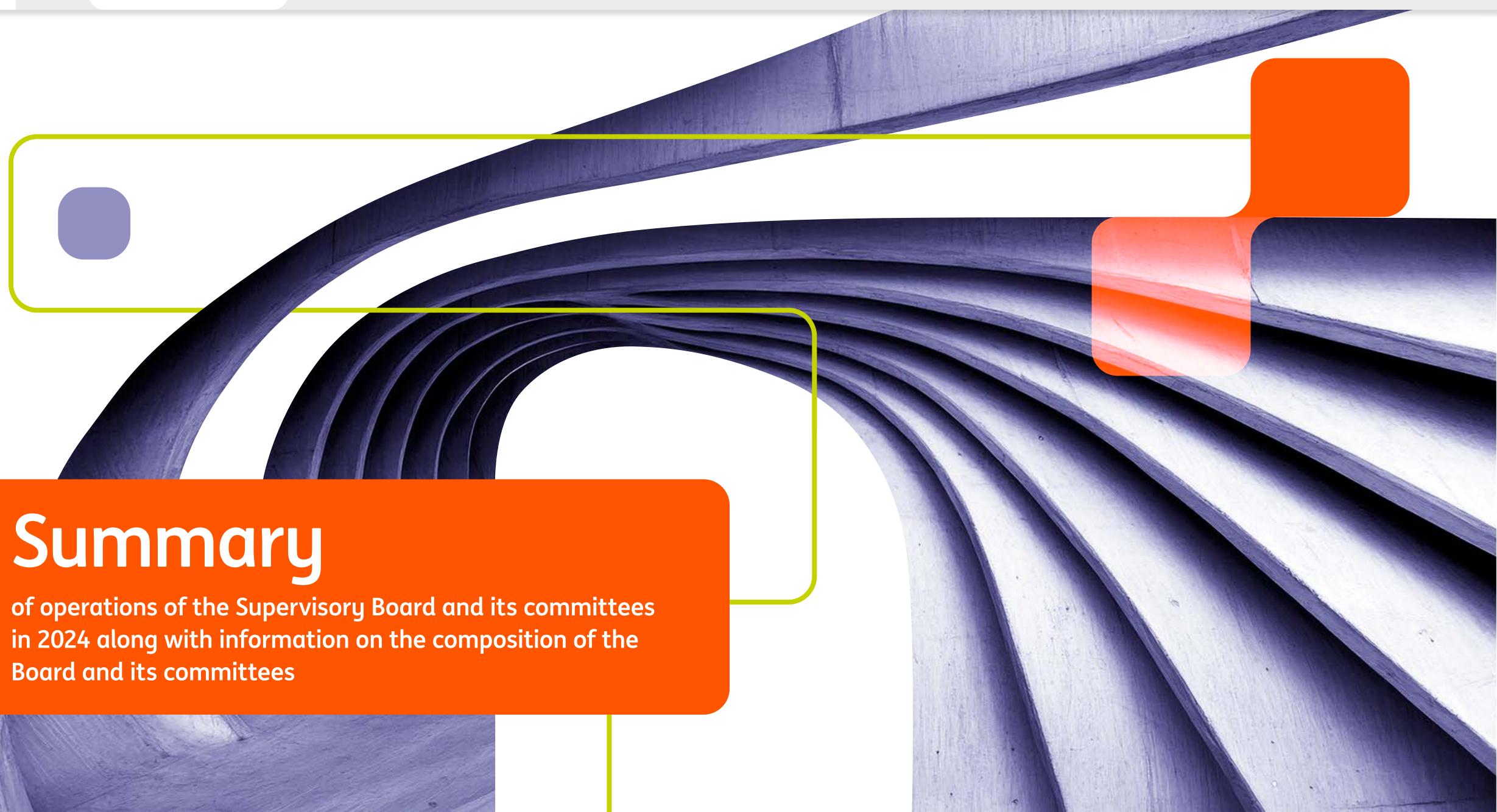
Assessment of the rationality of ING Bank Śląski S.A.'s expenditure in connection with the policy concerning charitable and social initiatives in 2024

Update on the implementation status of the diversity policy for the Bank Management Board and Supervisory Board in 2024

Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives







Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives

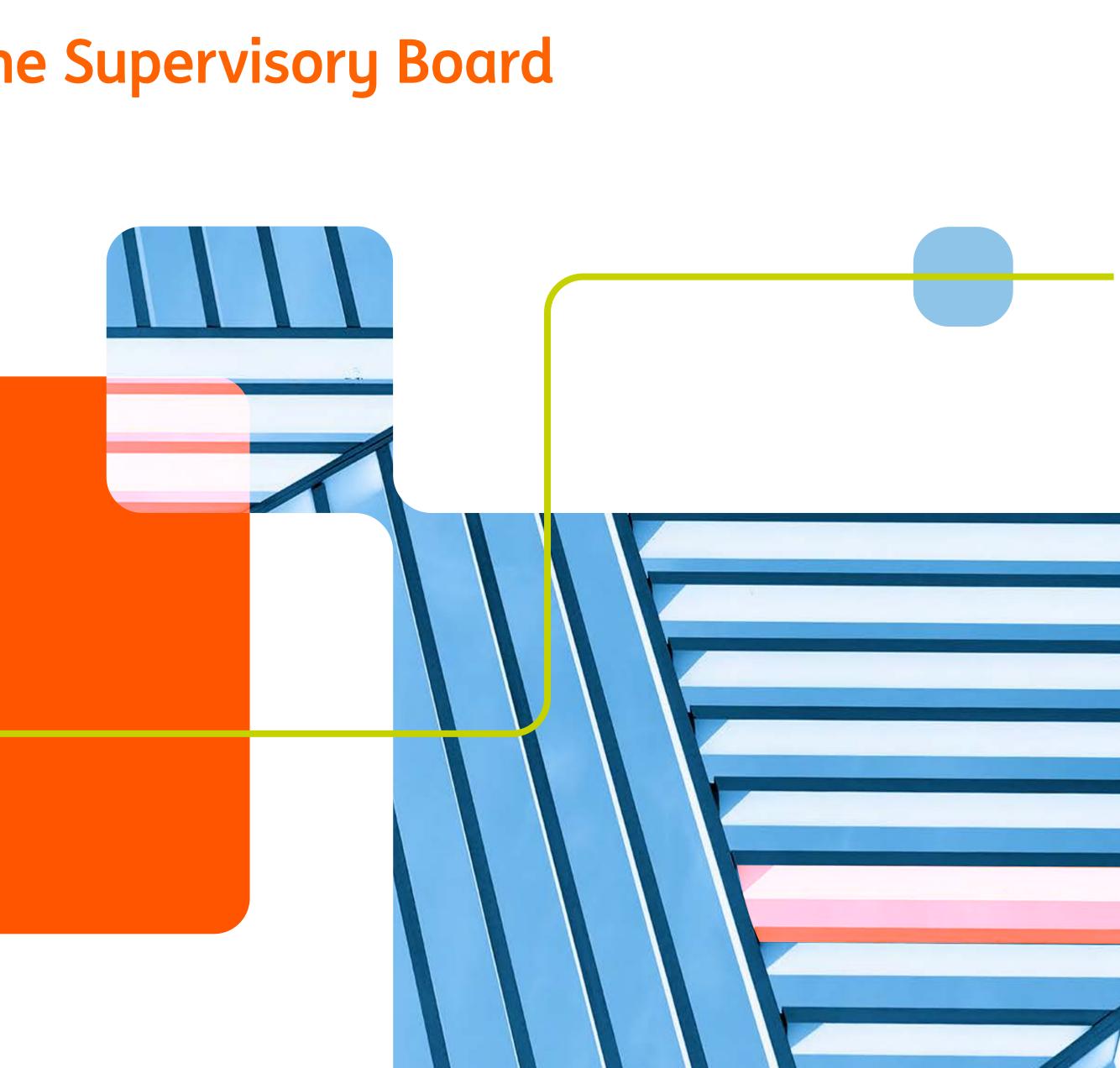
Implementation of the diversity policy



## Legal basis of the functioning of the Supervisory Board at ING Bank Śląski S.A.

Acting pursuant to Article 382 §3.3) of the Commercial Companies and Partnerships Code (CCPC) and the provisions of the Best Practice for GPW Listed Companies, the ING Bank Śląski S.A. Supervisory Board herewith submit to the Ordinary General Meeting the Report of the Supervisory Board for 2024.

The ING Bank Śląski S.A. Supervisory Board (the "Supervisory Board") operate pursuant to the *Banking Law, the Commercial Companies and Partnerships Code, the ING Bank Śląski S.A. Charter* (the "Bank Charter") and the *ING Bank Śląski S.A. Supervisory Board Bylaw.* Pursuant to §19.5 of the *Bank Charter,* Supervisory Board Members are appointed for the joint term of office which commences as of the appointment date and lasts for the full four consecutive financial years. The current term of office commenced on 11 April 2024. Therefore, the mandates of the Supervisory Board Members of the current term of office expire as of the date of the General Meeting ("GM") approving the financial statements for 2028. Assessment of expenditure on charitable and sponsorship initiatives





## Composition of the Supervisory Board at ING Bank Śląski S.A.

## Division of functions, and changes on the Supervisory Board during the financial year

### 2024 saw the following changes on the Supervisory Board:

 On 12 February 2024, Ms Katarzyna Zajdel-Kurowska tendered her resignation from the capacity as the Supervisory Board Member, effective as of 29 February 2024. The resignation followed appointment to a position with the international financial institution.

Since the resignation of the Board Member impacted the composition of the Supervisory Board Risk Committee and the composition of the Supervisory Board Audit Committee, pursuant to 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., the Remuneration and Nomination Committee (the "Committee") made an individual assessment of Mr Aleksander Galos, Chair of the Supervisory Board, on account of becoming member of both Committees and a collective assessment of both Committees.

 26 February 2024 – as a result of the assessments made - the Committee confirmed individual competences of incumbent Audit Committee and Risk Committee Members, and also of the candidate for the Audit Committee and Risk Committee Member. Satisfaction by the individual committees of applicable suitability criteria, including the

criterion of independence of a sufficient number of each committee members and of the chair of a given committee, was further attested. It was further confirmed that the ING Bank Śląski S.A. Supervisory Board Audit Committee satisfied the criterion being a sufficient number of ING Bank Śląski S.A. Supervisory Board Audit Committee Members having the knowledge of and skills in accounting, as to the audit of the financial statements and as to banking.

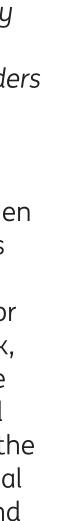
- Supervisory Board.

Assessment of expenditure on charitable and sponsorship initiatives

• Given the above, on 27 February 2024, the Supervisory Board changed the composition of the ING Bank Śląski S.A. Supervisory Board Risk Committee and the composition of the ING Bank Śląski S.A. Supervisory Board Audit Committee with effect from 1 March 2024, appointing Mr Aleksander Galos as Audit Committee and Risk Committee Member.

• On 8 March 2024, Mr Aleksander Galos, the Chair of the Supervisory Board, tendered his resignation from standing for election to the Supervisory Board for the next term of office. The decision on the resignation from standing for election for the next term of office was dictated by the fact that Mr Aleksander Galos would be unable to fulfil the independence criteria throughout the entire next term of office due to his long-term membership on the Bank

Given the above and the fact that on 11 April 2024, i.e. at the date of the GM approving the 2023 financial statements the mandates of the current Supervisory Board Members were coming to an end due to expiry of the term of office, pursuant to the Policy of Appointing and Recalling Members of the Supervisory Board of ING Bank Śląski S.A. and 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., on 22 March 2024, the Committee made the assessment of the incumbent Supervisory Board Members being candidates for the Supervisory Board of the next term of office; i.e. Ms Małgorzata Kołakowska, Mr Stephen Creese, Ms Dorota Dobija, Ms Monika Marcinkowska, Mr Hans De Munck and Mr Michał Szczurek as well as on 3 April 2024 the individual assessment process for the new candidates for the Supervisory Board; i.e. Ms Aneta Hryckiewicz-Gontarczyk, Mr Arkadiusz Krasowski and Mr Serge Offers. The Committee also made a collective assessment of the Supervisory Board in the new composition. Upon completing the assessment, the Committee concluded that the competences of the individual members of the Supervisory Board were complementary and allowed for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank. The relevant recommendation of the Committee was published on the Bank's website before the GM date.





Evaluation of the Bank's standing

- On 11 April 2024, the GM passed resolutions on changing the number of Supervisory Board Members from eight to nine and - due to expiry of the term of office of the Supervisory Board - on appointing the Supervisory Board for the new term of office in the following composition: Mr Stephen Creese, Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk, Ms Małgorzata Kołakowska, Mr Arkadiusz Krasowski, Ms Monika Marcinkowska, Mr Hans De Munck, Mr Serge Offers and Mr Michał Szczurek. Mr Stephen Creese, Ms Dorota Dobija, Ms Małgorzata Kołakowska, Ms Monika Marcinkowska, Mr Hans De Munck and Mr Michał Szczurek were Supervisory Board Members during the previous term of office. Mr Stephen Creese, Ms Małgorzata Kołakowska, Mr Hans De Munck, Mr Serge Offers and Mr Michał Szczurek have ties with ING Group. In turn, Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk, Mr Arkadiusz Krasowski and Ms Monika Marcinkowska do not have any ties with ING Group and are independent members. Furthermore, the GM adopted the individual and collective suitability assessments of the Supervisory Board Members, as recommended by the Committee.
- On 11 April 2024, during the first Supervisory Board meeting of the new term of office, the Supervisory Board appointed Ms Monika Marcinkowska as the Supervisory Board Chair. At the same time, the Supervisory Board resolved to commission an additional suitability assessment of Ms Monika Marcinkowska on account of holding the role of the Chair of the Supervisory Board.
- At the same meeting, the Supervisory Board appointed Ms Małgorzata Kołakowska as the First Deputy Chair of the Supervisory Board and Mr Michał Szczurek as the Deputy

Chair of the Supervisory Board. Furthermore, the Supervisory Following the assessments made, the Committee attested Board established Board Committees for the new term of satisfaction of suitability criteria applicable to the position of: office: i.e.: the Audit Committee, the Risk Committee and the Remuneration and Nomination Committee. At the same time, the Supervisory Board resolved to commission an additional **Chair of the Supervisory Board** suitability assessment of Mr Arkadiusz Krasowski on account by Ms Monika Marcinkowska of holding the role of the Chair of the Audit Committee and **Chair of the Audit Committee** an additional collective suitability assessment of the Audit Committee of a new composition. An additional individual by Mr Arkadiusz Krasowski assessment of the Chair of the Risk Committee and an additional collective assessment of the Risk Committee **Chair of the Risk Committee** of a new composition, and also an additional individual by Ms Dorota Dobija assessment of the Chair of the Remuneration and Nomination Committee and an additional collective assessment of Chair of the Remuneration and Nomination the Remuneration and Nomination Committee of a new Committee by Ms Aneta Hryckiewicz-Gontarczyk composition were commissioned likewise.

Pursuant to 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. and in keeping with the Suitability Assessment Procedure for Members of the Supervisory Board, Members of the Management Board and Audit Committee at ING Bank Śląski S.A., on 22 May 2024, the Committee made an additional individual suitability assessment of Mr Arkadiusz Krasowski, the Chair of the Audit Committee, and an additional collective suitability assessment of the Audit Committee of a new composition. An additional individual assessment of the Chair of the Risk Committee and an additional collective assessment of the Risk Committee of a new composition, and also an additional individual assessment of the Chair of the Remuneration and Nomination Committee and an additional collective assessment of the Remuneration and Nomination Committee of a new composition were made likewise.

At the same time, the Committee confirmed individual competences of members of the Risk Committee, Audit Committee and Remuneration and Nomination Committee, and also satisfaction by the individual committees of applicable suitability criteria, including the criterion of independence of a sufficient number of each committee members and of the chair of a given committee. It was further confirmed that the Audit Committee satisfied the criterion being a sufficient number of Audit Committee Members having the knowledge of and skills in accounting, as to the audit of the financial statements and as to banking.







On 23 May 2024, upon reviewing the recommendation of the Remuneration and Nomination Committee, the Supervisory Board adopted the above assessments.

Following the changes made on 11 April 2024:

The Audit Committee have operated in the following composition

Mr Arkadiusz Krasowski *Committee Chair (independent member)* 

Ms Dorota Dobija *Committee Member (independent member)* 

Ms Monika Marcinkowska *Committee Member (independent member)* 

Mr Hans De Munck Committee Member

Mr Serge Offers Committee Member composition:

Ms Dorota Dobija *Committee Chair (independent member)* 

**Mr Stephen Creese** Committee Member

Ms Aneta Hryckiewicz-Gontarczyk Committee Member (independent member)

Ms Małgorzata Kołakowska Committee Member

Mr Arkadiusz Krasowski Committee Member (independent member)

Ms Monika Marcinkowska Committee Member (independent member)

## The Risk Committee have operated in the following

The Remuneration and Nomination Committee have operated in the following composition:

Ms Aneta Hryckiewicz-Gontarczyk Committee Chair (independent member)

Ms Dorota Dobija Committee Member (independent member)

Ms Małgorzata Kołakowska Committee Member

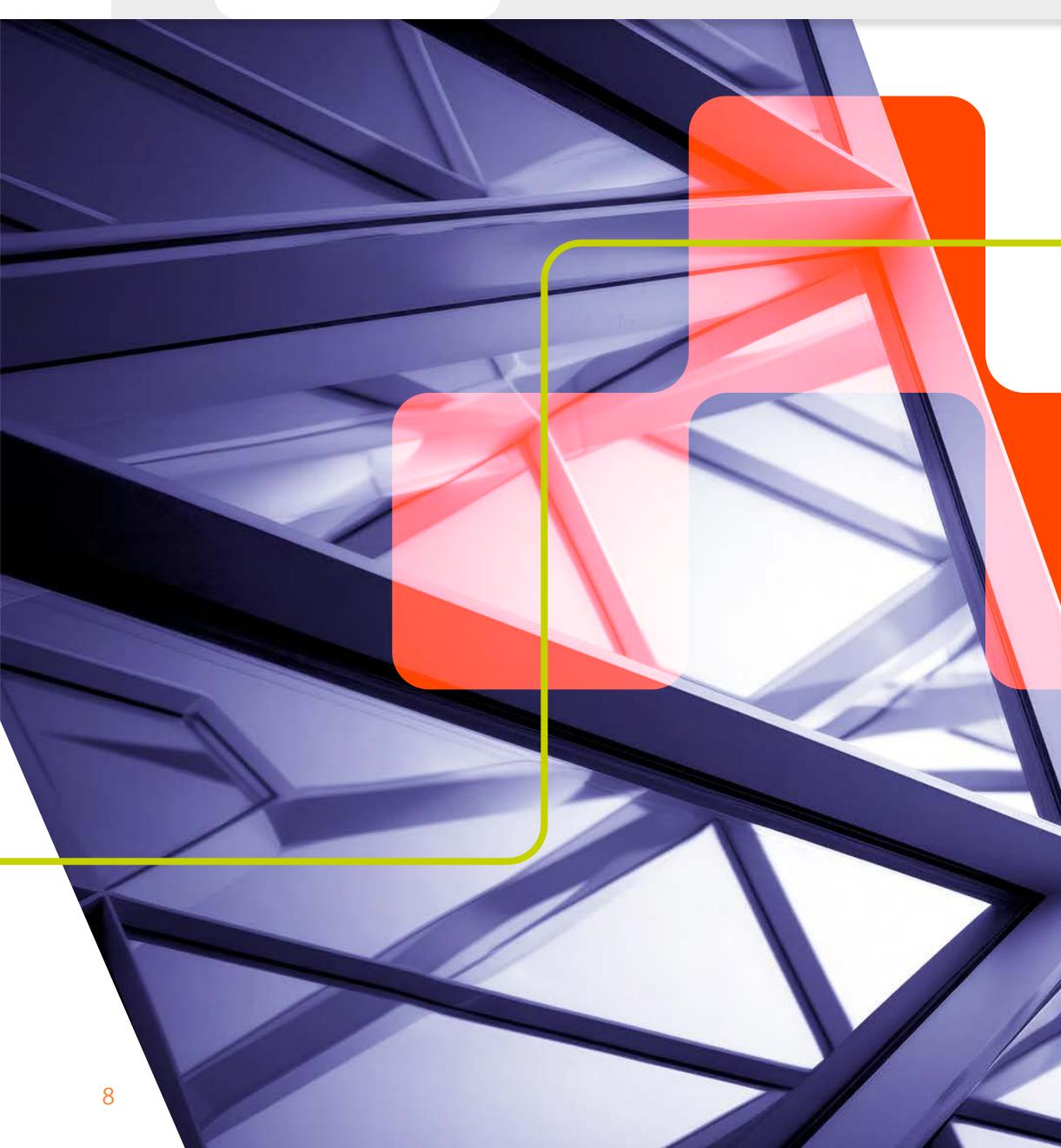
Ms Monika Marcinkowska Committee Member (independent member)

Mr Michał Szczurek Committee Member









Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

Hence, as at 31 December 2024, the Supervisory Board worked in the following composition:

Ms Monika Marcinkowska Chair (independent member)

Ms Małgorzata Kołakowska First Deputy Chair

**Mr Michał Szczurek** Deputy Chair

Mr Stephen Creese Member

Ms Dorota Dobija Member (independent member)

Ms Aneta Hryckiewicz-Gontarczyk Member (independent member)

Mr Arkadiusz Krasowski Member (independent member)

**Mr Hans De Munck** Member

Mr Serge Offers Member





## Information on compliance

## with the Principles of Corporate Governance for Supervised Institutions and Best Practice for GPW Listed Companies

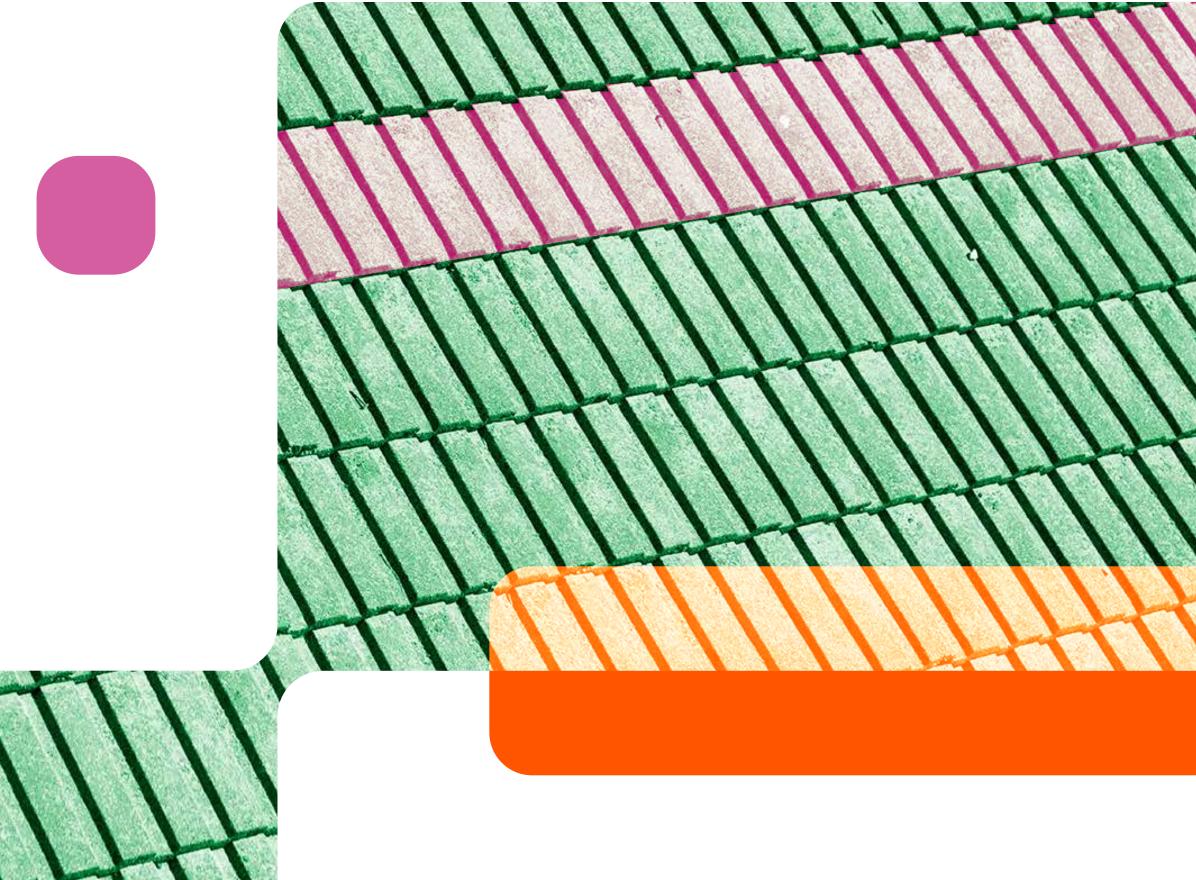
The Supervisory Body fulfil their tasks pursuant to a special authorisation granted thereto under the Bank Charter and the Supervisory Board Bylaw as well as the requirements of the Principles of Corporate Governance for Supervised Institutions and the Best Practice for GPW Listed Companies, as adopted on 22 July 2021 by way of Supervisory Board Resolution No. 60/XII/2021 on the opinion on the Management Board's decision concerning application of the Best Practice for GPW Listed Companies 2021 by the Bank and implementation of its principles referring to the Board.

Professional resumes of all the Supervisory Board Members, including their functions on the Supervisory Board Committees, have been published on the Bank's website: https://en.ing.pl/ company-profile/authorities Furthermore, on the Bank's website, there are annotations on filing independence statements or statements on ties with ING Bank N.V. There is also the information on compliance with the requirements under Article 22aa of the Polish Banking Law Act. Additionally, in keeping with the Best Practice for GPW Listed Companies, on the Bank's website one may also find the share of men and women in the Bank Management Board and Supervisory Board. A summary thereof has also been presented below.



Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives







## Independence of Supervisory Board Members

## and absence of ties with the shareholder that holds at least 5% of the total number of votes

As practised by the Bank, every year, all Supervisory Board Members file representations regarding their independence (or lack thereof), considering in particular the independence criteria laid down in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision, and also the absence of actual and material relations with any shareholder who holds at least 5% of the total vote in the company. Independent members attest thereby that they have no relationship with the Bank, its shareholders, or employees that could have a significant impact on their ability to make impartial decisions. Furthermore, Members are required to notify the Bank immediately of occurrence of any circumstances impacting their independence.

According to the representations filed by the Members of the Supervisory Board, four (4) out of nine (9) Members of the Supervisory Board meet the independence criteria set out in the Bank Charter. Those are: the Chair of the Supervisory Board - Ms Monika Marcinkowska, and Supervisory Board Members - Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk and Mr Arkadiusz Krasowski. That means that the requisite number of Board Members satisfy the independence requirements under the Best Practice for GPW Listed Companies. The other Members,

namely: Ms Małgorzata Kołakowska (First Deputy Chair of the Supervisory Board), Mr Michał Szczurek (Board Deputy Chair), Mr Stephen Creese, Mr Hans De Munck and Mr Serge Offers (Board Members) have ties with ING Bank N.V., the strategic shareholder of the Bank.

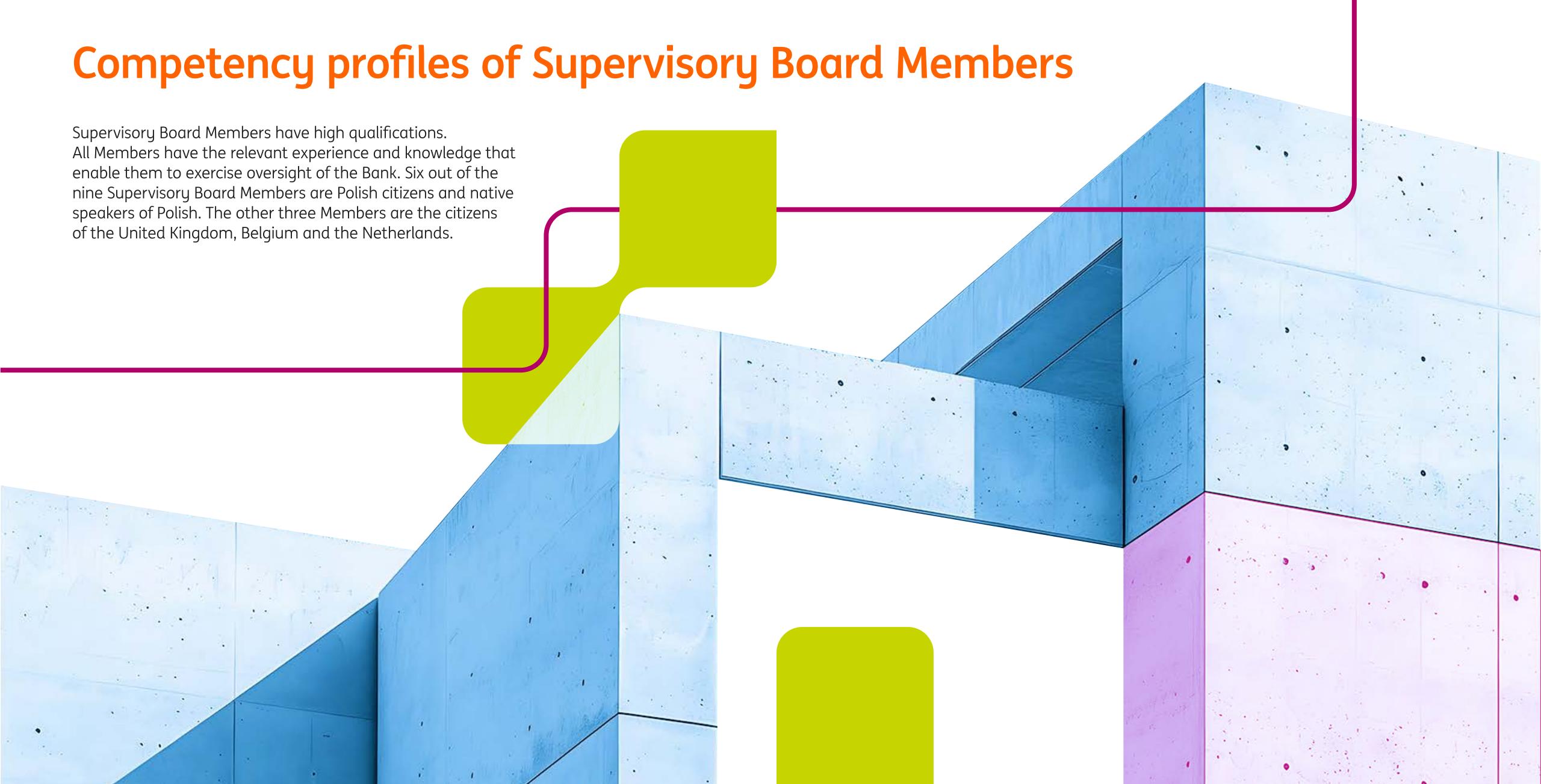
Therefore, the Supervisory Board confirmed that there were neither ties nor circumstances which might compromise the satisfaction of independence criteria by the Board Members.











Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives



### Personal bios of Supervisory Board Members with their individual competencies.

## Ms Monika Marcinkowska

Independent Supervisory Board Member Chair of the Supervisory Board Audit Committee Member Risk Committee Member Remuneration and Nomination Committee Member

She received her master's degree from the University of Łódź, Faculty of Management and Marketing, specialty: Accounting. She got her PhD in economic science (management science) and habilitation degree in economic science. She has been Full Professor in economic science since 2014. She is a lecturer and researcher at the University of Lodz. During her professional career, she worked at PBG S.A., Pekao S.A., PKO BP S.A. and BRE Bank S.A., as well as held supervisory functions at Pocztylion-Arka PTE SA, DI Xelion sp. z o.o., and Polski GAZ TUW. She also was Member of the European Banking Authority's Banking Stakeholder Group, where from March 2020 to June 2024 she acted as coordinator of the Sustainable Finance Working Group, and in Belgian think-tank Bruegel. She joined the Supervisory Board of ING Bank Śląski S.A. in 2021.

## Ms Małgorzata Kołakowska

First Deputy Chair of the Supervisory Board Remuneration and Nomination Committee Member Risk Committee Member

She graduated, with a master's degree in economics, from the Faculty of International Trade Economics and Organisation at the Main School of Planning and Statistics (at present Warsaw School of Economics). She completed the Advanced Management Program (AMP) at the Harvard Business School. She was the President of the ING Bank Śląski S.A. Management Board between 2010-2016, and then moved on to hold the function of the Global Head for Wholesale Banking. Since 2018, she has been the CEO of ING Bank N.V., London Branch (the United Kingdom, Middle East). Before joining ING, she was the Director at the European Bank of Reconstruction and Development (Poland and Baltic Countries) and Finance Director at McDonalds's Poland. She joined the Supervisory Board of ING Bank Śląski S.A. in 2016.

## Mr Michał Szczurek

Deputy Chair of the Supervisory Board Remuneration and Nomination Committee Member

He graduated, with a master's degree in economic science, from a joint programme of Warsaw University and Columbia University. Also studied at the Faculty of Law and Administration, University of Warsaw and at the Department of Computer Sciences, Faculty of Electronics, University of Warsaw. He has been working at ING Group since the formative years of his career. He sat on the Management Boards of: Nationale-Nederlanden Polska PTE S.A. (later known as ING Nationale-Nederlanden Polska Powszechne Towarzystwo Emerytalne S.A.), Towarzystwo Ubezpieczeń na Życie ING Nationale-Nederlanden, ING Nationale-Nederlanden Polska S.A. and ING Bank Śląski S.A. (where he supervised the retail banking area). He also held functions on the Management Board of TMB Bank in Thailand, ING Bank Romania and was the Head of Challengers & Growth Markets (C&G), ING Asia. Since 2023, Country Manager for ING Bank Italia. He joined the Supervisory Board of ING Bank Śląski S.A. in 2018.

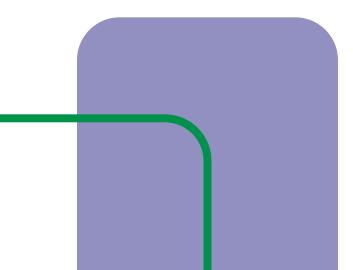


## Mr Stephen Creese

Supervisory Board Member Risk Committee Member

He graduated, with a bachelor's (BA) degree, from University of Manchester, Economics and Economic History, Faculty of Arts. He is also a Certified Information Systems Security Professional (CISSP). From 1998 to 2021, he worked for Citigroup Inc., where he acted as the audit manager, the managing director for risk and control within the operations area and market sale and trading, and then Regional Head of Operational Risk – EMEA countries. Since June 2021, he has been Global Head of Non-Financial Risk (NFR) within ING Group. He joined the Supervisory Board of ING Bank Śląski S.A. in 2021.

Ms Dorota Dobija Ms Aneta Hryckiewicz-Gontarczyk Independent Supervisory Board Member Independent Supervisory Board Member Chair of the Risk Committee Chair of the Remuneration and Nomination Committee Remuneration and Nomination Committee Member Risk Committee Member Audit Committee Member She received her master's degree at the faculty of finance and accounting as well as financial econometrics. She got her She received her master's degree in Cybernetics and Computer Science (specialty: Data Processing and Accounting). She got her PhD in economic science and habilitation degree in finance. PhD in economic science (specialty: Accounting) and habilitation Since 2023 she has been a researcher at the Said Business degree in economic science (management science). She has School, Oxford University, United Kingdom. Since 2017 she been Full Professor in economic science since 2015. She is has been Professor at the Kozminski University in Warsaw. a certified accountant, a lecturer and researcher. She gave She is lecturing at the School of Business and Economics, lectures at the Cracow University of Economics, the University Maastricht University, The Netherlands, and IESEG School of Warsaw, amongst others, and Kozminski University where of Management, Paris and Lille, France. She also lectured at the she has worked to this day. She was also a visiting professor Goethe University in Frankfurt on the Main and at the Wharton at various universities around the world, including in Australia, Business School, the University of Pennsylvania, the USA. Hongkong, the United Kingdom and others. She held supervisory Between 2019-2023 she was member of the Polish Science functions in XIII National Investment Fund "Fortuna" and Academy. During her professional career, she held supervisory Pekao Investment Banking. She joined the Supervisory Board functions at PEKAO Investment Banking in Warsaw. She also holds managerial positions at the Kozminski University. of ING Bank Śląski S.A. in 2021. She has been Head of Center for Analysis of Financial Systems and Head of the Economic Institute for Empirical Analysis since 2017 and Leader of Big Data Science Program since 2018 for example. Since 2019 she has been Head of Finance and Economics Discipline and since 2023 Vice-President of the Finance Committee at the Kozminski University. She joined the Supervisory Board of ING Bank Śląski S.A. in 2024.





## Mr Arkadiusz Krasowski

Independent Supervisory Board Member Chair of the Audit Committee Risk Committee Member

## Mr Hans De Munck

Supervisory Board Member Audit Committee Member

He graduated from the Warsaw School of Economics with a master's degree in Finance and Banking. He also completed the General Management Program at Harvard Business School. He is a Certified Information Systems Auditor and he is certified in Risk and Information Systems Control. A statutory auditor since 2003 and ACCA member since 2010. At present, he is in the process of the PhD dissertation preparation at the Nicolaus Copernicus University, Toruń. He started his professional career at Arthur Andersen Sp. z o.o. in 1998 and continued at Ernst & Young Audit Sp. z o.o., where in 2002-2008 he held managerial roles, and later in 2008-2022 Director and Partner; including amongst other leading the Financial Markets Audit Division -Global Financial Services. Since 2020 he was Audit Committee Member at Harvard Club of Poland, and Audit Committee Chair since 2023. Since 2021 he has been Member of and since 2024 Deputy Chairman of the Business Council, at the Nicolaus Copernicus University, Toruń, Faculty of Economic Sciences and Management. Since January 2025 he is Member of the Association of Independent Non-Executive Directors. He joined the Supervisory Board of ING Bank Śląski S.A. in 2024.

He graduated from the University of Chicago, Graduate School of Business, receiving his Master in Business Administration with high honours. He also completed the General Management Program at Vlerick Business School. He was a teaching and research assistant at the Faculty of Applied Economics, Catholic University of Leuven in Belgium. Since the formative years of his career jest connected with ING Group, where he held managerial roles in the areas of asset management & liabilities, market risk management, integration & analysis risk rating. He has been the Chief Financial Officer at ING Belgium since 2018. He joined the Supervisory Board of ING Bank Śląski S.A. in 2023.



Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives

Mr Serge Offers Supervisory Board Member Audit Committee Member He graduated from the University of Amsterdam with a master's degree in Accountancy and Control. He has been working at ING Group since the formative years of his career. He has held managerial functions there, he was Head of Regulatory Reporting or Head of External Reporting for example. He was the Chief Financial Officer at ING Romania in 2018-2022. He was Deputy CEO and Head of Business Banking at ING Romania in 2022-2024. Additionally, in 2019-2024 he was Board Member of the Netherlands Romanian Chamber of Commerce and in 2020-2024 Board Member of the Romanian Diversity Chamber of Commerce. Since October 2024 he has been Head of Business Banking at ING Germany. He joined the Supervisory Board of ING Bank Śląski S.A. in 2024.



### The above details have been summarised in the tables below.

 Table 1. Independence and individual competency profiles of Supervisory Board Members

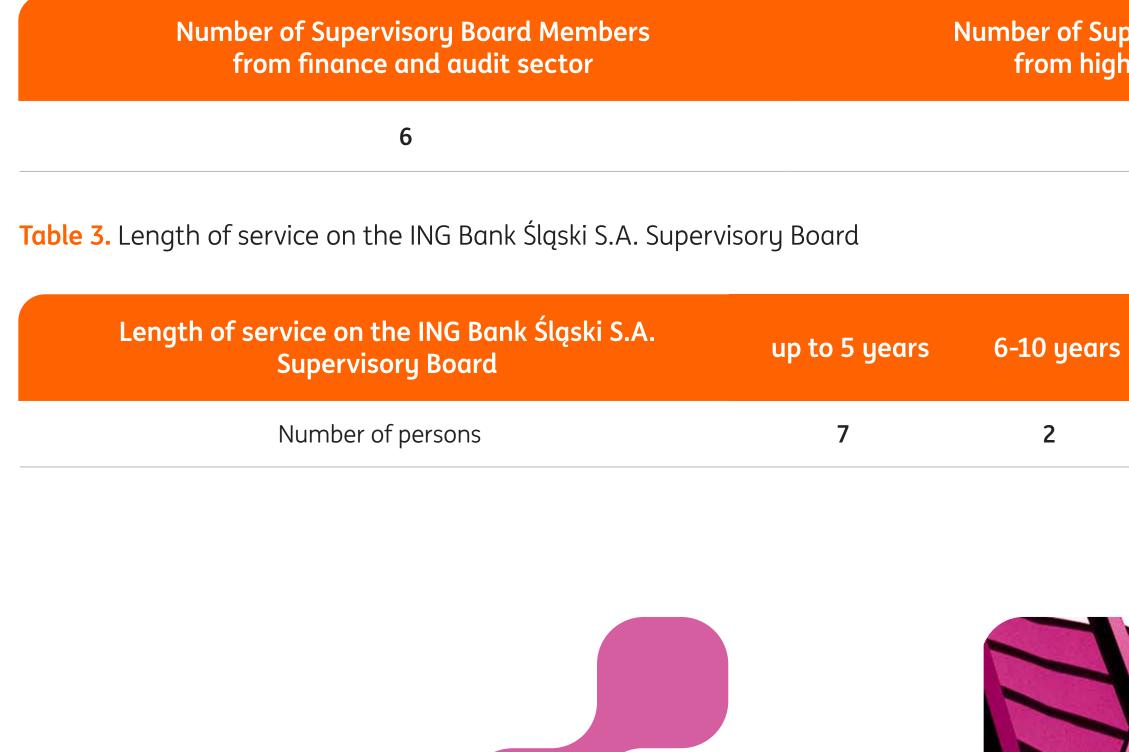
Satisfies the criterion of indep as per the Act on Statutory Auditors and Public Oversight Monika Marcinkowska yes Małgorzata Kołakowska no Michał Szczurek no Independence criterion and competencies Stephen Creese no yes Dorota Dobija Aneta Hryckiewicz-Gontarczyk yes Arkadiusz Krasowski yes Hans De Munck no Serge Offers no

ependence ors, Auditing Firms ht	Knowledge of and competency in accounting or financial statements auditing, confirmed with the qualifications of the chartered auditor (including confirmation with the qualifications of the statutory auditor)		Has knowledge of and competency in the banking are
	satisfies the criterion	qualifications	
	yes	<b>Professor in economic science</b> university degree – specialty: accounting	yes
	yes	competence acquired through professional career and in executive positions in Bank authorities	yes
	yes	competence acquired through professional career and in executive positions in Bank authorities	yes
	no	n/a	yes
	yes	<b>Certified Accountant</b> <b>Professor in economic science</b> university degree - specialty: data processing and accounting	yes
	yes	<b>Professor at ALK University, habilitation in finance</b> university degree – faculty: financial econometrics as well as finance and accounting	yes
	yes	<b>Chartered Auditor</b> ACCA Member, CRISC certificate, CIS certificate	yes
	yes	competence acquired through professional career and in executive positions in Bank authorities	yes
	yes	university degree – faculty: accountancy and control competence acquired through professional career and in executive positions in Bank authorities	yes

area



## Table 2. Professional background of Supervisory Board Members



Number of Supervisory Board Members from higher education sector

3

16-20 years 11-15 years







## **Competency profiles of Management Board Members**

Professional resumes of all the Bank Management Board Members have been published on the Bank's website: https://en.ing.pl/company-profile/authorities. Education, competences and specialist knowledge demonstrated by individual Management Board Members have been outlined below.

### Bank Management Boo

Brunon Bartkiewicz President of the Management Boal

Joanna Erdman Vice-President of the Management

Marcin Giżycki Vice-President of the Management

Bożena Graczyk Vice-President of the Bank Manage

Ewa Łuniewska Vice-President of the Bank Manage

Michał H. Mrożek Vice-President of the Bank Manage

Sławomir Soszyński Vice-President of the Bank Manage

Alicja Żyła Vice-President of the Bank Manage

 Table 4. Competency profiles of ING Bank Śląski S.A. Management Board Members

ard Member	Education, competences and expertise
oard, CEO Division	<ul> <li>Main School of Planning and Statistics in Warsaw (currently Warsaw School of Economics), Foreign Trade Faculty – master's degree</li> <li>Graduate School of Business Stanford University, Standard Executive Program</li> </ul>
nt Board, CRO Division	<ul> <li>Warsaw School of Economics, Finance &amp; Statistics – master's degree</li> <li>London Business School, Senior Executive Programme</li> <li>Advanced Risk Management Program, Wharton University</li> <li>Sustainable Finance, University of Cambridge</li> <li>Sustainability and Climate Risk, Global Association of Risk Professionals (GARP)</li> </ul>
nt Board, Retail Clients Division	<ul> <li>The University of Economics in Katowice, Banking and Finance Faculty – master's degree</li> <li>The Poznań School of Banking, Banking and Finance Faculty – BA studies,</li> <li>Graduate School of Business Stanford University, Standard Executive Program</li> </ul>
gement Board, CFO Division	<ul> <li>University of Łódź, Foreign Trade Faculty – master's degree</li> <li>University of Łódź, the Centre of European Studies</li> <li>University of Limburg as part of Tempus Programme</li> <li>University of Bristol, the United Kingdom and École Nationale des Ponts et Chaussées, France, Executive MBA in International Business</li> <li>Diploma of The Accountants Association of Poland; certified auditor qualifications</li> <li>University of Navarra, Spain, Advanced Management Program</li> <li>IESE Business School</li> <li>Graduate School of Business Stanford University, Standard Executive Program</li> </ul>
gement Board, Business Clients Division	<ul> <li>Warsaw School of Economics</li> <li>Foreign Trade Faculty – master's degree</li> </ul>
gement Board, Wholesale Banking Division	<ul> <li>Georgetown University School of Foreign Service, Washington, D.C.</li> <li>International Trade &amp; Finance – Joint degree – Bachelor Cum Laude and Masters Dean Citation</li> </ul>
gement Board, CIO Division	<ul> <li>Nicolaus Copernicus University, Toruń, Theoretical Physics and Information Technology – master's degree,</li> <li>Kozminski University, Warsaw, MBA</li> </ul>
gement Board, COO Division	<ul> <li>University of Economics in Katowice, master's degree in Economics, International Economic Relationships/ European Integration</li> <li>Tilburg University of Business Studies,</li> <li>ING International Management Development, Programme, Marketing Training for ING Staff, ING Group Amsterdam</li> </ul>





## Form and manner of oversight

## **2024 Supervisory Board Statistics**

The Supervisory Board work according to a meetings schedule and an Outline Work Plan. The Board debate analysing the company situation versus the sector and the market, based on the materials submitted by the Bank Management Board and those coming from internal functions of the Bank as well as those attained from exterior sources, also taking advantage of the works of the Board committees. In particular, the Supervisory Board approve the Bank strategy and verify the performance of the Management Board as far as delivery of preset strategic objectives is concerned. Further, the Board monitor the results of the Bank. ESG topics, covering environmental, social and governance-related aspects, are an integral element of the approved and monitored strategy. ESG topics are discussed in particular by the Supervisory Board Sustainability Panel, established in the second half of 2024. The Panel was established as a consultative and advisory function for the Board with regard to the Board's activity in the ESG and Sustainability area. Regular informing, inspiring and initiating discussions at the Supervisory Board level, which concern different ESG aspects is its objective.

In 2024, meeting agendas included ongoing business matters, submissions made by the Bank Management Board as well as any other material issues that required attention of the Supervisory Board. The Supervisory Board exercised oversight of the Bank's operations primarily during the meetings and

took the required decisions in the form of resolutions. During the meetings, the Members of the Supervisory Board are joined by Members of the Bank Management Board as well as the Heads of the Internal Audit Department and the Centre of Expertise – Compliance, and other invited guests who give presentations on specific topics within their competence.

The Supervisory Board attach particular significance to the Bank having an adequate and effective risk management system and an adequate and effective internal control system. In the course of works, the Supervisory Board monitor performance of both systems across the organisation on an ongoing basis. The Supervisory Board further make periodic assessments of their functioning. In 2024, considering the requirements of the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and internal control system and remuneration *policy in banks*, the Supervisory Board approved the Report on the operation of the risk management system in 2023. Furthermore, considering the information from the report and periodic reports of the CRO Division, the findings made by the external auditor, the findings from regulatory activities of the Polish Financial Supervision Authority and the SREP results, the Supervisory Board made a positive assessment of the adequacy and effectiveness of the risk management system at the Bank in 2023.

As far as performance of the internal control system is concerned, in 2024, the Supervisory Board approved the Report on fulfilment of the internal control system tasks for 2023 along with the List of critical and high recommendations. Furthermore, as required by the aforesaid Regulation and considering the following operational aspects for the internal control system:

- assessment of the internal control system made by the Internal Audit Department,
- update of the Bank Management Board on the manner of performing tasks related to the internal control system described in the report,
- periodic reports of the Centre of Expertise Compliance,
- the assessment of the effectiveness of the activities of the Financial Crime Compliance unit, as per the relevant regulatory guidelines,
- findings made by a statutory auditor, and
- findings resulting from supervisory activities performed by authorized institutions.



Evaluation of Bank's financial statements and motion on profit distribution

The Supervisory Board assessed with a positive result the adequacy and effectiveness of the internal control system at the Bank in 2023, including a positive assessment of the adequacy and effectiveness of control functions, the Centre of Expertise – Compliance and the Internal Audit Department. The information on the evaluation of the Bank's standing in 2024, including the assessment of the internal control system, risk management system, compliance and the internal audit function has been presented *below*.

In 2024, the Members of the Bank Supervisory Board devoted sufficient time to performance of their duties. Between 1 January and 31 December 2024, the Supervisory Board held seven meetings. The Supervisory Board also passed resolutions by way of circulation (15 cases). The meetings were held at the following dates: 22 February (Strategy Day), 8 March, 11 April, 7 June, 3 September, 27 September and 29 November, and by way of circulation on: 2 January, 17 January, 14 February, 26 February, 27 February, 25 April, 23 May, 20 June, 8 August, 26 August, 8 October, 23 October, 5 December, 6 December and 19 December. Meetings were held on site and in hybrid mode. In total, the Supervisory Board adopted 135 resolutions, including 27 passed by way of circulation. All the meetings were quorate and held in line with the procedures so that binding resolutions could be taken; the attendance rate during the meetings was high. Attendance of the Supervisory Board Members in 2024 has been shown in the table below.

Members in 2024

Attendance in 2024 Meeting attendance / Numbe

Monika Marcinkowska

Małgorzata Kołakowska

Michał Szczurek

Stephen Creese

Dorota Dobija

Aneta Hryckiewicz-Gontarcz Member since the appointment da

Arkadiusz Krasowski Member since the appointment da

Hans De Munck

Serge Offers Member since the appointment da

Board Members holding fun

Aleksander Galos Board Member until the OGM date,

Katarzyna Zajdel-Kurowska Board Member until 29 February 202

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

## Table 5. Attendance of ING Bank Śląski S.A. Supervisory Board

	22/22
	22/22
	20/22
	22/22
	22/22
<b>zyk</b> ate by the OGM, i.e. 11 April 2024	15/15
ate by the OGM, i.e. 11 April 2024	15/15
	21/22
ate by the OGM, i.e. 11 April 2024	15/15
ictions in the reporting period	
i.e. 11 April 2024	7/7
)24	5/6







Evaluation of Bank's financial statements and motion on profit distribution

Evaluation of the Bank's standing

In addition to regular meetings, the Members of the Supervisory Board stayed in regular and direct contact with the Bank Management Board and took an active part in all the material matters concerning the Bank business. The Chair of the Board of the previous term of office and the Chair of the Board of the current term of office regularly met with Management Board Members and representatives of key Bank areas. The Chair of the Audit Committee of the previous term of office and the Chair of the Audit Committee of the current term of office regularly met with the Bank CFO to discuss the Bank's financial statements prior to their publication as well as with the Chief Audit Executive and Centre of Expertise Lead III - Compliance, to discuss the aspects typical for the internal audit and compliance risk management functions. The Chair of the Risk Committee of the previous term of office and of the current term of office held regular meetings with the managers of individual risk areas, and the Chair of the Remuneration and Nomination Committee of the previous term of office and the Chair of the Remuneration and Nomination Committee of the current term of office met with the management of the Centre of Expertise - HR.



Additionally, Members of the Supervisory Board attended internal training sessions held by the Bank. Workshop sessions were held every quarter, in line with the training plan adopted by the Supervisory Board; the attendance rate was very high. Workshops were devoted to discuss inter alia artificial intelligence, the Know Your Customer (KYC) area, the DORA, the index reform and WIBOR transition. There were also held an ESG-dedicated session (taxonomy, reporting and reputational risk matters were discussed, for example) and a session during which Supervisory Board Members could discuss the Recovery Plan-related matters in detail. The Chair of the Audit Committee and the Chair of the Supervisory Board also took part in the anti-fraud training. Additionally, new Board Members took part in onboarding sessions with Bank Management Board Members and representatives of key areas of the Bank.











## Agenda of the Supervisory Board Meetings

In 2024, the Supervisory Board exercised ongoing oversight over the Company operations and kept watch over the Company adherence to the relevant regulations, including: in the area of accounting, finance and reporting of public companies. The works of the Supervisory Board proceeded smoothly, with all Members taking an active part in them.

During the meetings, the Supervisory Board reviewed the matters required under the CCPC as well as the matters relating to the day-to-day operations of the Company.

In the course of works in Q1 last year, the Supervisory Board developed and submitted to the GM the Supervisory Board Report for 2023. The Report covered the following topics:

- Summary of operations of the Supervisory Board and its committees in 2023 along with information on the composition of the Board and its committees
- Results of the evaluation of the financial statements and the Management Board's reports on the operations of the Bank and its Group in 2023, as well as the Management Board's motion regarding profit distribution,
- Evaluation of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function,

- information provided by securities issuers,
- sponsorship initiatives, and

The Supervisory Board also developed and submitted to the GM the Report on the evaluation of the payroll policy at ING Bank Śląski S.A. in 2023.

In 2024, the Supervisory Board reviewed and gave a positive opinion on the draft resolutions submitted to the GM, convened on 11 April 2024.

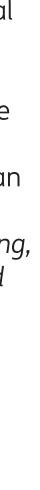
In 2024, the Supervisory Board focused on the recruitment process for the position of the President of the Bank Management Board in particular. In view of the upcoming expiry in 2025 of the mandate of Mr Brunon Bartkiewicz, the President of the Bank Management Board, after the end

• 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

 Assessment of legitimacy of the Bank's expenditure borne in connection with the policy concerning charitable and

• Update on the implementation status of the diversity policy for the Bank Management Board and Supervisory Board.

of the current term of office; i.e. as of the date of the General Meeting approving the 2024 financial statements, at the meeting on 11 April 2024 the Supervisory Board resolved to commence the recruitment process for the position of the President of the Bank Management Board. The recruitment process was conducted, upon considering the succession plan for the position of the President of the Management Board, on the terms and conditions set out in the Policy of appointing, onboarding and recalling Members of the Management Board of ING Bank Śląski S.A. The Remuneration and Nomination Committee Members took active part in the process. After the recruitment process, based on the recommendation of the Remuneration and Nomination Committee, issued in connection with the suitability assessment conducted for the candidate for the President of the Management Board, in the light of satisfaction of the requirements laid down in Article 22aa of the Banking Law Act, on 3 September 2024, the Supervisory Board passed a resolution on the appointment of Michał Bolesławski as the President of the Bank Management Board as of the date of the GM approving the 2024 financial statements, subject to obtaining the requisite approval of the Polish Financial Supervision Authority. On 20 December 2024, the Bank learnt that the Polish Financial Supervision Authority consented to appointing Mr Michał Bolesławski as the President of the Bank Management Board.







Furthermore, on 29 November 2024, the Supervisory Board noted resignation of Mr Sławomir Soszyński, the CIO, from standing for election to the Bank Management Board for the next term of office, to commence as of the date of the GM approving the 2024 financial statements.

The topics which the Supervisory Board covered in 2024, including those reviewed, analysed, discussed and decided upon, have been enumerated below. They were also discussed by the Supervisory Board Committees (within their remit). The Committees gave their recommendations and opinions for the Supervisory Board.



- Śląski S.A.,
- Policy at ING Bank Śląski S.A.,

 approval of the Bank Strategy for 2024–2026 and changes thereto, as well as continuous oversight of the implementation of the approved financial plan,

 approval of the report on the results of review of the Annual Financial Statements of ING Bank Śląski S.A. for 2023 (separate and consolidated), Management Board Report on Operations of ING Bank Śląski S.A. Group in 2023 covering the Report on Operations of ING Bank Śląski S.A., including the Management Board statement on the application of corporate governance rules, Report on non-financial information of ING Bank Śląski S.A. Group for 2023, including non-financial information of ING Bank

 assessment of the Bank Management Board motion regarding distribution of profit earned by the Bank in 2023,

• approval of amendments to the *Capital Management* 

• approval of the 2023 ING Bank Śląski S.A. ICAAP Report,

- opinion on the Bank Management Board's declaration on the application by the Bank of the Polish Financial Supervision Authority's recommendation on mitigating the inherent risk of Bank's operations,
- approval of the updated *Recovery Plan for ING Bank* Śląski S.A.,
- regular update of the Bank Management Board on related-party agreements,
- regular update of the Bank Management Board on the operations of the ING Bank Śląski S.A. Brokerage Office,
- annual update on capital investments as required by the ING Bank Śląski S.A. Equity Investment and Corporate Governance Policy,
- annual report on the supervision system in custody operations, and
- annual report on compliance of the Bank's activities with the laws regulating the performance of activities referred to in Article 70(2) of the Financial Instruments Trading Act for the year 2023.





## 2. Internal audit at the Bank, including:

- noting the reports on the status of the 2023 audit plan delivery and the status and changes in due dates of audit issue closure,
- approval of the Annual Report on delivery of the objectives, mission and strategy including internal control system and risk management system assessment for 2023,
- noting the Report on the results of quality assurance and improvement process within Internal Audit Department function for 2023,
- approval of the Report on the audit of the principles of remunerating the persons holding managerial positions having material impact on the risk profile of ("Identified Staff") at ING Bank Śląski S.A.,
- approval of the update of the Audit Strategy Memorandum (ASM) including long-term planning for the years 2024-2026 and the 2024 Audit Plan,
- noting the reports on the status of the 2024 audit plan delivery and the status and changes in due dates of audit issue closure,
- approval of the Report on the review of the headcount level and structure, job description and remuneration for the Internal Audit Department,

## 3. Compliance at the Bank, including:

- of Expertise Compliance for 2024,
- Śląski S.A. in 2024,

- for the Centre of Expertise Compliance,
- Compliance Plan,

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

 approval of the update of the Audit Strategy Memorandum (ASM) including long-term planning for the years 2025-2029 and the 2025 Audit Plan.

approval of the Annual Plan of Tasks of the Centre

 assessment of the adequacy and effectiveness of the system for anonymous reporting of violations of law, internal regulations and ethical standards in ING Bank

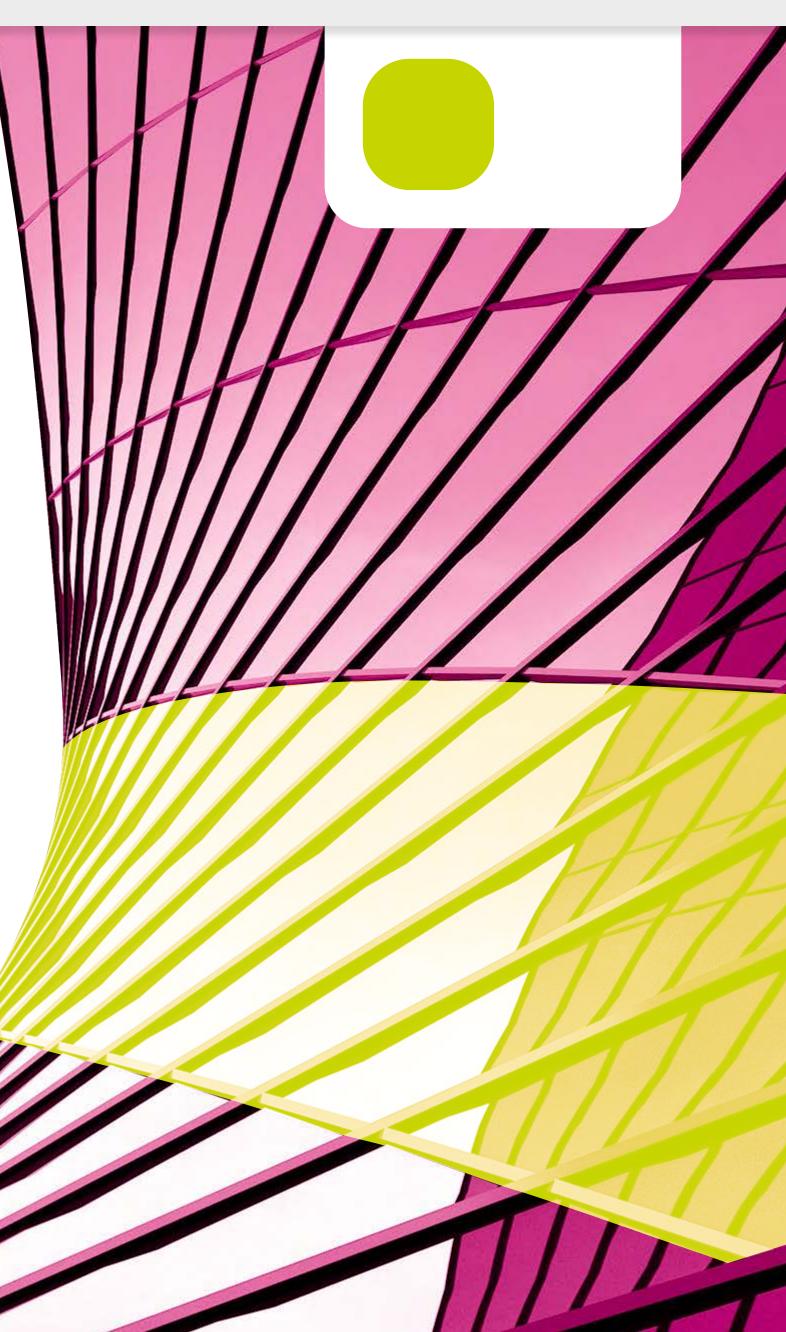
 assessment of adequacy and effectiveness of corporate governance at ING Bank Śląski S.A. for 2023,

approval of updated internal compliance regulations,

 approval of the Report on the review of the headcount level and structure, job description and remuneration

update on the implementation of the Annual

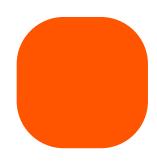
update on observance of ethical standards.





- 4. Monitoring the efficiency of the risk management system at the Bank, including non-financial risk and compliance risk, including:
- approval of the high-level RAS parameters for 2024,
- approval of the Non-financial Risk Appetite Statement of the Bank for 2024, and oversight of its implementation,
- approval of the ING Bank Śląski S.A. ILAAP Review Report for 2023,
- approval of amendments to the Policy Internal Control System at ING Bank Śląski S.A.,
- approval of Report on the operation of the risk management system in 2023 as well as final assessment of the risk management system adequacy and effectiveness in 2023,
- approval of amendments to the General Principles of Credit, Market, Liquidity and Funding and Operational Risk Management and Mitigation in ING Bank Śląski S.A.,

- Operational Risk Management Policy,
- sanction violation areas,
- mortgage loans,
- at the Bank.



Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

consent to conclusion of significant agreements by the Bank,

• approval of amendments to the ING Bank Śląski S.A.

periodic risk management report of the Bank,

 regular updates from the compliance risk area at the Bank, including from the personal management, anti-money laundering and terrorism financing and

periodic update on Bank's activities for FX-indexed

periodic update on the status of open recommendations









- 5. Monitoring and supervising the HR and payroll area at the Bank, including:
  - periodic suitability assessment for the ING Bank Śląski S.A. Management Board,
- approval of amendments to the *Policy of Disclosing* Qualitative and Quantitative Information on Capital Adequacy and Variable Components of Remuneration of ING Bank Śląski S.A.,
- assessment of the 2023 performance of the Members of the Bank Management Board, as well as determining and updating KPIs for 2024,
- approval of amendments to the ING Bank Śląski S.A. Group Remuneration Policy,
- approval of amendments to the Variable Remuneration Policy of Identified Staff of ING Bank Śląski S.A.,
- approval of amendments to the *Executive Remuneration* Bylaw for Members of the Management Board of ING Bank Śląski S.A.,
- update of the List of qualitative and quantitative criteria and the additional criteria for qualifying Staff Members to be included in the ING Bank Śląski S.A. List of Identified Staff for 2024 and 2025,

- profile of ("Identified Staff") at the Bank,
- of the Centre of Expertise Compliance,
- control functions at the Bank,
- update regarding pay policy at the Bank,
- by the regulators:
- recommendations,
- on improving resolvability.

 approval of the Internal Audit Department's Report on the audit of the process of remunerating the persons holding managerial positions having material impact on the risk

 approval of the Report regarding the implementation of the pay policy in relation to the internal audit employees and the Chief Audit Executive,

 approval of the Report regarding the implementation of the pay policy in relation to the employees and Lead III

approval of the remuneration packages of people holding

 approval of Succession plans for the Management Board and key function holders at ING Bank Śląski S.A.

### 6. Implementation of the recommendations issued

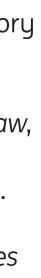
periodic Report on the implementation of post-inspection

update on preparations for DORA implementation,

update on the implementation status of EBA guidelines

### 7. Bank governance area:

- approval of amendments to the Bylaws of the Supervisory Board and Board Committees,
- review of the ING Bank Śląski S.A. Management Board Bylaw,
- approval of the amendments to the ING Bank Śląski S.A. Organisational Bylaw and periodic amendments to Enclosure No. 2 therewith – Segregation of responsibilities of ING Bank Śląski S.A. Management Board Members,
- approval of the 2025 Outline Work Plan of the Supervisory Board,
- annual Management Board's update on the main changes within the Bank's organisational framework,
- update on satisfaction of disclosure duties by the Bank, and
- periodic update list of Bank Management Board Resolutions.





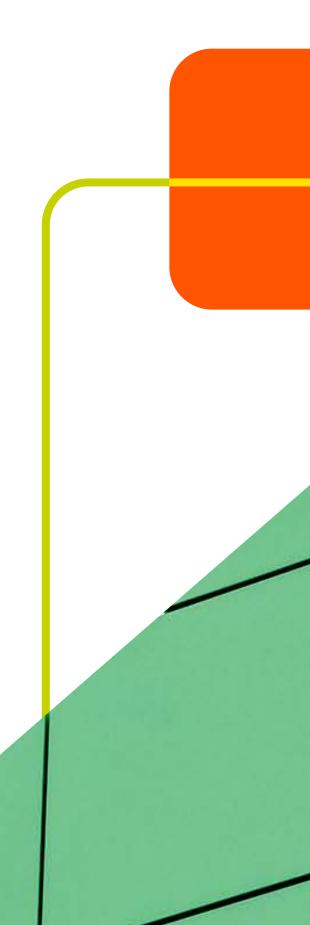


## Assessment of performance of disclosure duties by the Management **Board towards the Supervisory Board**

The Supervisory Board regularly received from the Bank Management Board the items of information as referred to in Article 380<sup>1</sup> of the CCPC, including extensive reports regarding the current standing of the Bank, its functioning, action plans and progress in the delivery of preset business goals as well as any material developments and circumstances that may have an impact on its functioning and material situation. The reporting packs also covered the Bank Management Board's updates on subsidiaries and related companies.

Taking into account the foregoing, the Supervisory Board assess that the Bank Management Board was discharging properly the duties under Article 380<sup>1</sup> of the CCPC.

Thanks to the elaborate updates and reports relayed by the Bank Management Board, the Supervisory Board did not have to exercise the right to request additional information, documents, reports or clarifications under Article 382 §4 of the CCPC.



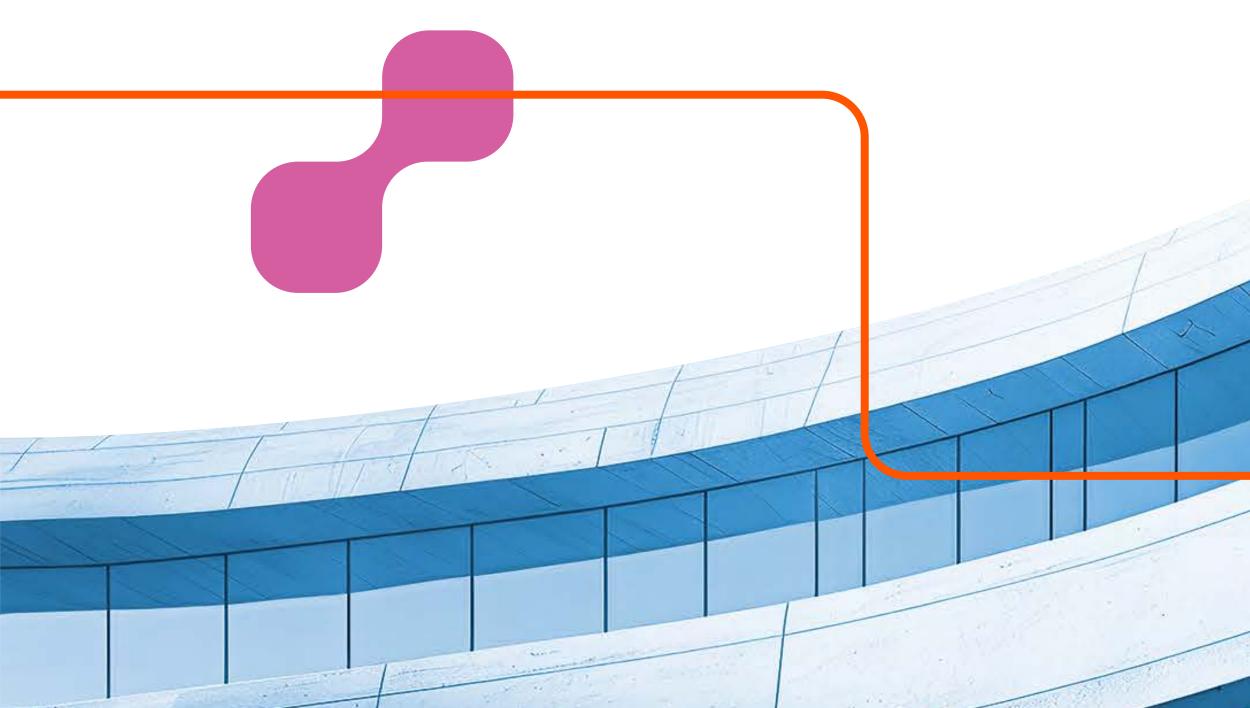




## Total fee due from the company

## for all the examinations commissioned by the Supervisory Board in the course of the accounting year under Article 382<sup>1</sup> of the CCPC

In 2024, the Supervisory Board did not exercise the right to have a certain case connected with company business or property examined or to have certain analyses or opinions developed by a selected advisor (advisor to the supervisory board) at the cost of the company, under Article 382<sup>1</sup> of the CCPC.





# Self-assessment of adequacy of internal regulations concerning operations of the Supervisory Board

The ING Bank Śląski S.A. Supervisory Board operates on the basis of the following internal regulations in particular:

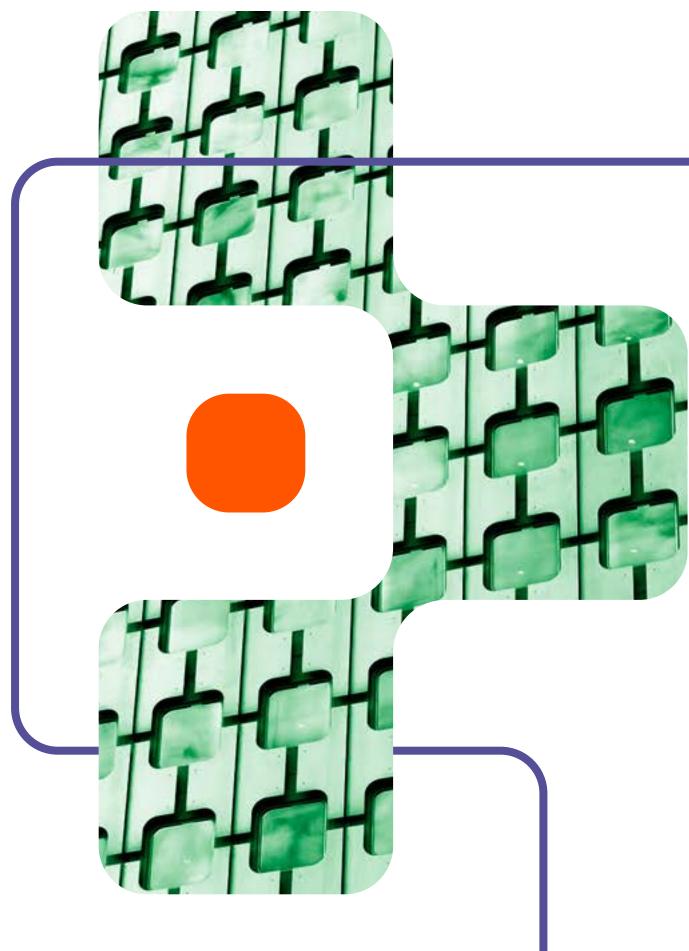
- Charter of ING Bank Śląski S.A.,
- ING Bank Śląski S.A. Supervisory Board Bylaw,
- ING Bank Śląski S.A. Supervisory Board Audit Committee Bylaw,
- ING Bank Śląski S.A. Supervisory Board Remuneration and Nomination Committee Bylaw,
- ING Bank Śląski S.A. Supervisory Board Risk Committee Bylaw.

The regulations are available on the ING Bank Śląski S.A.'s website: <u>Legal documents</u>.

The above-referred regulations are regularly reviewed, at least once a year. During the reviews, they are analysed for the need to make amendments thereto, notably in order to adapt their provisions to the changes in the regulatory landscape of the Bank or facilitate the operations of the Supervisory Board. Draft amendments to the Bank Charter are submitted by the Management Board to the GM, upon earlier opinion of the Supervisory Board. In 2024, the Charter was amended in that the moment of expiry of the mandate of a Supervisory Board Member in the case of the Supervisory Board Member being recalled by the General Meeting was specified.

The Supervisory Board Bylaw and the bylaws of its committees were also reviewed and updated in 2024. Separate update on amendments to the Supervisory Board Bylaw is presented to the General Meeting in line with recommendation 9 of Polish Financial Supervision Authority Recommendation Z on the internal governance principles at banks.

Having regard to the above, based on the reviews of regulations and considering the amendments made thereto, the Supervisory Board assess that the internal regulations concerning the operation of the Board are adequate and enable proper, efficient and effective operations of the Board. Assessment of expenditure on charitable and sponsorship initiatives





## Self-assessment of the Supervisory Board's work in 2024

In 2024, the Supervisory Board assisted and advised the Bank Management Board on all the matters pertaining to the Bank and its business. The Supervisory Board monitored the implementation of the Bank's strategy on an ongoing basis.

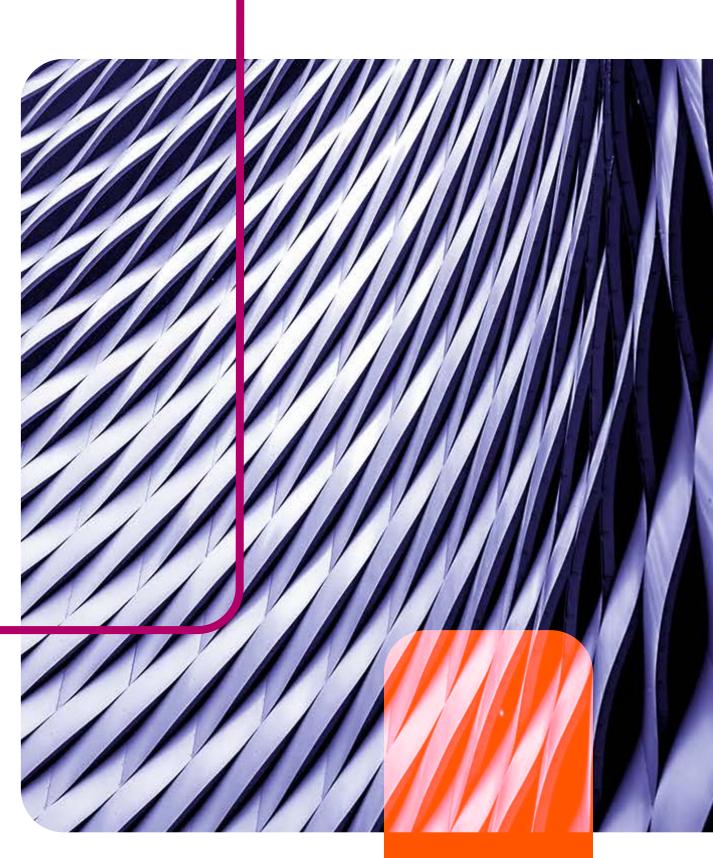
The Supervisory Board confirm that they exercised regular and ongoing supervision over the Bank's business throughout 2024 in accordance with their powers and the legal requirements concerning joint-stock companies. The Supervisory Board are well prepared to exercise all the statutory and Charter-defined rights and duties and perform their tasks properly, ensuring adequate supervision over the Bank in all material aspects of its operations. The Supervisory Board warranted adequate level of collective performance of supervision duties in respect of all the business areas of the Bank. All Members of the Supervisory Board exercised their duties with due care, while leveraging on their knowledge and experience in terms of supervising

a joint-stock company. Considering the array of areas covered by the Supervisory Board and all the activities performed, the Supervisory Board are convinced that their operations in 2024 can be deemed efficient, effective and in keeping with the best market standards.

Members of the Supervisory Board performed their responsibilities with integrity and in a reliable manner. All meetings were held with a high attendance rate. Supervisory Board Members were able to devote sufficient time to performing their duties. Acting in the company's interest, Supervisory Board Members applied their independent opinions and judgements in their actions. In that manner, the Supervisory Board were able to assess and verify the way of taking and implementing decisions connected with day-to-day management of the Bank in an effective manner.

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy







## **Report of the Supervisory Board Committees on Their Operations in 2024**

In order to ensure support for the Supervisory Board in exercising their powers, the Supervisory Board established from among their Members three committees: the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee. The Committees perform consulting and advisory functions by preparing recommendations for the Supervisory Board; the Committee Chairs give detailed reports from the Committee work during the Supervisory Board meetings.

### Committee compositions are presented below.

Table 6. Composition of Supervisory Board Committees as at 31 December 2024

## **Audit Committee**

Arkadiusz Krasowski – Chair Dorota Dobija Monika Marcinkowska Hans De Munck Serge Offers

## **Remuneration and Nomination Committee**

Aneta Hryckiewicz-Gontarczyk – Chair Dorota Dobija Małgorzata Kołakowska Monika Marcinkowska Michał Szczurek

## **Risk Committee**

Dorota Dobija – Chair Stephen Creese Aneta Hryckiewicz-Gontarczyk Małgorzata Kołakowska Arkadiusz Krasowski Monika Marcinkowska





## **Audit Committee**

The Audit Committee perform consulting and advisory functions for the Supervisory Board, and also deliver on other tasks under the law, instructions and recommendations of the regulator. The Audit Committee support the Supervisory Board with regard to monitoring the financial reporting process as well as monitoring and supervising the internal- and external audit and the management system at the Bank and its subsidiaries.

## **Composition of the Audit Committee and changes** on the Committee during the financial year.

### 2024 saw the following changes on the Audit Committee:

As stated above, after resignation of Ms Katarzyna Zajdel-Kurowska from the role of the ING Bank Śląski S.A. Supervisory Board Member with effect from 29 February 2024, which impacted the composition of the Audit Committee, on 1 March 2024 Mr Aleksander Galos joined the Audit Committee.

The composition of the Committee further changed after appointment by the GM of the Supervisory Board for a new term of office on 11 April 2024. During the first meeting of the new term of office, at the same date, the Supervisory

Therefore, as at 31 December 2024, the Audit Committee Board appointed the Audit Committee, commissioning worked in the following composition: an additional individual suitability assessment of Mr Arkadiusz Krasowski on account of holding the role of the Chair of the Audit Committee and an additional collective suitability Mr Arkadiusz Krasowski assessment of the Audit Committee of a new composition. Committee Chair (independent member)

After the assessment, on 22 May 2024, the Remuneration and Nomination Committee attested the individual competences of Audit Committee Members and that the Audit Committee satisfy the criterion of collective suitability covering the sufficient number of members having knowledge of and skills in accounting, financial review and banking, and the criterion of independence of a sufficient number of members, including independence of the Chair of the Audit Committee, and recommended their approval by the Supervisory Board. On 23 May 2024, the Supervisory Board adopted the above assessments by resolution.

Ms Dorota Dobija Committee Member (independent member)

Ms Monika Marcinkowska Committee Member (independent member)

## **Mr Hans De Munck**

Committee Member

**Mr Serge Offers** Committee Member







As required under the Statutory Auditors Act of 11 May 2017, the majority of the Committee Members, the Committee Chair included, satisfy the independence criteria. Mr Arkadiusz Krasowski is a statutory auditor and ACCA Member. He also holds CRISC and CISA certificates. Ms Monika Marcinkowska and Ms Dorota Dobija demonstrate know-how and expertise in accounting or financial auditing, as further substantiated with the professor title. Mr Hans De Munck and Mr Serge Offers acquired the competence through professional career. Mr Serge Offers also graduated from accountancy and control faculty.

## **2024 Audit Committee Statistics**

The Audit Committee supported the Supervisory Board in their tasks primarily during the meetings by passing relevant recommendations and issuing relevant opinions. During the meetings, the Audit Committee Members are joined by Members of the Bank Management Board, the Heads of Internal Audit Department and the Centre of Expertise -Compliance, the Centre of Expertise Accounting Policy and Financial Reporting – Chief Accountant, the Operational Risk Management Department Director, and also representatives of the external auditor.

Between 1 January and 31 December 2024, the Audit Committee held five meetings. The Committee also issued recommendations by way of circulation (four cases). The meetings were held at the following dates: 7 March, 6 June, 26 September, 22 October and 28 November, and by way of circulation on: 12 January, 14 February, 22 August and 6 December.

In line with the requirements of the Good practices for public interest entities concerning the rules of establishment, composition and functioning of the Audit Committee issued by the Polish Financial Supervision Authority Office dated 24 December 2019 and the Audit Committee Bylaw, on 7 March and on 28 November 2024 the Audit Committee also held separate closed meetings with: the CFO and the representatives of the internal auditor and external auditor.

The Audit Committee issued 26 recommendations for the Supervisory Board in total (including 5 by way of circulation) as well as 3 decisions (including 2 by way of circulation).

All the meetings were quorate and held in line with the procedures so that binding recommendations could be issued; the attendance rate during the meetings was high. Attendance of the Audit Committee Members in 2024 has been shown in the table below.

### Table 7. Attendance of Audit Committee Members in 2024

### Attendance in 2024

Meeting attendance / Number of meetings during the term of office

<b>Arkadiusz Krasowski</b> Committee Chair since 11 April 2024	6/6
<b>Dorota Dobija</b> Committee Member	9/9
<b>Monika Marcinkowska</b> Committee Member	9/9
Hans De Munck Committee Member	9/9
<b>Serge Offers</b> Committee Member since 11 April 2024	6/6
Committee Members holding functions in the reporting period	
<b>Katarzyna Zajdel-Kurowska</b> Committee Member until 29 February 2024	0/0
<b>Michał Szczurek</b> Committee Member until 11 April 2024	3/3
<b>Aleksander Galos</b> Committee Member from 1 March to since 11 April 2024	1/1





## Agenda of the Audit Committee Meetings

### In 2024, the Audit Committee focused on the following areas in particular:

- monitoring of the adequacy and effectiveness of the internal control system and risk management system, including compliance risk,
- supervision of the Bank's relationship with the entity auditing the financial statements of the Bank, including analysis of the work performed by the entity authorised to audit the financial statements and audit results as well as Bank Management Letter assumptions,
- assessment of the annual financial statements of ING Bank Śląski S.A. and the ING Bank Śląski S.A. Group,
- analysis of the information and materials provided from time to time by the external auditor and presentations of the external auditor delivered for the Audit Committee Members directly at Committee meetings,
- regular analysis of periodical reports from the Chief Audit Executive on the status of the annual audit plan 2024 delivery and the status and changes in due dates of audit issue closure, and
- monitoring of compliance area works.

## Other areas of the Audit Committee works in 2024 included but were not limited to:

- related entities,
- Śląski S.A. Group,

- and control environment for reporting.

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

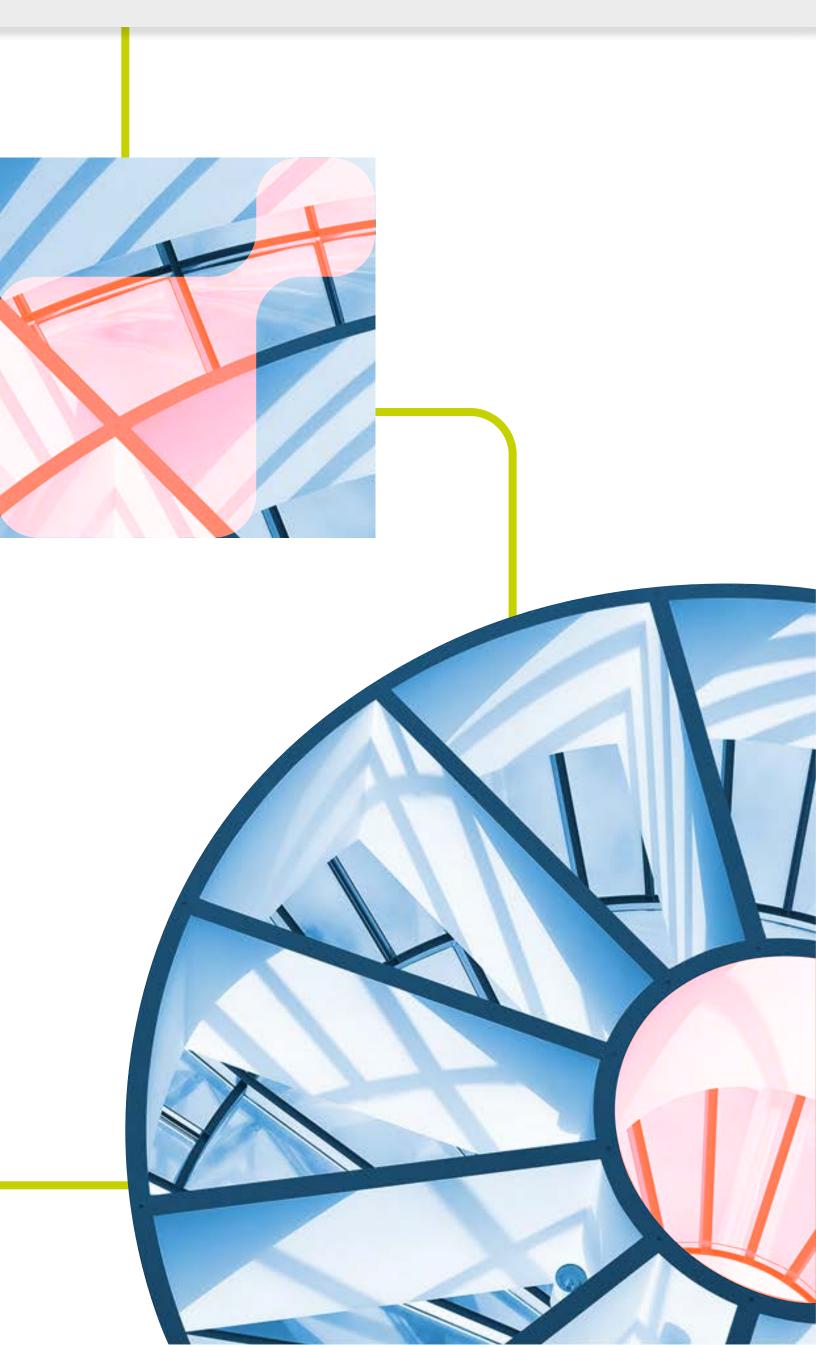
 monitoring of the Bank's relationship with related entities, including analysis of a periodic update on agreements with

 supervision of compliance area at the Bank, including development and submission to the Supervisory Board of recommendations on approval of amendments to the Policy – Principles of Corporate Governance at ING Bank

regular analysis of periodic quarterly compliance risk reports,

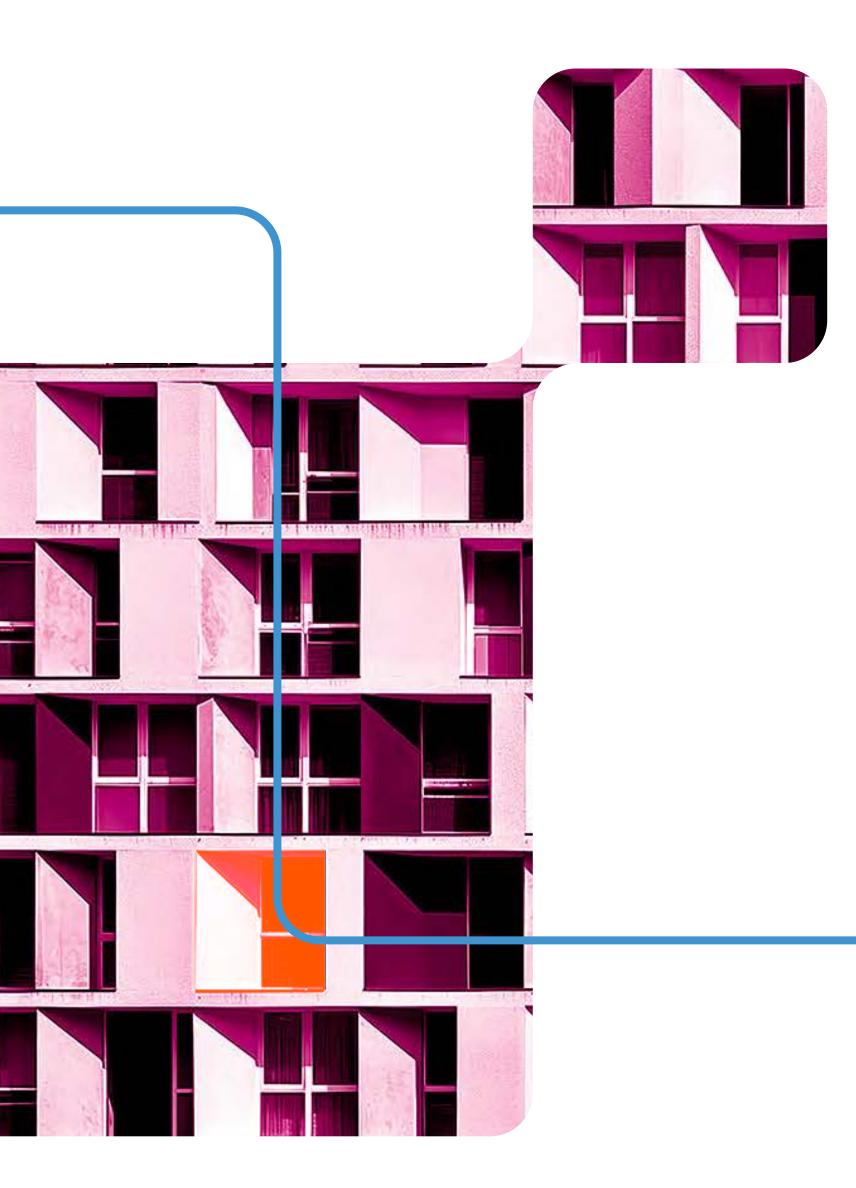
• analysis of a list of critical- and high-risk recommendations, and

analysis of information on financial and regulatory reporting





Evaluation of the Bank's standing



Furthermore, throughout 2024, the Audit Committee regularly focused on the topics enlisted in the Good practices for public interest entities concerning the rules of establishment, composition and functioning of the audit committee, published on 24 December 2019 by the Polish Financial Supervision Authority Office, while taking into account their provisions concerning:

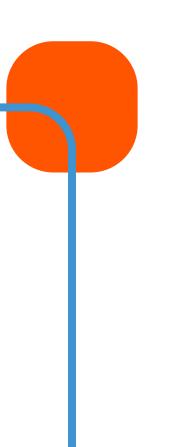
- monitoring of the financial reporting process,
- internal audit as well as risk management,
- monitoring of financial revision,
- entity with non-audit services.

monitoring of effectiveness of internal control systems,

 as well as control and monitoring of independence of the statutory auditor and the auditing firm, notably, when the auditing firm provides the public interest

The Committee Members regularly received reports from audits carried out by the Internal Audit Department. The Audit Committee Members also received status reports from the external auditor. As part of their work, the Audit Committee concluded that both the Internal Audit Department and the external auditor were able to perform their tasks in an independent and impartial manner. Therefore, the Audit Committee confirm that they do not have any reservations about the independent audit process at the Bank.

The Audit Committee – based on the information and documents provided by the Bank Management Board as well as analyses during the sessions – made assessment of risk of the processes and areas under monitoring. The Audit Committee's assessment did not differ from that of the Bank Management Board. No areas were identified for which the activities taken by the Bank Management Board would be inadequate to the situation of the Bank, market requirements or regulatory recommendations. The banking areas of particular focus of the Committee comprised: compliance, anti-fraud, Know Your Customer, model risk, IT and outsourcing.

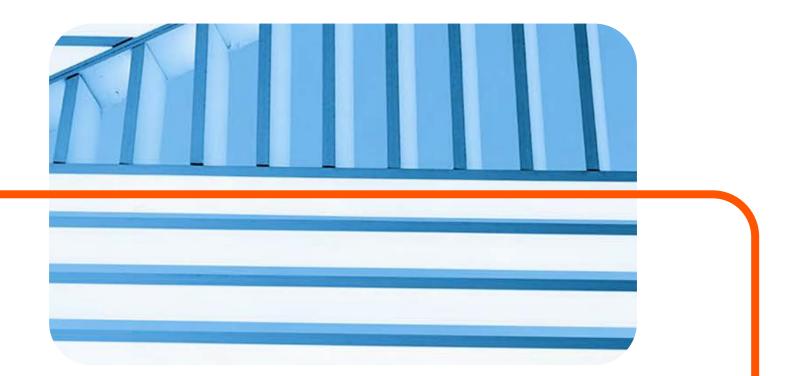




## **Remuneration and Nomination Committee**

The Remuneration and Nomination Committee support the Supervisory Board with regard to the monitoring and supervision of the HR and payroll area, including, in particular, changes on the Bank Management Board, succession plans for the Management Board Members and key function holders, employee-turnover processes, employee satisfaction surveys as well as the remunerating and rewarding policy.

In line with EBA Guidelines on sound remuneration policies under Directive 2013/36/EU, the majority of the Remuneration and Nomination Committee Members, including the Committee Chair, are independent members.



## **Composition of the Remuneration and Nomination** Committee and changes on the Committee during the financial year

### 2024 saw the following changes on the Remuneration and Nomination Committee.

After appointment of the Supervisory Board of a new term of office by the GM on 11 April 2024, during the first meeting of the new term of office, at the same date, the Supervisory Board appointed the Remuneration and Nomination Committee, commissioning an additional individual suitability assessment of Ms Aneta Hryckiewicz-Gontarczyk on account of holding the role of the Chair of the Remuneration and Nomination Committee and an additional collective suitability assessment of the Remuneration and Nomination Committee of a new composition.

After the assessment, on 22 May 2024, the individual competences of Remuneration and Nomination Committee Members were attested. It was further confirmed that the Remuneration and Nomination Committee satisfy the applicable suitability criteria, including the criterion of independence of a sufficient number of members and of the Chair of the Remuneration and Nomination Committee. On 23 May 2024, the Supervisory Board adopted the above assessments by resolution.

Therefore, as at 31 December 2024, the Audit Committee worked in the following composition:

Ms Aneta Hryckiewicz-Gontarczyk Committee Chair (independent member)

Ms Dorota Dobija *Committee Member (independent member)* 

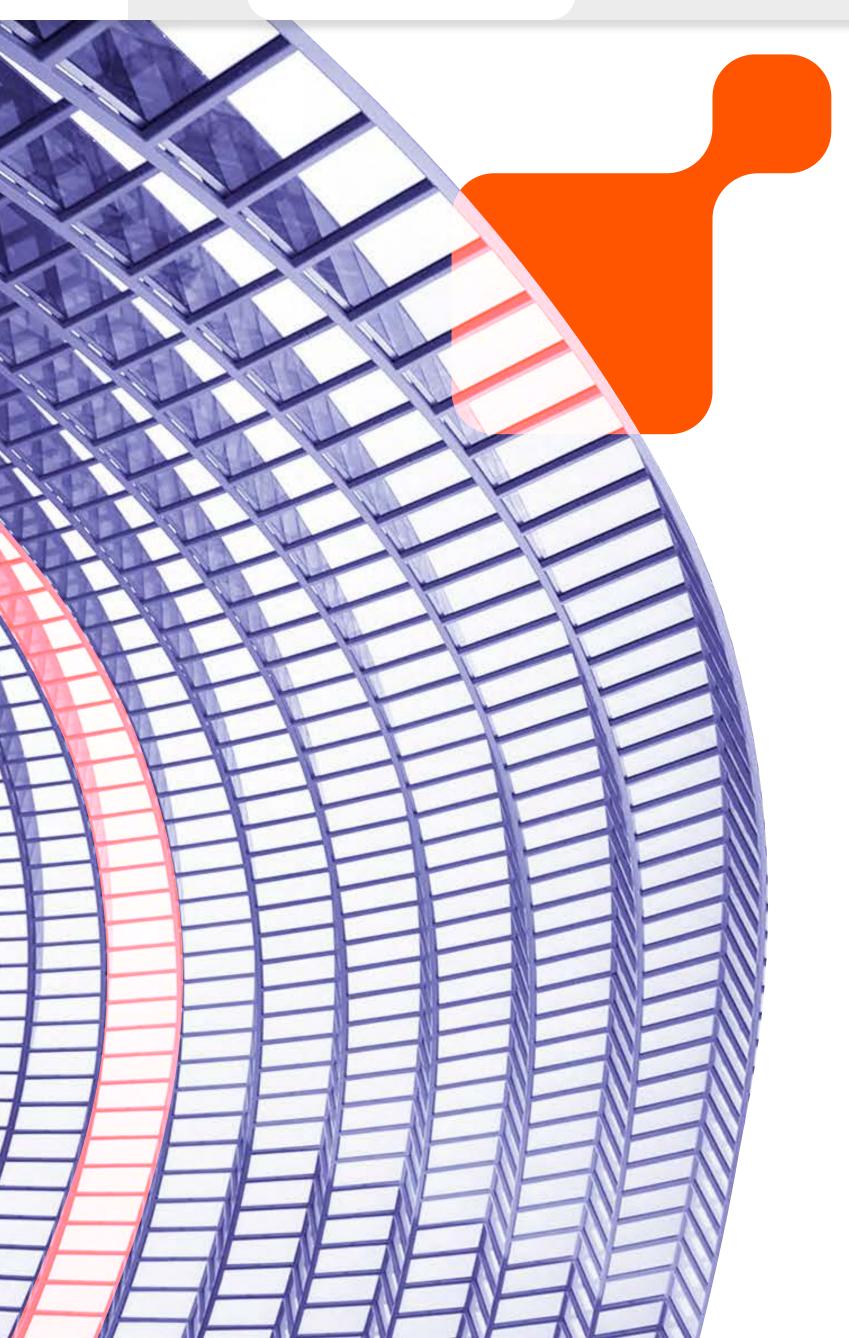
Ms Małgorzata Kołakowska Committee Member

Ms Monika Marcinkowska *Committee Member (independent member)* 

Mr Michał Szczurek Committee Member







## **2024 Remuneration and Nomination Committee Statistics**

The Remuneration and Nomination Committee supported the Supervisory Board in their tasks primarily during the meetings by passing relevant recommendations and issuing relevant opinions. In keeping with the authorisation, the Remuneration and Nomination Committee also made decisions in the course of their work. The CEO, the Centre of Expertise Lead III - Bank Executive Director for HR and the Area Lead II – Performance & Reward attend the Remuneration and Nomination Committee meetings on a regular basis.

Between 1 January and 31 December 2024, the Remuneration and Nomination Committee met ten times. The Remuneration and Nomination Committee also decision one decision by way of circulation. The meetings of the Remuneration and Nomination Committee were held at the following dates: 26 February, 8 March, 22 March, 3 April, 22 May, 7 June, 3 September, 27 September, 28 November and 29 November, and by way of circulation on 4 November.

The Committee issued 62 recommendations, 5 opinions, 2 assessments and 2 decisions (including 1 decision by way of circulation) in total.

All the meetings were quorate and held in line with the procedures so that binding recommendations could be issued; the attendance rate during the meetings was high. Attendance of the Remuneration and Nomination Committee Members in 2024 has been shown in the table below.

### Table 8. Attendance of Remuneration and Nomination Committee Members in 2024

### Attendance in 2024

Meeting attendance / Number of meetings

<b>Aneta Hryckiewicz-Gontarczyk</b> Committee Chair since 11 April 2024	7/7
<b>Dorota Dobija</b> Committee Member	11/11
<b>Małgorzata Kołakowska</b> Committee Member	11/11
<b>Monika Marcinkowska</b> Committee Member since 11 April 2024	7/7
<b>Michał Szczurek</b> Committee Member since 11 April 2024	7/7
Committee Members holding functions in the reporting period	
<b>Aleksander Galos</b> Committee Member until 11 April 2024	4/4





# Agenda of the Remuneration and Nomination **Committee Meetings**

# In 2024, the Committee focused on the following areas in particular:

- active supervision of the process of suitability assessment for the Members of the Supervisory Board, Bank Management Board and key function holders at the Bank,
  - periodic annual suitability assessment of the Bank Supervisory Board and Management Board,
- » suitability assessment of candidates for Members of the Supervisory Board,
- » suitability assessment of candidates for Members of the Audit Committee,
- » suitability assessment of Chairs of the Audit Committee, the Risk Committee and the Remuneration and Nomination Committee,
- » suitability assessment of the Audit Committee, the Risk Committee and the Remuneration and Nomination Committee,
- » suitability assessment of a Supervisory Board Member following a change in engagement,
- monitoring of adequacy and effectiveness of the Bank's policy in the HR area, including development and submission to the Supervisory Board of recommendations on changes to the List of qualitative and quantitative criteria and the additional criteria for qualifying Staff Members to be included in the ING Bank Śląski S.A. List of Identified Staff for 2024 and 2025,

- Board Members,
- on the following documents:
- of ING Bank Śląski S.A.,

- annual bonus for Bank employees,
- and updating KPIs for 2024,

succession review for the positions of the Management

 monitoring of adequacy and effectiveness of the Bank's policy in the payroll area, including development and submission to the Supervisory Board of recommendations

» Variable Remuneration Policy of Identified Staff

» ING Bank Śląski S.A. Group Remuneration Policy, and » Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.,

 analysis of the pay policy/practice assumptions in 2024 and 2025, including determination of the level of the adjusting multiplier applicable to the 2023 and 2024

 assessment of the 2023 performance of the Members of the Bank Management Board, as well as determining

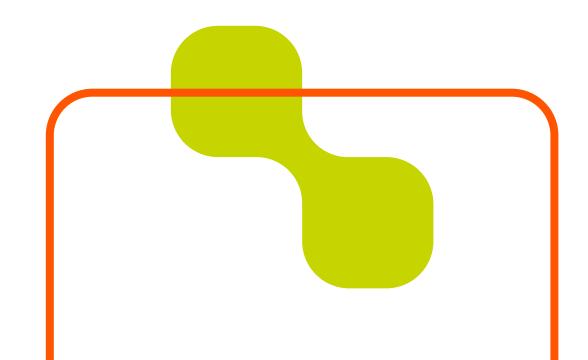
 development and submission to the Supervisory Board of recommendations on the Report regarding the implementation of the pay policy in relation to the internal audit employees and the Chief Audit Executive,

 development and submission to the Supervisory Board of recommendations on the Report regarding the implementation of the pay policy in relation to the employees and Lead III of the Centre of Expertise - Compliance,

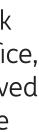
 analysis of proposals of remuneration packages of people holding control functions at the Bank, submitted by the Bank Management Board.

In 2024, the Remuneration and Nomination Committee focused on the recruitment process for the position of the President of the Bank Management Board in particular.

As stated above, due to the upcoming expiry in 2025 of the mandate of Mr Brunon Bartkiewicz, the President of the Bank Management Board, after the end of the current term of office, at the meeting on 11 April 2024 the Supervisory Board resolved to commence the recruitment process for the position of the President of the Bank Management Board. The recruitment process was conducted, upon considering the succession plan for the position of the President of the Management Board, on the terms and conditions set out in the Policy of appointing, onboarding and recalling Members of the Management Board of ING Bank Śląski S.A.















In the course of the recruitment process, the Remuneration and Nomination Committee held two status meetings on 26 April and 28 June 2024. Members of the Remuneration and Nomination Committee were active participants of the panel sessions conducted during the recruitment process. After the recruitment process, considering the suitability assessment results, panel interviews and the documents compiled, on 3 September 2024, the Remuneration and Nomination Committee resolved to recommend appointment of Mr Michał Bolesławski as the President of the Bank Management Board as of the date of the General Meeting approving the 2024 financial statements by the Supervisory Board, subject to obtaining the requisite approval of the Polish Financial Supervision Authority, but not earlier than at the obtainment date thereof.

As stated above, on 20 December 2024, the Bank learnt that the Polish Financial Supervision Authority consented to appointing Mr Michał Bolesławski as the President of the Bank Management Board.

# Other areas of the Remuneration and Nomination Committee works in 2024 included but were not limited to:

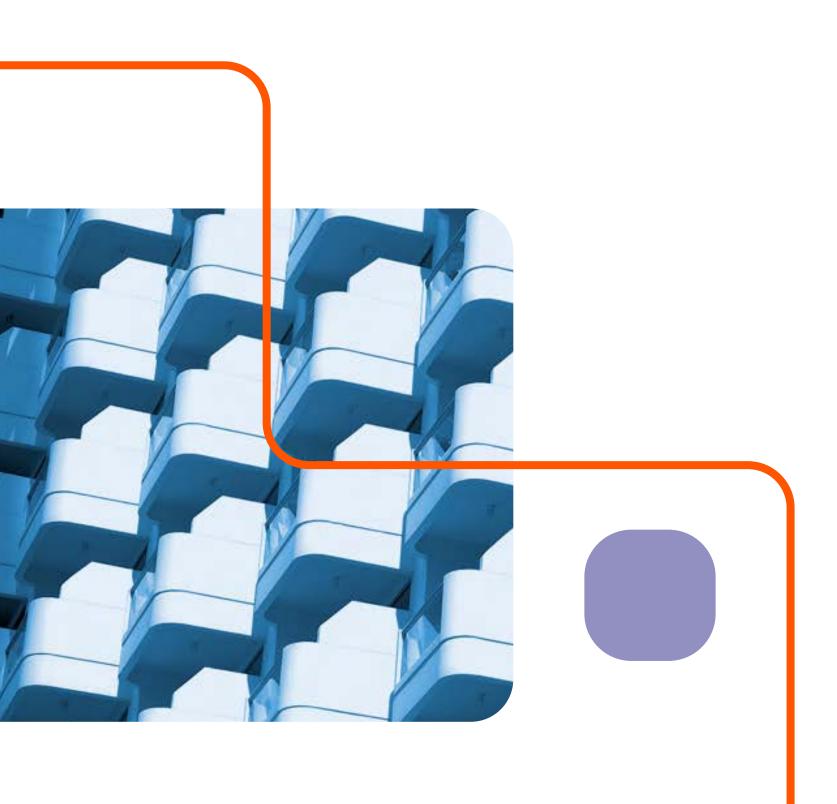
- analysis of the implementation of the diversity policy for the Management Board and Supervisory Board by the Bank in 2023,
- submission to the Supervisory Board of a recommendation on amendments to the Diversity Policy for ING Bank Śląski S.A. Management Board and Supervisory Board Members,
- Remuneration report for the ING Bank Śląski S.A. Supervisory Board and Management Board Members for 2023,
- report from the audit of the remuneration process for Identified Staff in ING Bank Śląski S.A.,
- update on the incentive programme for Identified Staff of ING Bank Śląski S.A.
- update on development activities for Bank employees,
- update on strategic actions in the Diversity, Inclusion & Belonging area, and
- update on the ING Women Network activity.





# **Risk Committee**

The Risk Committee is tasked with supporting the Supervisory Board in the oversight of the risk management strategy implementation across the Bank.



# **Composition of the Risk Committee and changes** on the Committee during the financial year

## 2024 saw the following changes on the Risk Committee.

As stated above, after resignation of Ms Katarzyna Zajdel-Kurowska from the role of the ING Bank Śląski S.A. Supervisory Board Member with effect from 29 February 2024, which impacted the composition of the Risk Committee, on 1 March 2024 Mr Aleksander Galos joined the Risk Committee.

The composition of the Committee further changed after appointment by the GM of the Supervisory Board for a new term of office on 11 April 2024. During the first meeting of the new term of office, at the same date, the Supervisory Board appointed the Risk Committee, commissioning an additional individual suitability assessment of Ms Dorota Dobija on account of holding the role of the Chair of the Risk Committee and an additional collective suitability assessment of the Risk Committee of a new composition.

After the assessment, on 22 May 2024, the Remuneration and Nomination Committee attested the individual competences of the Risk Committee Members. It was further confirmed that the Risk Committee satisfy the applicable suitability criteria, including the criterion of independence of a sufficient number of members and of the Chair of the Risk Committee and recommended their approval by the Supervisory Board.

Assessment of application of Principles of Corporate Governance

On 23 May 2024, the Supervisory Board adopted the above assessments by resolution.

Therefore, as at 31 December 2024, the Risk Committee worked in the following composition:

Ms Dorota Dobija Committee Chair (independent member)

**Mr Stephen Creese** Committee Member

Ms Aneta Hryckiewicz-Gontarczyk Committee Member (independent member)

Ms Małgorzata Kołakowska Committee Member

Mr Arkadiusz Krasowski Committee Member (independent member)

Ms Monika Marcinkowska Committee Member (independent member)





# **2024 Risk Committee Statistics**

The Risk Committee supported the Supervisory Board in their tasks primarily during the meetings by passing relevant decisions and recommendations. During the meetings, the Members of the Risk Committee are joined by Members of the Bank Management Board, and also the Market Risk Management Department Director, Operational Risk Management Department Director, Model Risk Management Department Director, as well as the Heads of the Internal Audit Department and the Centre of Expertise - Compliance, and also the Bank Executive Director responsible for the integrated risk area as well as representatives of the external auditor.

Between 1 January and 31 December 2024, the Risk Committee met four times. The Committee also issued recommendations and decisions by way of circulation (eleven cases). The meetings of the Risk Committee were held at the following dates: 7 March, 6 June, 26 September and 28 November, by way of circulation on: 2 January, 17 January, 25 April, 29 April, 20 June, 5 August, 8 August, 8 October, 23 October, 28 October and 5 December.

The Risk Committee issued 32 recommendations in total (including 12 by way of circulation) as well as 3 decisions (all by way of circulation).

All the meetings were quorate and held in line with the procedures so that binding recommendations could be issued; the attendance rate during the meetings was high. Attendance of the Risk Committee Members in 2024 has been shown in the table below.

# Table 9. Attendance of Risk Committee Members in 2024

### Attendance in 2024 Meeting attendance / Numb

Dorota Dobija Committee Chair

Stephen Creese Committee Member

Aneta Hryckiewicz-Gontarcz Committee Member since 11 April

Małgorzata Kołakowska Committee Member

Arkadiusz Krasowski Committee Member since 11 April

Monika Marcinkowska Committee Member

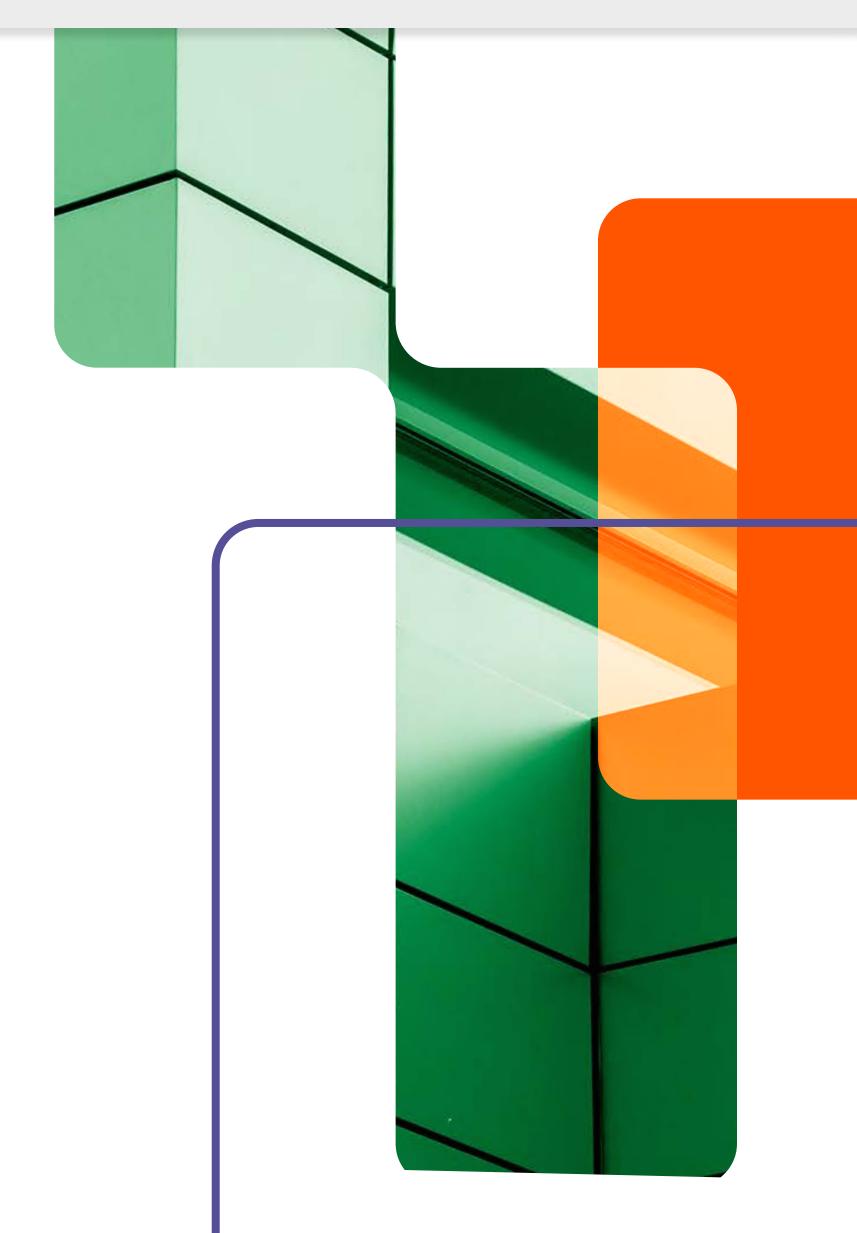
**Committee Members holdin** 

Katarzyna Zajdel-Kurowska Committee Member until 29 Febru

Aleksander Galos Committee Member until 11 April

Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy



per of meetings during the term of office		
	15/15	
	15/15	
<b>zyk</b> 2024	12/12	
	15/15	
2024	12/12	
	15/15	
ng functions in the reporting period		
I uary 2024	2/2	
2024	1/1	



# Agenda of the Risk Committee Meetings

As part of the risk monitoring process at the Bank, the Risk Report was a regular item on the Risk Committee agenda in 2024. The Report is structured into the reports from the credit risk, market risk, operational (non-financial) risk and model risk areas. Updates on CHF mortgage loans, and also various aspects of the ESG and climate risk were an essential element of the report discussed.

# In 2024, the Risk Committee also focused inter alia on the following areas:

- monitoring of adequacy and effectiveness of the risk management system at the Bank,
- development and submission to the Supervisory Board of recommendations on the following documents:
- » Risk Management Strategy for the years 2024–2026,
- » Capital Management Policy at ING Bank Śląski S.A.,
- » Policy of Disclosing Qualitative and Quantitative Information on Capital Adequacy and Variable Components of Remuneration of ING Bank Śląski S.A.,
- » ING Bank Śląski S.A. Operational Risk Management Policy,
- development and submission to the Supervisory Board of recommendations on High Level Risk Appetite Statement Limits for the retail and corporate credit risk areas and the Non-Financial Risk Appetite Statement,

- and legal standing of the Bank,
- for 2023,
- for Bank employees.

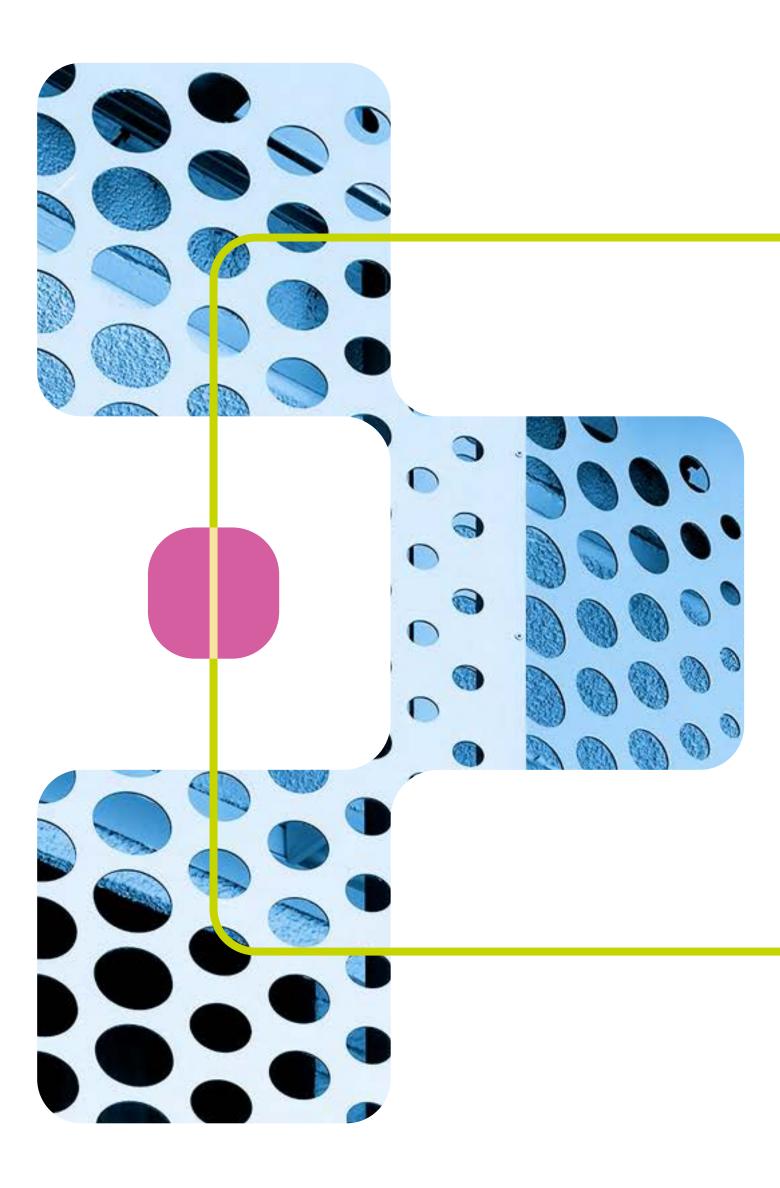
To fulfil the requirement arising from *Regulation (EU)* No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms amending Regulation (EU) No. 648/2012 as amended as well as from Recommendation M concerning operational risk management at banks and Recommendation Z concerning internal governance principles at banks, in 2024 the Risk Committee also focused on the process of development and quarterly disclosure by the Bank of interim qualitative and quantitative information on capital adequacy which is disclosed on a quarterly basis for the Bank Group.

 development and submission to the Supervisory Board of recommendations regarding the types of agreements made by the Bank that, in the Committee's view, should be classified as having a material impact on the financial

• analysis of the 2023 ING Bank Śląski S.A. ICAAP Report, and

• analysis of the ING Bank Śląski S.A. ILAAP Review Report

 analysis of the pay policy/practice assumptions in 2024 and 2025, including determination of the level of the adjusting multiplier applicable to the 2024 annual bonus





# Summary and acknowledgments

The Supervisory Board highly assess the performance of the Committees: the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee. The activities pursued by individual Committees over the year (regular and ad-hoc works), including in-depth analyses made by the Committees for the matters discussed as well as the recommendations and opinions submitted to the Supervisory Board are of added value. They certainly enabled the Supervisory Board to perform their statutory tasks competently and efficiently.

The Chair of the Supervisory Board would like to thank in particular the Supervisory Board Members for their engagement and availability during the year, and also for their unwavering readiness to review urgent matters by way of circulation between regular sessions.

The cooperation with the Bank Management Board was very good. The Bank Management Board provided the required information in a clear, reliable and exhaustive manner, ensuring information transparency at the same time. The Supervisory Board would like to thank the Bank Management Board for developing and delivering thereto the information, documents and reports in the manner ensuring efficient performance of tasks by the Supervisory Board and Board committees.

The Chair of the Board wishes to thank in particular the Bank Management Board for positive cooperation, flexible approach and constant quest for development opportunities as well as for their engagement in performance of their tasks and delivery of the adopted Strategy in 2024.

Expecting the Bank to continue the successful growth, the Supervisory Board would like to express deep appreciation for the actions taken by the Bank Management Board not only to ensure further development of the Bank, but also for the society and local communities. The Supervisory Board appreciate the responsible and proactive attitude and engagement of the entire Bank staff. Readiness to stand up to the new challenges, as proven by inter alia an immediate response of the Bank Management Board and of Bank staff to the circumstances which could not have been foreseen, like the flood which struck western and southern Poland at the beginning of Autumn, should be specially appreciated. The Supervisory Board also appreciate and would like to thank the employees of the two corporate Foundations; i.e. ING for Children Foundation and ING Polish Art Foundation.





# **Recommendations for the General Meeting**

Considering the Bank's results and the overall performance, the Supervisory Board request that the General Meeting acknowledge the fulfilment of duties by the Members of the Bank's bodies in 2024.

### Furthermore, the Supervisory Board recommend that the General Meeting:

- **1.** approve the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2024 and ended 31 December 2024,
- 2. approve the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement,
- **3.** approve the annual consolidated financial statements of the ING Bank Śląski S.A. Group for the period from 1 January 2024 to 31 December 2024,

- Board operations,
- of the Bank's remuneration policy, and

Assessment of application of Principles of Corporate Governance

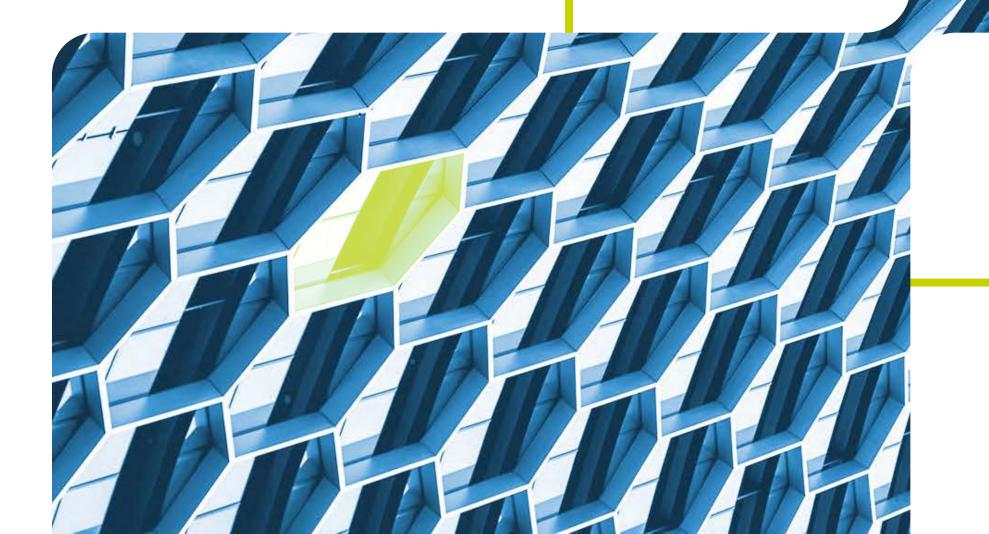
Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

4. acknowledge the 2024 report of the ING Bank Śląski S.A. Supervisory Board and assessment of the adequacy of internal regulations concerning the functioning of Supervisory Board and the effectiveness of Supervisory

**5.** endorse the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2024 and the assessment

6. pass a resolution on distribution of 2024 profit.













Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy







# Assessment of the annual financial statements of ING Bank Śląski S.A. for 2024

Pursuant to Article 382 §3.1) and §31.1) of the Commercial Companies and Partnerships Code of 15 September 2000 and having reviewed the annual 2024 financial statements of ING Bank Śląski S.A., and also the report of the independent statutory auditor from the audit of the separate financial statements for the financial year ended 31 December 2024, drawn up by Forvis Mazars Audyt Spółka z ograniczoną odpowiedzialnością, the ING Bank Śląski S.A. Supervisory Board:

**1.** state that the 2024 financial statements of ING Bank Śląski S.A. as presented by the Bank Management Board were developed correctly in all material aspects and present fairly and clearly the property and financial standing of the Company as at 31 December 2024 as well as the financial result and cash flows for the accounting period from 1 January to 31 December 2024, in line with relevant and applicable regulations on financial statements, and comply with the ledgers, documents and the state of affairs, and

statements of ING Bank Śląski S.A.

Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

2. having regard to the above, resolve to recommend that the General Meeting approve the 2024 annual financial









# **Assessment of:**

- the Annual Consolidated Financial Statements of the ING Bank Śląski S.A. Group for 2024, and
- the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement.

Pursuant to Article 382 §3.1) and §31.1) of the Commercial Companies and Partnerships Code of 15 September 2000 and in conjunction with Article 63c. of the Accounting Act of 29 September 1994, and having reviewed the 2024 annual consolidated financial statements of ING Bank Śląski S.A. Group and the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement, and also the report of the independent statutory auditor from the audit of the consolidated financial statements for the financial year ended 31 December 2024, drawn up by Forvis Mazars Audyt Spółka z ograniczoną odpowiedzialnością, the ING Bank Śląski S.A. Supervisory Board:

- the state of affairs,

**1.** state that the 2024 consolidated financial statements of ING Bank Śląski SA. Group were developed correctly in all material aspects and present fairly and clearly the property and financial standing of the Group as at 31 December 2024 as well as the financial result and cash flows for the accounting period from 1 January to 31 December 2024, in line with relevant and applicable regulations on financial statements and comply with the ledgers, documents and

2. state that the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement, provides for significant information about the property and financial standing of ING Bank Śląski S.A. and its Group as at 31 December 2024, including the assessment of performance, indication of risk factors and description of threats, and that it was developed in line with effective regulations on reports on operations and that it complies with the ledgers, documents and the state of affairs,

3. having regard to the above, resolve to recommend that the General Meeting approve the annual consolidated financial statements of ING Bank Śląski S.A. Group and the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement.







# Assessment of the Management Board motion regarding distribution of profit earned by the Bank in 2024 and undivided profit from previous years

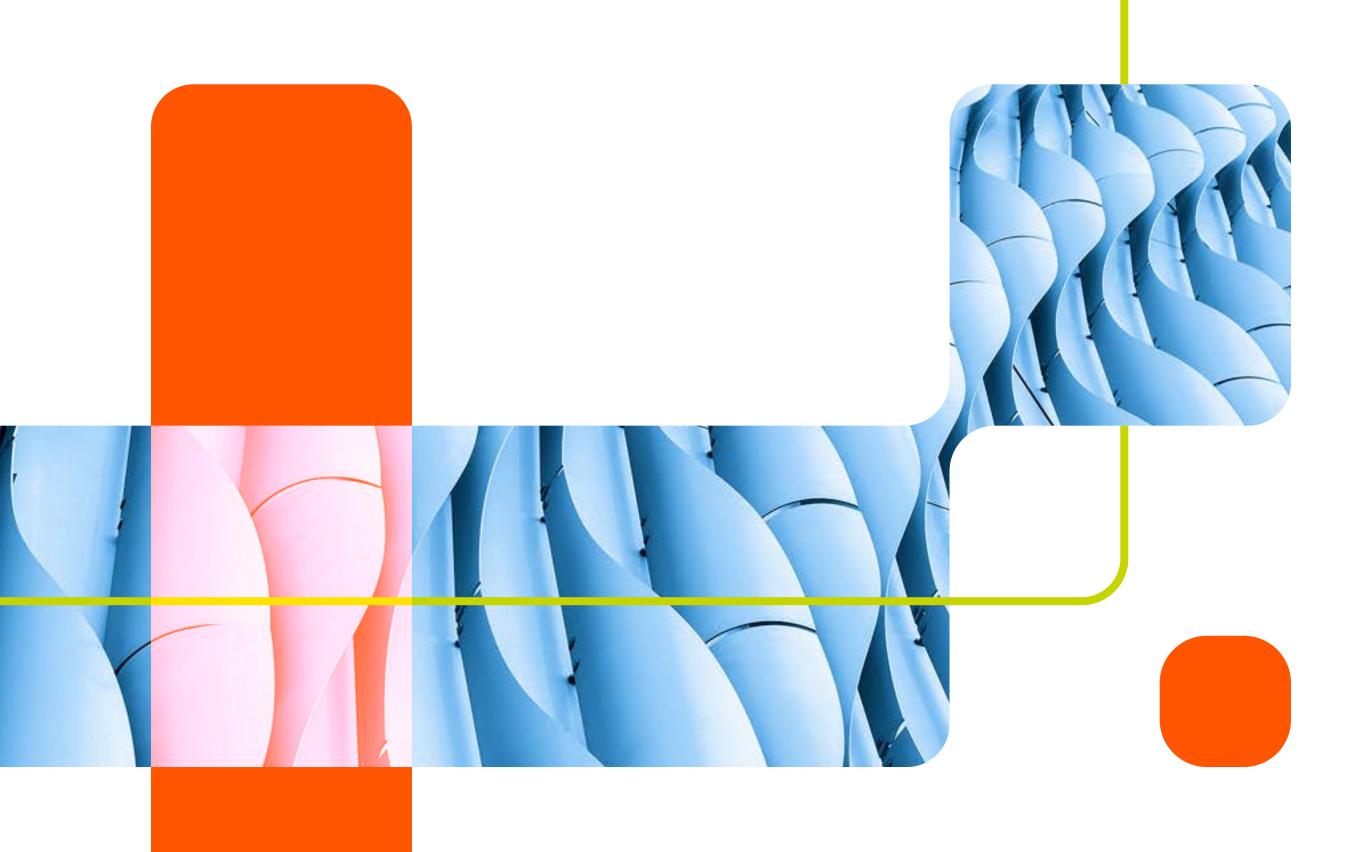
Pursuant to Article 382 §3.2) and §31.1) of the Commercial Companies and Partnerships Code of 15 September 2000 and having reviewed the Management Board motion regarding distribution of profit earned by the Bank in 2024 and undivided profit from previous years, the ING Bank Śląski S.A. Supervisory Board do not raise any objections thereto and resolve to recommend that the General Meeting pass a resolution as per the Management Board motion.



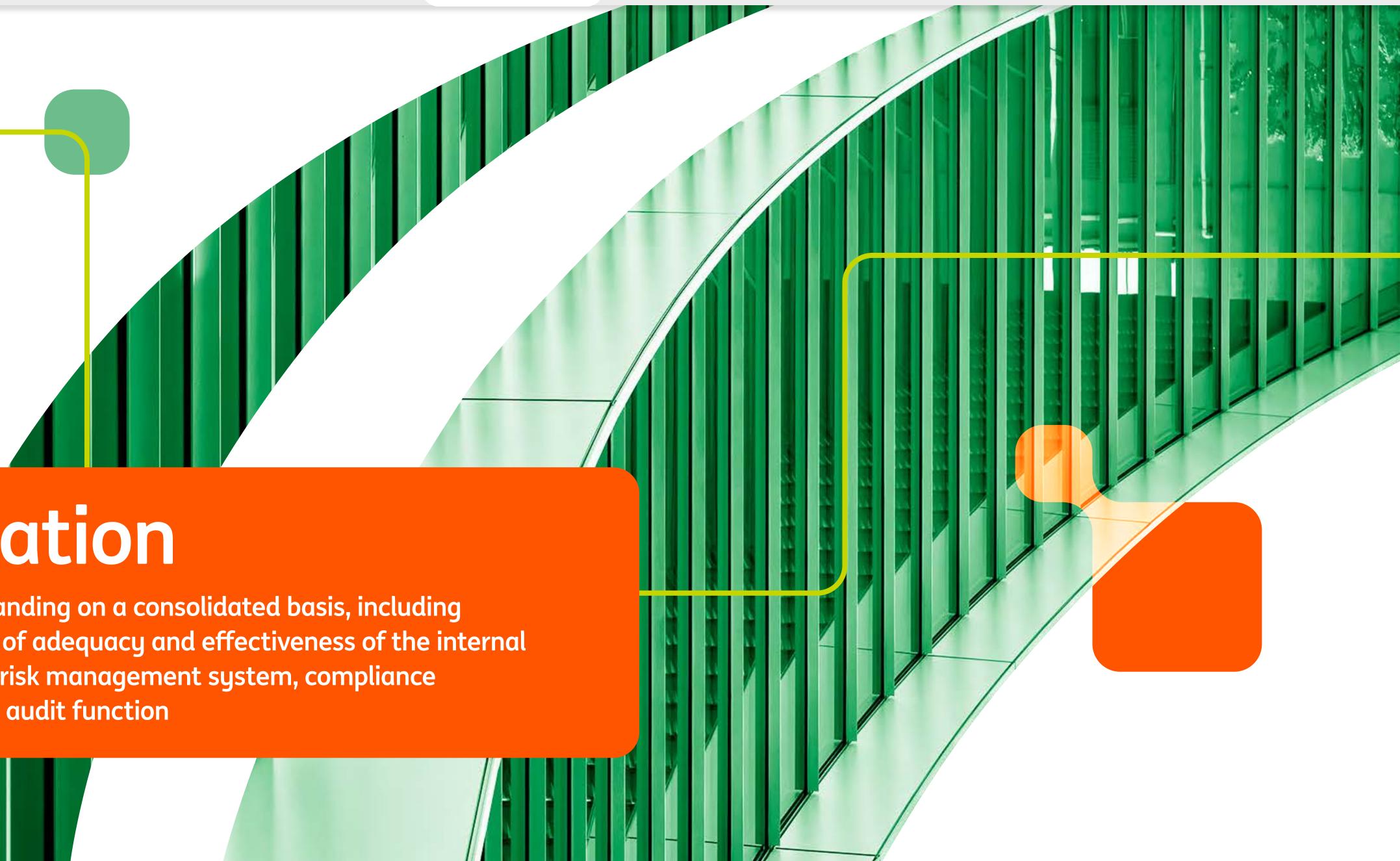
Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

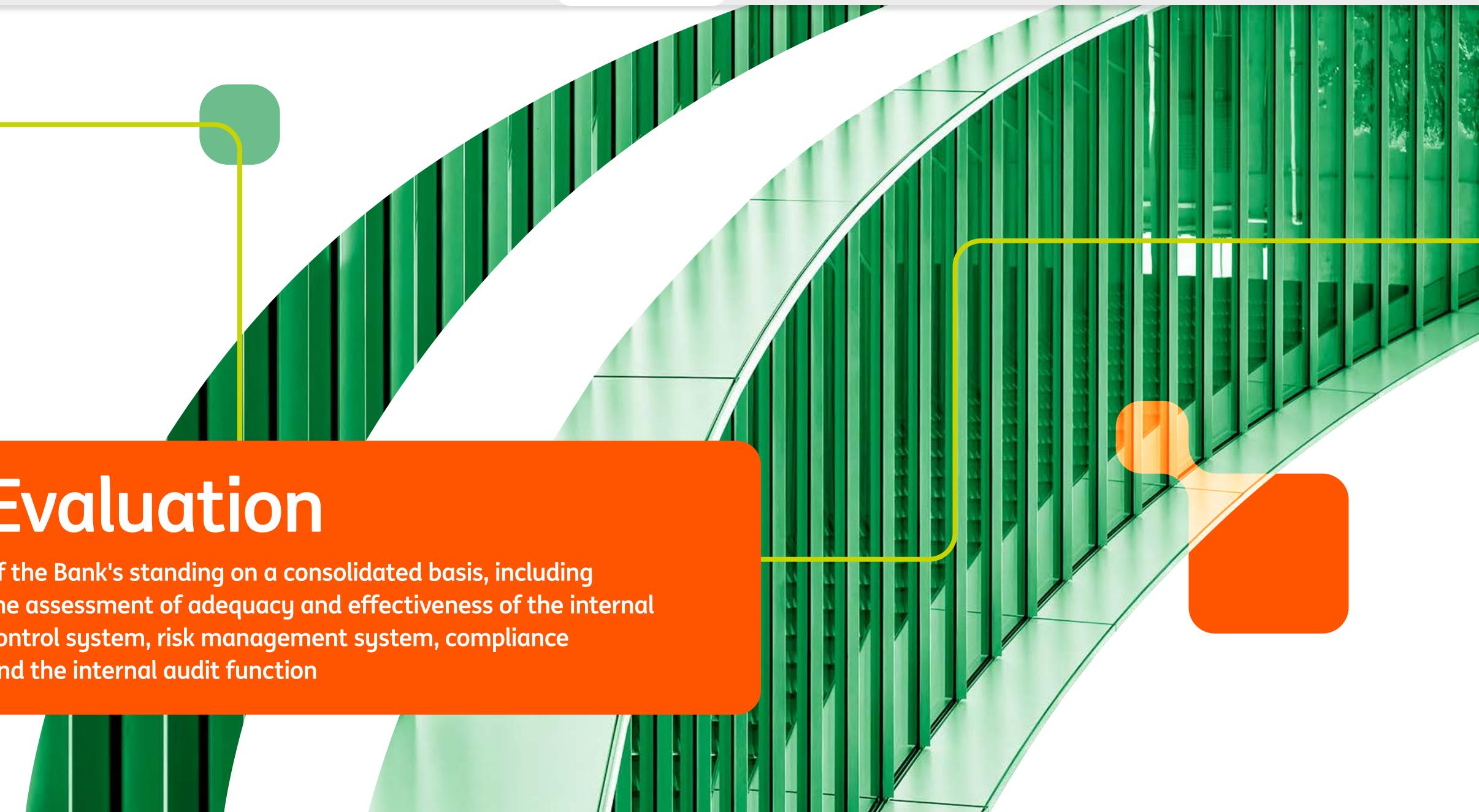






# Evaluation

of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function



Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy



Evaluation of the Bank's standing

Poland's economic growth accelerated to 2.9 per cent in 2024 from 0.1 per cent in 2023, mainly as a consequence of a rebound in household consumption, supported by falling inflation amid double-digit growth in nominal wages. This translated into a clearcut improvement in real household disposable income. At the same time, however, the savings rate was elevated in an environment of high interest rates, limiting expenditure growth despite the strong improvement in the rate of income. Household consumption increased by 3.1% in 2024. Investment activity, however, remained low, especially in businesses. In contrast, investment growth was in the public sector, including defence spending in particular. Total investment increased by 1.3% in 2024. Economic activity in the main Polish export markets was weak (recession in Germany for the second year in a row), which limited export dynamics. Domestic demand grew faster than foreign demand, resulting in a deterioration of the foreign trade balance. As a result, the negative contribution of net exports to GDP amounted to 1 p.p. In contrast, there was little support from the recovery of inventories (positive contribution of 0.5 p.p.).

The subsiding of the energy shock encouraged disinflation in the first half of last year. In March 2024, consumer price growth slowed to 2% y/y before starting to pick up again, largely due to administrative decisions. VAT on food was reintroduced in April and, from July, some of the protective measures (the so-called energy shield) were withdrawn. By the end of 2024, inflation had risen to 4.7% y/y. Core inflation excluding food and energy prices remained elevated, buoyed by robust growth in services prices amid still high wage growth. In December 2024, core inflation stood at 4% y/y. The National Bank of Poland kept interest rates at 5.75% in 2024.

In 2024, the performance of the banking sector was very good, with the sector's net profit increasing y/y by approximately 51% to PLN 42 billion. The banking sector's return on equity (ROE) also increased by nearly 4 p.p. y/y to approximately 16%. This was mainly due to high interest rates, which translated into higher interest earnings of banks (despite the negative impact of loan holidays), mitigating the still high risk costs of the FX mortgage portfolio and operating costs. Banks continued to offer attractive deposit interest rates, prompting customers to place funds on term deposits. On the other hand, high interest rates contributed to low demand for loans, particularly corporate ones - their sales were 1% lower y/y. Sales of mortgage loans recorded a 43% increase y/y. Consumer loan activity also improved, with sales increasing by 13% y/y.



In 2024, banks continued to work on enabling their customers - holders of FX mortgages - to enter into bank settlements, whether in line with the PFSC Chairman's proposal or based on their own mediation models. Nevertheless, 2024 was another year of making very high provisions for the legal risks attached to this loan portfolio. In light of the above-mentioned factors impacting the condition of the Polish economy and the banking sector, in 2024 ING Bank Śląski Group achieved a net profit of PLN 4 369 million, a 2% decrease compared with 2023. ING Bank Śląski Group's net profit was mainly driven by high interest income (+PLN 554m y/y, +7% y/y) and commission income (+PLN 130m y/y, +6% y/y) and a decrease in other income (-PLN 83m y/y, -24% y/y), with an increase in the bank's total costs (including bank tax) by PLN 354m y/y (+8%). Consequently, the bank's overheads including bank levy to income ratio increased by 1 p.p. to 41.7%. The bank's risk costs including legal risk costs of FX mortgage loans increased by PLN 422 million y/y (+69%), which was related to sustaining credit losses on several customers of the corporate segment. Legal risk costs alone decreased by PLN 14 million y/y. In line with the increase in the cost of risk, the cumulative cost of risk margin changed to 0.64% at the end of 2024 compared to 0.39% at the end of 2023, and the provision coverage ratio of Stage 3 and POCI loans and other receivables decreased y/y by 12 p.p. to 48.7%.



Evaluation of the Bank's standing

The Supervisory Board exercises oversight over the bank's operations by keeping watch over the bank's adherence to the relevant regulations in the area of accounting, finance and reporting of public companies. The powers of the Supervisory Board also include supervision of the individual risk management processes at ING Bank Śląski S.A. with the support of the Risk Committee and Audit Committee. Based on the recommendations of these Committees, the Supervisory Board accepts and approves, among other things, the risk management strategy for the Bank's activities, the main principles of the risk management policy, as well as the level of risk appetite. Further, the Supervisory Board monitors the utilisation of internal limits vis-à-vis the current strategy of the bank.

The Risk Committee supports the Supervisory Board in monitoring the risk management process, including (non-financial) operational risk, liquidity risk, credit risk and market risk. The Committee also supervises the risk management process as well as the assessment of internal capital, capital adequacy, and of the risk of capital-related models and other models. The Committee voices its opinion about the overall readiness of the bank to take the risk in the current and long term perspective. In addition, the Committee periodically approves the interim qualitative and quantitative information on capital adequacy disclosed by the bank to the Bank Group on a quarterly basis. The Chair of the Risk Committee - who is also an independent member of the Supervisory Board - holds regular meetings with people in charge of the various risk areas, as well as with the Director of the Internal Audit Department and the Centre of Expertise Lead III - Compliance. During the meetings, issues relevant to the bank's day-to-day operations are discussed.

Monitoring of the financial reporting process is among the tasks of the Audit Committee. In this context, the Audit Committee periodically analyses the bank financial statements and the results of their audit. Further, the Chair of the Audit Committee – who is an independent member of the Board at the same time - holds periodic meetings with the Vice-President of the Management Board in charge of the CFO Division duriing which the Chair is updated on the interim financial results of the bank prior to their publication. The Chair of the Audit Committee also holds periodic meetings with the Director of the Internal Audit Department on the specifics of the internal audit function and the Centre of Expertise Lead III - Compliance on issues concerning compliance risk management. The Audit Committee actively participates in the process of selecting an entity authorised to audit financial statements of the company and analyses the results of the auditor's work, ensuring its independence and effectiveness. In addition, the Audit Committee monitors the adequacy and effectiveness of the internal control and internal audit system and assesses the effectiveness of the measures used to mitigate risks, including compliance risks, and the quality of the management of these risks.

The Supervisory Board also has a Remuneration and Nomination Committee, which monitors, among other things, the situation on the labour market in terms of remuneration, employee turnover processes, Management Board succession plans, as well as the results of employee satisfaction surveys. The Committee regularly monitors the remuneration system in place at the Bank, including the salary and bonus policy. The Chair of the Remuneration and Nomination Committee - who is also an independent member of the Supervisory Board - holds periodic meetings with key HR people. In 2024, following the resignation of Ms Katarzyna Zajdel-Kurowska as a member of the Supervisory Board as of 29 February 2024, which affected the composition of the Risk Committee and the Audit Committee, the Committee carried out a process of individual assessment of the Chair of the Supervisory Board, i.e. Mr Aleksander Galos, in terms of serving on both Committees and a collective assessment of both Committees. As a result of the assessment, the Committee confirmed the individual competence of the current members of the Audit Committee and the Risk Committee, as well as the candidate for a member of the Audit Committee and the Risk Committee. In addition, it was confirmed that the individual committees fulfilled the adequacy criteria, including the criterion of independence of a sufficient number of members of each committee and the chair of the respective committee. For the Audit Committee, it was also confirmed that this Committee met the criterion of having a sufficient number of Committee members with accounting, auditing and banking knowledge and skills.



Evaluation of the Bank's standing

Due to the fact that the term of office of the Supervisory Board expired on 11 April 2024, i.e. on the date of the General Meeting approving the financial statements for 2023, and in connection with the resignation of Mr Aleksander Galos, Chair of the Supervisory Board, from applying to be elected to the Supervisory Board for the next term, the Committee conducted the process of evaluating the existing members of the Supervisory Board running for the next term of office, i.e. Ms Małgorzata Kołakowska, Mr Stephen Creese, Ms Dorota Dobija, Ms Monika Marcinkowska, Mr Hans De Munck and Mr Michał Szczurek. In addition, the Committee conducted a process of individual assessment of the candidates for the Supervisory Board, i.e. Ms Aneta Hryckiewicz-Gontarczyk, Mr Arkadiusz Krasowski and Mr Serge Offers. The relevant recommendations were forwarded to the General Meeting, which on 11 April 2024 adopted resolutions to change the number of members of the Supervisory Board from eight to nine members and, following the expiry of the Supervisory Board's term of office, to appoint the Supervisory Board for a new term of office consisting of: Mr Stephen Creese, Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk, Ms Małgorzata Kołakowska, Mr Arkadiusz Krasowski, Ms Monika Marcinkowska, Mr Hans De Munck, Mr Serge Offers and Mr Michał Szczurek.

At the first meeting of the new term, the Supervisory Board appointed Ms Monika Marcinkowska as Chair of the Supervisory Board, Ms Małgorzata Kołakowska as First Deputy Chair of the Supervisory Board and Mr Michał Szczurek as Deputy Chair of the Supervisory Board. At the same meeting, the Supervisory Board appointed the members of the Board Committees for the new term of office, namely: Audit Committee, Risk Committee and

Remuneration and Nomination Committee. In view of the above and the recommendation of the Supervisory Board to carry out an additional adequacy assessment for the newly appointed Chair of the Supervisory Board and the newly appointed Chairs of the Board Committees, as well as collective assessments of the Board Committees in their new compositions, the Committee - with the participation of an external company - carried out the relevant assessments, making appropriate recommendations to the Supervisory Board.

In 2024, the Supervisory Board's attention was also drawn to, among other things, the recruitment process for the position of President of the Bank Management Board. As the mandate of Mr Bruno Bartkiewicz expires in 2025, at the end of his current term as President of the Bank Management Board, i.e. on the date of the General Meeting approving the financial statements for 2024, at its meeting on 11 April 2024 the Supervisory Board also decided to initiate the recruitment process for the position of President of the Bank Management Board. After completion of the recruitment process, in which the members of the Remuneration and Nomination Committee were involved, based on the Committee's recommendation, on 3 September 2024 the Supervisory Board adopted a resolution to appoint Mr Michał Bolesławski to the position of President of the Bank Management Board as of the date of the General Meeting approving the financial statements for 2024, subject to obtaining the required approval from the Polish Financial Supervision Authority. On 20 December 2024, the Bank was informed that the Polish Financial Supervision Authority had given its consent to the appointment of Mr Michał Bolesławski as President of the Bank Management Board.

Assessment of expenditure on charitable and sponsorship initiatives

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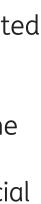
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In addition, on 29 November 2024, the Supervisory Board noted the resignation of Mr Sławomir Soszyński, Vice President of the Bank Management Board in charge of the CIO Division, from seeking election to the Bank Management Board for the next term of office, which will commence on the date of the General Meeting of ING Bank Śląski S.A. approving the financial statements for 2024.









The Supervisory Board assesses that the risk management system in ING Bank Śląski S.A Group is adequate and effective. It covers all material risks and the processes for their identification, measurement, management and reporting use risk-specific instruments and techniques. The main objectives of the risk management system have been achieved in 2024 and the independence of the organisational units for risk management is ensured, as well as adequate human resources necessary for the effective performance of tasks by these units. In 2024, ING Bank Śląski S.A. satisfied all the requirements of sound business operations and capital adequacy, and in particular the Bank:

- pursued prudent lending policy. The lending processes and procedures were compliant with the regulatory requirements and best practices on the market. In 2024, the bank took account of the economic situation in its lending policy and applied more restrictive procedures towards sectors characterised by increased risk. The bank's lending portfolio was diversified with a significant share of high-quality loans granted to business entities. Within the Bank Group, credit receivables in Stage 3 represented 3.9% of the total gross exposure (measured at amortised cost), which is significantly less than the average for the entire banking sector (4.7% as at the end of 2024);
- among other things;
- maintenance of an adequate liquidity buffer;
- meeting market standards in this respect;
- stood at 13.76%;

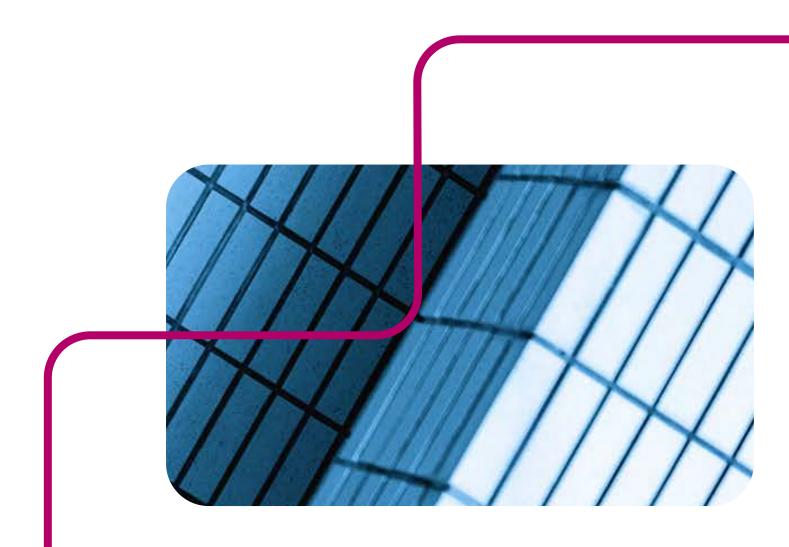
 had procedures and systems in the market risk management area (for interest rate or currency risk, among others) that meet the top market standards. Throughout 2024, individual market risk categories were managed actively so that their levels were within the limits effective at the bank. The balance sheet structure of the Bank was balanced from the currency perspective; its distinctive feature is the low share of FX receivables in the total mortgage receivables,

 maintained an adequate level of liquidity. In 2024, the regulatory limits were not exceeded and the bank's secure liquidity position is due to one of the largest stable household deposit bases among Polish banks; an important element of the bank's liquidity management is the

effectively managed operational risks, including model risks,

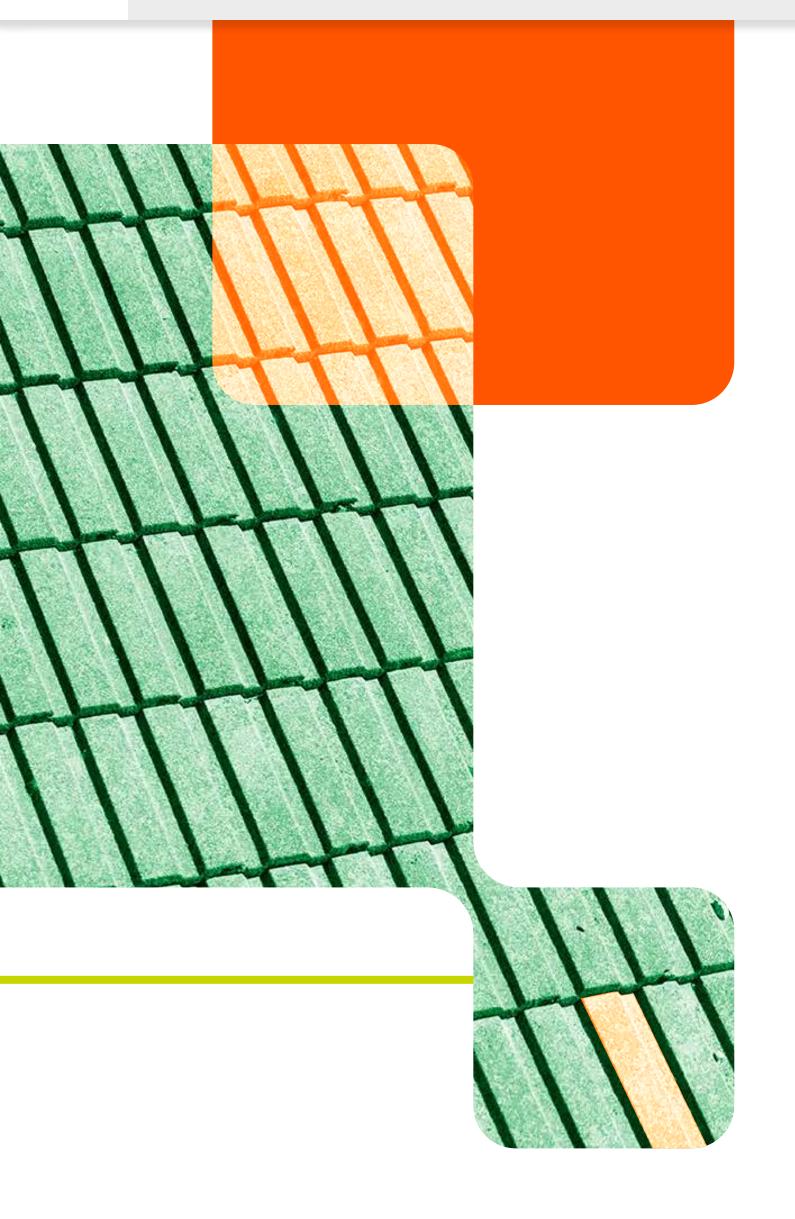
 had an adequate level of own funds meeting supervisory requirements. In December 2024, the total capital ratio of the ING Bank Śląski S.A. Group was 14.85%, while the Tier 1 ratio

had clearly defined duties and responsibilities within its organisational structure for the development and implementation of ESG risk management mechanisms and was developing and introducing new ESG risk management methods and tools. The Bank had mechanisms in place to mitigate ESG risks as part of the KYC process and was developing an ESG risk sensitive approach to RAS limits. The Bank also has mechanisms in place to manage ESG risk as part of its standard retail and corporate lending processes, and as part of its operational risk management, reputation risk included. The Bank has developed an approach to collect the data necessary to manage ESG risks and is steadily implementing it.









The internal control system in place at the Bank adequately and effectively ensures the achievement of the main objectives of the internal control system, which were achieved at a high or very high level in 2024. This system covers all business units of the Bank and all three lines of defence. The Bank has a formal reporting path for the scale and nature of the identified irregularities and the status of corrective actions and disciplinary measures taken. Corrective actions and disciplinary measures are implemented in a timely and effective manner. The independence of the Internal Audit Department and the Centre of Expertise - Compliance is ensured, as well as the adequate human resources necessary for these units to perform their tasks effectively.

Keeping in mind moderate economic growth and geopolitical and regulatory uncertainty, the Supervisory Board believes that the Bank's attention should continue to be focused on maintaining adequate capital levels and on measures to ensure accessibility and competitiveness in terms of products and customer service quality, such as:

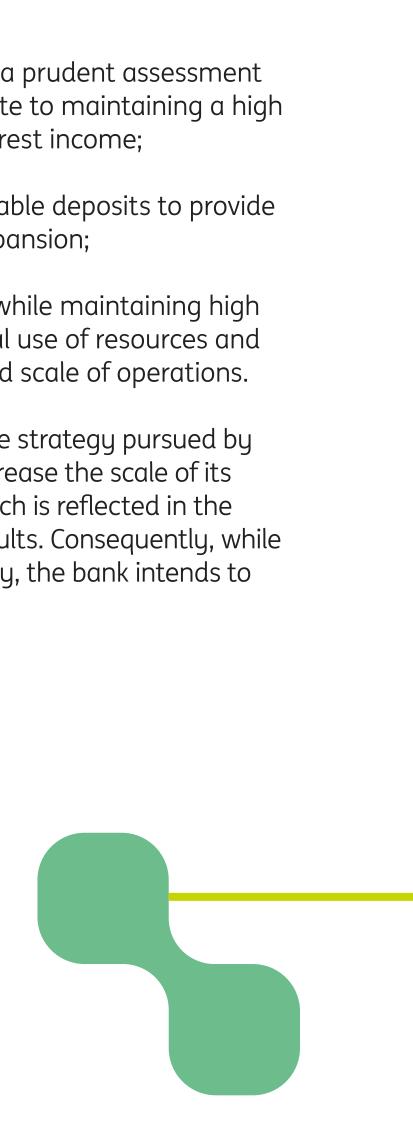
- regulatory requirements;

• adequate capital management in order to ensure safe lending growth as well as fulfilment of all present and future

 further development of the product offer, including sustainable products and electronic service channels;

- increase lending, while maintaining a prudent assessment of customer risk, which will contribute to maintaining a high quality portfolio and increasing interest income;
- maintaining an adequate level of stable deposits to provide the necessary liquidity for credit expansion;
- improvement of cost effectiveness while maintaining high quality of processes through optimal use of resources and benefits resulting from the increased scale of operations.

According to the Supervisory Board, the strategy pursued by the Bank over the last few years to increase the scale of its operations proved to be successful which is reflected in the achieved financial and commercial results. Consequently, while maintaining an adequate level of equity, the bank intends to continue it next year.







Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives



# **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 Warsaw Stock Exchange Rules and regulations on current and interim information provided by securities issuers

The 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 is performed pursuant to Principle 2.11.4. of the Best Practice for GPW Listed Companies 2021 (hereinafter the "Best Practice 2021") that was introduced by way of GPW Supervisory Board Resolution No. 13/1834/2021 of 29 March 2021 and came into force as of 1 July 2021.

The Best Practice 2021 was adopted by the ING Bank Śląski S.A. Management Board on 20 July 2021 and by the Supervisory Board on 22 July 2021 in the scope as defined in current report no. 1/2021 (EBI) published by the Bank on 30 July 2021, and also by the Extraordinary General Meeting of the Bank on 29 November 2021 insofar as it refers to the General Meeting and the shareholders. Since 29 November 2021, following the change in the composition of the Supervisory Board and its Committees, the Bank has been also fully applying Principle 2.9; with the development of the rules for reporting on the gender pay gap ratio, the Bank has been applying Principle 1.4.2 since 11 March 2022. The Bank published the updates

on the status of Best Practice 2021 application as part of the relevant EBI reports.

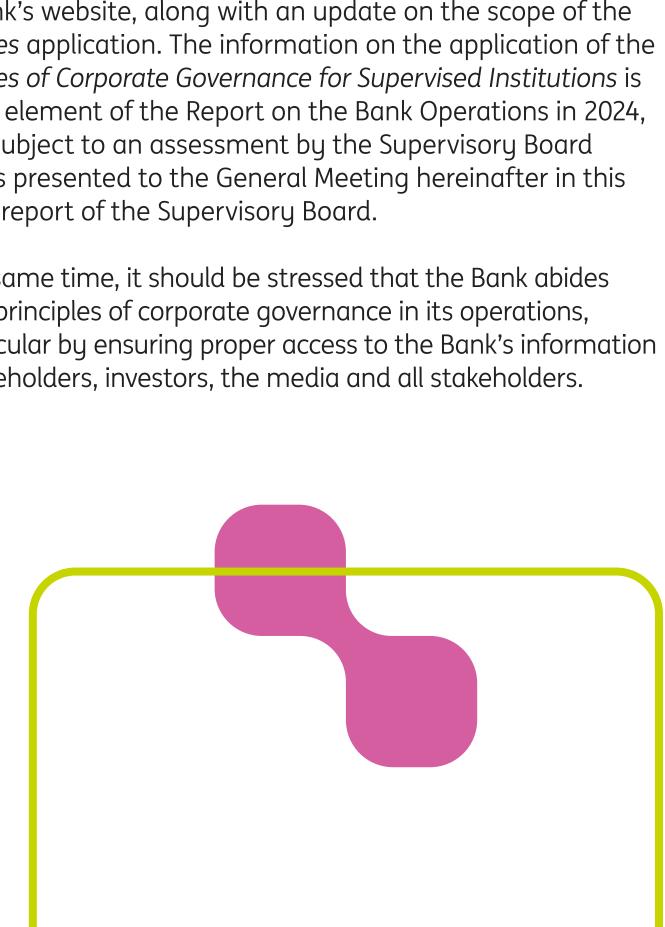
In January 2025, the Bank reviewed how the corporate governance principles arising from Best Practice 2021 were applied in 2024; it was concluded that they had been applied within the above scope.

As far as the principles of corporate governance arising from the Best Practice 2021 are concerned, and in addition to the current report of 30 July 2021 filed in accordance with the comply or explain principle, the Bank also makes representations, in the form and within the timeframes required by law, on the application of the principles adopted and on the scope of their applicability and relevant procedure. By analogy to previous years, a corresponding representation is an element of the Report on the Bank operations in 2024.

Irrespective of the principles arising from the Best Practice 2021, the Bank has applied the *Principles of Corporate* Governance for Supervised Institutions published by the Polish Financial Supervision Authority. On 30 December 2014, the Bank Management Board presented a Report on Observance of "Principles of Corporate Governance for Supervised

Institutions" at ING Bank Śląski S.A. The report is published on the Bank's website, along with an update on the scope of the *Principles* application. The information on the application of the Principles of Corporate Governance for Supervised Institutions is also an element of the Report on the Bank Operations in 2024, and is subject to an assessment by the Supervisory Board which is presented to the General Meeting hereinafter in this annual report of the Supervisory Board.

At the same time, it should be stressed that the Bank abides by the principles of corporate governance in its operations, in particular by ensuring proper access to the Bank's information to shareholders, investors, the media and all stakeholders.





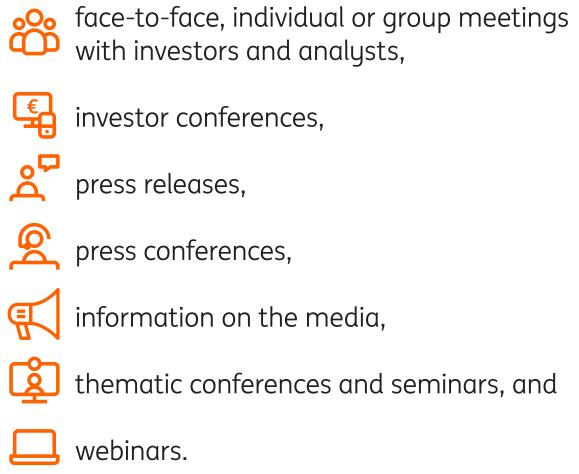
# The Bank uses the General Meetings to keep an open line of communication with shareholders by:

- **1.** responding and providing explanations to shareholders' inquiries during the General Meeting by the members of the Bank's governing bodies,
- 2. broadcasting the General Meeting session via the Internet, and
- 3. enabling the media representatives to attend the General Meeting's sessions.

Since 2020, the Bank has held the General Meetings by means of electronic communication, i.e. through transmission of the General Meeting debates in real time, two-way real time communication enabling the shareholders to make statements during the debates of the General Meeting as well as to exercise their voting right in person or by a proxy.

Furthermore, the Bank publishes the information required by the principles of corporate governance adopted by it on the website: <u>www.ing.pl</u>.

# The Bank also uses the following channels to communicate with the stakeholders:



Thanks to being digitally advanced, the Bank could communicate with stakeholders in a smooth and safe manner. In 2024, ING Bank Śląski S.A. communicated with stakeholders via remote tools, enabling them to participate in all major events and undertakings.

As part of the assessment, the Supervisory Board have concluded that the documents and information regarding the application of the corporate governance principles which are published by the Bank and posted, among other things, on a separate section of the website, are true, correct and consistent. Furthermore, the Supervisory Board have evaluated the explanations published by the company in regard to the application of the corporate governance principles, and confirmed that the comments regarding the scope of the principles application are exhaustive, and that they contain sufficient subject-related information concerning the application of the corporate governance principles.

Consequently, the Supervisory Board have assessed that the Bank has applied the corporate governance principles, and has properly fulfilled its disclosure duties as to their application, as laid down in the Exchange Rules and the regulations on current and interim disclosures made by securities issuers.





# Assessment of application by ING Bank Śląski S.A. of Principles of Corporate Governance for Supervised Institutions in 2024

By Resolution No. 218/2014 of 22 July 2014 (PFSA Official Journal No. 17), the Polish Financial Supervision Authority adopted the Principles of Corporate Governance for Supervised Institutions (hereinafter referred to as: the CG Principles).

The CG Principles were adopted by ING Bank Śląski S.A. (the "Bank") in the scope as laid down in the Management Board Report of 30 December 2014, published on the Bank's website at: https://en.ing.pl/company-profile/corporate-governance.

Beforehand, on 28 November 2014, the draft Management Board Report received positive advice of the Supervisory Board who also on the same day accepted the CG Principles applicable to the Supervisory Board operation and its Members.

Following the amendments to the Bank Charter made by way of Resolution No. 26 of the Ordinary General Meeting of the Bank of 31 March 2015, the Bank has applied all the rules set out in the CG Principles. Since 2020, the Bank has held the General Meetings by means of electronic communication, i.e. through transmission of the General Meeting debates in real time,

two-way real time communication enabling the shareholders to make statements during the debates of the General Meeting as well as to exercise their voting right in person or by a proxy. Therefore, since that time the Bank has also fully applied the principle arising from § 8.4 of the CG Principles.

Concurrently, with Resolution No. 25 of 31 March 2015, the Ordinary General Meeting of the Bank accepted the Bank Management Board Report of 30 December 2014 and declared readiness to apply the CG Principles in the part regarding shareholders and relations of the Bank as a supervised institution with its shareholders, on the terms and conditions set out in that Resolution. The Resolution is available on the Bank's website at: <u>https://en.ing.pl/</u>.

The Supervisory Board have assessed that the actions taken resulted in adherence to the CG Principles being assured both in terms of compliance of in-house regulations therewith and their application by the Bank in the daily routine. Further, at the beginning of 2025, the Bank verified compliance with the CG Principles. During the verification exercise, validity of application of CG Principles as far as adopted by the Bank was confirmed with no instances of breach thereof in 2024 found.

The Bank governing bodies apply the CG Principles, particularly those referring to their affairs and mutual relations. The CG Principles are also followed by Bank employees and are mirrored in the day-to-day business of the Bank. The foregoing applies to the CG Principles concerning internal relations, the Bank's organisation and key systems and functions, and also the CG Principles relating to external relations with shareholders, Bank clients and other entities concerned.

Hence, the Supervisory Board have assessed that in 2024 the Bank was applying the Principles of Corporate Governance for Supervised Institutions in a proper manner.







Evaluation of standing



# Assessment

of the rationality of ING Bank Śląski S.A.'s expenditure in connection with the policy concerning charitable and social initiatives in 2024

the Bank's
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Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives



# **Charity and community activities**

On the basis of information received from the Bank's Management Board, the Supervisory Board conclude that ING Bank Śląski S.A.'s charitable- and social activities in 2024 focused on:

- 1. humanitarian aid flood in Poland,
- continuing assistance to Ukraine, 2.
- climate education, financial education, entrepreneurship 3. development, modern technology, and sustainable development,
- support and education of children and young people, and 4.
- promotion of and education in Polish modern art. 5.

The Bank carried out those activities on its own, in cooperation with community partners and with the support of two corporate foundations – the ING for Children Foundation and the ING Polish Arts Foundation. The activities were implemented as part of ING Bank Śląski S.A.'s ESG Strategy.

In 2024, due to the flood that affected the Lower Silesian, Opole, Lubuskie and Silesian Provinces and the need to quickly help those affected, ING Bank Śląski S.A. took immediate action to help by announcing a collection and donating PLN 1 million for this purpose.







# **Assistance to flood victims**

In a collection to help those affected by the flood, launched by ING Bank Śląski S.A. together with the ING for Children Foundation, more than PLN 5.6 million was collected, of which PLN 1 million was donated by the bank and PLN 200,000 by ING Hubs Poland. The money was earmarked for humanitarian aid organised by the Polish Red Cross. It went to those affected, especially children and their families. The funds, helped to provide safe shelters, food and care to people living in the devastated areas. In addition, ING Bank Śląski made a donation to the Association for the Promotion of Physical Culture "Kompas" to organise a "green school" trip for children from the flood areas.

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy





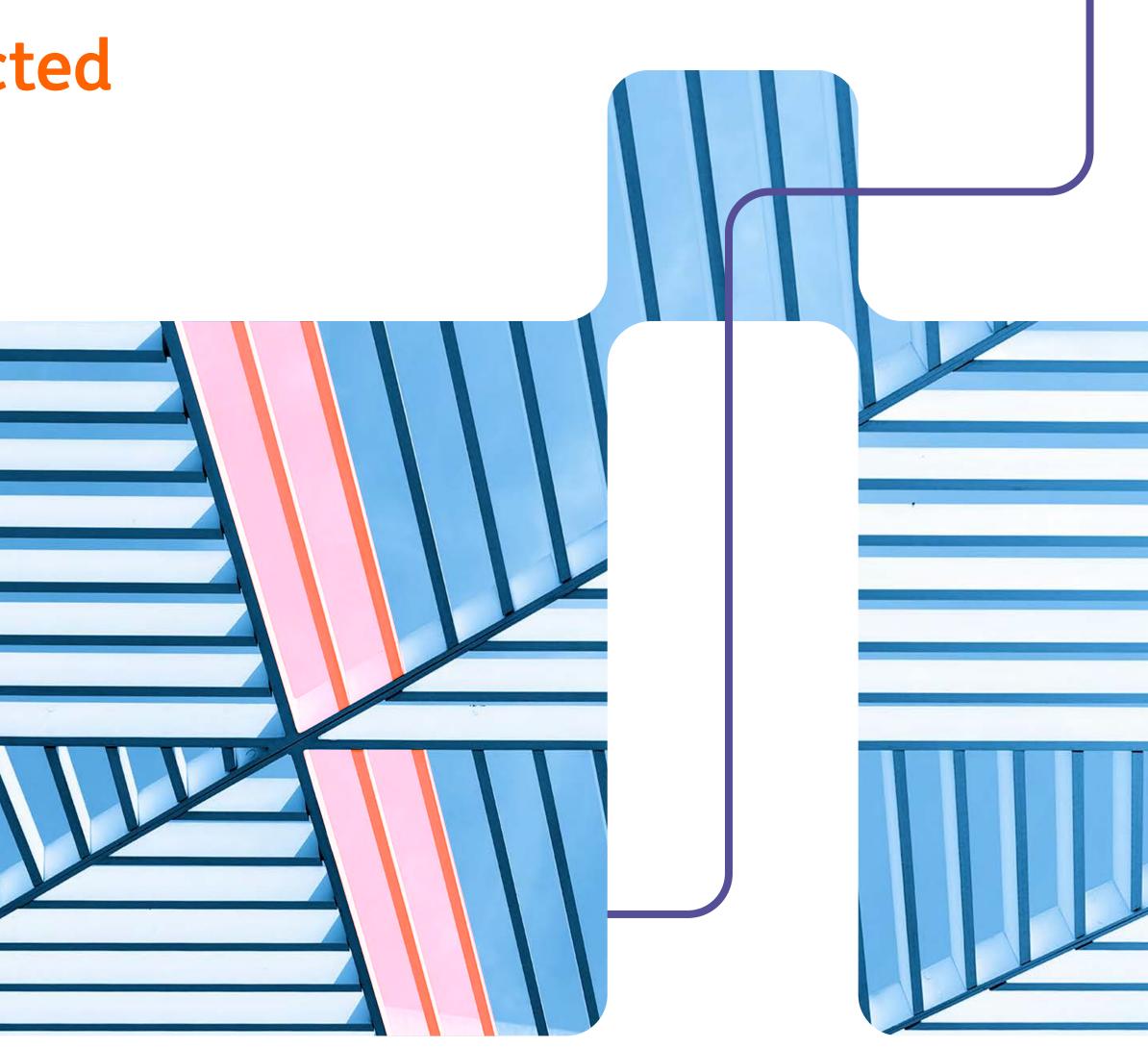


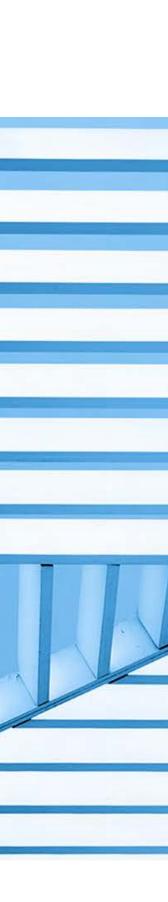
# **Continuing to support those affected** by the war in Ukraine

ING Bank Śląski S.A. continued its various activities for those affected by the war in Ukraine. The Bank supported employees of Ukrainian origin with medical care and housing, and provided special benefits for employees supporting people from Ukraine at Easter and for children at St Nicholas' Day. Following the attack on the Okhmatyd Children's Hospital in Kyiv, ING Bank Śląski made a donation of PLN 50,000 to UNICEF Poland to help children and their families, particularly those affected by the shelling. ING Bank Śląski, together with the ING for Children Foundation, immediately after the rocket attack on the Children's Hospital in Kyiv launched an internal collection among the employees; the collected amount of PLN 22,121.40 was donated to UNICEF Poland.



Assessment of expenditure on charitable and sponsorship initiatives







# Working with partners

for climate education, financial education, entrepreneurial development, modern technology, and sustainable development

# Exempt from Theory – social projects olympics

In 2024, ING Bank Śląski S.A. continued, together with the ING for Children Foundation, the implementation of the ING Challenge - A Step Ahead. Once again, as part of the largest social projects Olympics in Poland, secondary school students organised their own social, cultural, technological or environmental projects that responded to real needs.

The 72 youth teams benefited from the support of 70 expert mentors from the bank and foundation in the implementation of their projects. The mentors, employees from different areas of the bank, shared their knowledge and experience with the young people and supported the participants in their community projects throughout the programme. A total of 466 participants completed A Step Ahead challenge. The most important Golden Wolf award for the implementation of the best social projects in Poland, was won by as many as 19 projects.

The bank additionally engaged in a new programme aimed at building awareness and knowledge about the use of AI tools – You A(nd)I. Selected participants in the social projects olympics, who implemented their ideas based on AI tools, took part in a webinar and classroom workshops led by bank experts.

# Ocalimy Świat, or We Save the World – an educational programme for primary school pupils

Save the World is an educational programme addressed to pupils at all levels of primary school, which combines broadening the ecological knowledge of children and young people with improving their digital competence. The programme is part of ING Bank Śląski's work on climate education for children in primary schools. The We Save the World Programme is organised by the "ABCXXI – Cała Polska Czyta Dzieciom" Foundation, with the WWF Polska Foundation as the content partner. ING Bank Śląski is a Strategic Partner. The Ministry of Climate and Environment and the National Library of Poland assumed Honorary Patronage of the Programme. Nearly 17,000 students, both boys and girls, from 219 institutions in 172 towns and cities across the country were enrolled in the second edition of the programme, which ended in June 2024. The finale of the programme was for the students to carry out their own environmental projects for the benefit of the local community and to submit presentations of their implementation to the organiser for a competition.

The inauguration of the third edition of the We Save the World Programme took place in October 2024. During the inauguration, ING Bank Śląski and WWF Poland's project for the protection of environmentally valuable areas - the Rakutowskie Mudflats - was presented.

# Warsaw Institute of Banking – Bakcyl Programme and Security in Cyberspace (BwC) and #EduSmart#Growth

As part of the industry's financial education programme Bakcyl and the Cybersecurity programme for primary and secondary school students, lessons on finance and cyber-security were taught by volunteers – employees of participating banks. Additionally, as part of the Year of Economic Education, the bank's AI experts led a nationwide lesson on artificial intelligence, which attracted 6,900 participants - students and teachers from secondary schools across Poland. The bank's cyber security experts were involved in the substantive support of a nationwide knowledge competition in this area for secondary schools and universities.

In 2024, a new programme was additionally implemented in response to need for sustainability education in secondary schools - #EduSmartGrowth. The programmes involved staff members throughout the school year - experts in banking, AI, cyber-security, ESG - who took part in podcasts for universities, lessons on AI or finance for secondary schools.



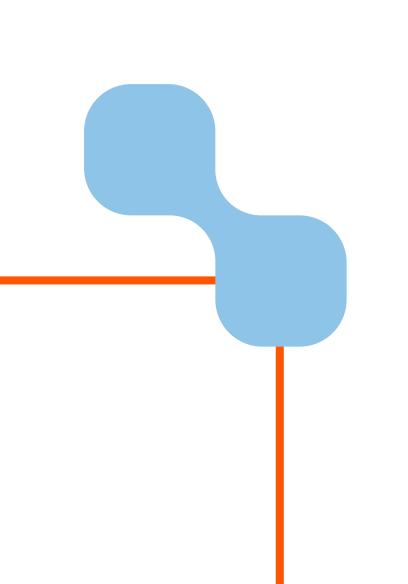


# **Lesław Paga Foundation**

In 2024, ING Bank Śląski was a partner of the 19th edition of the Capital Market Leaders Academy. It is an educational leadership programme for talented university students and graduates up to the age of 27 who want to develop professionally in the area of capital market, M&A, strategy and strategic projects, corporate governance, analysis and controlling, as well as process optimisation.

Programme participants took part in an intensive two-week Summer School during which they attended workshops on leadership, managerial and hard skills led by experienced managers and market practitioners. Experts from ING conducted a workshop on the functioning of banks in an inflationary environment and links to the capital market.





# ING N.V. Group's global grant fund - ING Community **Investment Global Fund**

The ING N.V. Group's grant fund is dedicated to projects and programmes in individual countries for Community Investments – in the areas of financial health, supporting labour market resilient professional skills and supporting entrepreneurship. The projects, prepared by local NGOs in each country, are evaluated by a grant fund jury of international ING experts. Grants for projects are provided through ING Bank Śląski S.A. on the basis of the ING Bank Śląski S.A.'s Donations Policy. In 2024, ING Bank Śląski provided community partners with funds for the implementation of five projects, almost PLN 1 million 8 thousand from the Community Investment Fund:

- Already Job Ready Exempt from Theory,
- You A(nd)I,
- ABC of Economics Czepczynski Family Foundation,
- WWF Poland Foundation,
- National Foundation for Environmental Protection.



# **ING Bank Śląski S.A. Donations Policy**

The Bank has ING Bank Śląski S.A. Donations Policy which applies to all charitable financial donations. The Donations Committee is involved in the donation process. In contrast, the Procedure for the Resale/Donation/Deprocessing of Assets of ING Bank Śląski S.A. regulates the area of donations in kind. Those regulations ensure a process-oriented approach to donations and the effective use of donations in charitable and social activities.

The Donations Policy defines the roles of the Donations Committee, the owner of the process, i.e. the Management Board Bureau, the due diligence requirements and the decision-making process. In 2024, ING Bank Śląski S.A. made charitable donations from its own funds totalling approximately PLN 4 million 72 thousand.

## The bank also made donations to the activities of the two corporate foundations:

- **1.** for the ING for Children Foundation in the amount of PLN 3 million 565 thousand,
- 2. for the ING Polish Art Foundation in the amount of PLN 1 million 93 thousand.

# **Objectives that the bank supported through donations,** in selected areas of community investment in 2024:

- **3.** assistance to children and their families affected by the flood – PLN 1,052,000,
- 4. support and assistance to Ukraine PLN 97,000,
- 5. science, education and upbringing especially in the area of financial and climate education - PLN 1,031,630,
- 6. health protection and prevention PLN 268,000,
- 7. environmental protection, combating climate change -PLN 2.25 million (including a donation of PLN 2 million to the WWF Poland Foundation and a donation of PLN 250,000 to UNEP/GRID-Warsaw for the Upper Biebrza Wetland Ecosystems project).

donations to corporate foundations).

Assessment of application of Principles of Corporate Governance

In total, ING Bank Śląski S.A. donated PLN 10,194,466 to social and charitable activities (amount of charitable donations and

Among the activities supporting science, schooling, education and upbringing – particularly in the area of financial- and climate education - were donations to: Zwolnieni z Teorii [Exempt from Theory] Foundation, Czepczynski Family Foundation.

In the area of healthcare, donations were received by foundations that have carried out activities for the improvement of health for many years, such as the Professor Zbigniew Religa Foundation of Cardiac Surgery Development in Zabrze and the Polish Foundation of Gastroenterology.

In 2024, the Bank also made in-kind donations of decommissioned IT equipment and office furniture, mostly

to schools, kindergartens, welfare institutions and charity organisations. The value of IT equipment and furniture donated to foundations, associations and care facilities amounted to PLN 127,5 thousand. The implementation of the social mission is carried out with the support of two corporate foundations. Descriptions of the activities of the ING for Children Foundation and the ING Polish Art Foundation are attached to this Assessment.







# Sponsorship and partnership activities

# In 2024, continuing its sponsorship strategy, ING Bank Śląski S.A. engaged in activities:

- targeting young people by supporting them to be resourceful and entrepreneurial in their finances and personal lives; and in their personal lives;
- related to ESG and sustainability these activities are firmly embedded in our bank's business strategy as one of its priorities. The bank sees them as a field for building a long-term competitive advantage - both its own and that of its customers.
- aimed **at Entrepreneurs**, owners and executives of medium and big companies. The Bank inspires, supports and promotes innovative approaches to doing business.

## Within the framework of its cooperation with social organisations (partners), the Bank actively engaged in activities for:

The cooperation also covered aspects such as cyber security, building the competences of the future and promoting diversity and equal opportunities. It also served to exchange expertise and experience and to design solutions for the bank's internal and external stakeholders.

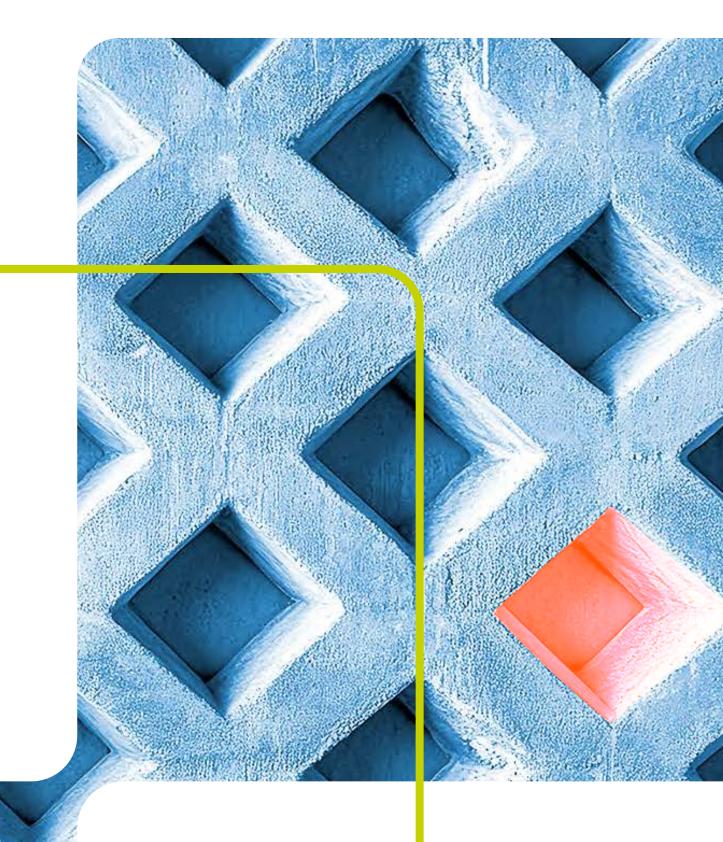
The area of sponsorship is regulated by the ING Bank Śląski S.A. Sponsorship Policy, while the area of partnerships is regulated by the Policy for entering into partnership agreements with social organisations in ING Bank Śląski S.A. Both policies clearly define, among other things, the principles of offer selection, verification and cooperation with bidders and partners.

- financial education,
- climate education,
- business development,
- sustainable development.

ING Bank Śląski S.

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy



In 2024, the Bank engaged in a total of 48 sponsorship and partnership initiatives, including conferences, congresses and round tables engaging in dialogue on difficult but socially important aspects. It spent just over PLN 6 million on all sponsorships and partnerships.

# Among the highlights of the Bank's involvement in 2024 were such initiatives as:

# **European Economic Congress and EEC Trends**

ING Bank Śląski S.A., as the Bank for Entrepreneurs, has supported the European Economic Congress in Katowice and EEC Trends, the conference that constitutes the programme prologue of the European Economic Congress, for many years. This time in the role of EEC Trends Partner and Main Sponsor and the ECG Online Broadcast Main Sponsor.

The EEC Trends conference took place on 8 February 2024 in Warsaw, during which the most important phenomena in the economy were discussed, namely the effects of the complicated geopolitical situation, with the war in Europe and the energy crisis on top, the transformation of the energy sector and the processes of adapting the economy to climate challenges, as well as phenomena related to the economic slowdown and the conditions and effects of digitalisation.

The 16th edition of the European Economic Congress was held on 7-9 May 2024 at the International Congress Centre in Katowice. An important backdrop for this edition of the congress was the 20th anniversary of Poland's accession to the European Union, and the guiding principle, directing the debates, was transformation for the future. ING experts, among politicians and decision-makers, as well as numerous investors and representatives of the largest businesses who came to Silesia, discussed, among other things, the impact of technology and the regulatory environment on modern banking in Poland, digitisation, climate policy and sustainable economy.

# During the event, Bank experts took part in a number of panel discussions:

- Andrew Bester, Head of Wholesale Banking, ING Group: Europe - transforming for the future,
- Brunon Bartkiewicz, President of the Management Board of ING Bank Śląski S.A.: The banking sector and the economy, Big business, the next 20 years in the European Union,
- Michał H. Mrożek, Vice-President of the Management Board of ING Bank Śląski S.A.: Climate policy and sustainable economy, Investment in Poland through the eyes of business. Regress and hopes,
- Ewa Łuniewska, Vice-President of the Management Board of ING Bank Śląski S.A.: Digitisation in practice,
- Rafał Benecki, Head of the Macroeconomic Research Bureau at ING Bank Śląski S.A.: Euro - lessons learned,

- Robert Dąbrowski, Head of the Energy Department at ING Bank Śląski S.A.: Investment in energy, time to accelerate,
- Adam Sar, President of the Management Board of ING Lease (Poland): Lease, climate, economy,
- Marcin Kościński, Managing Director of Business Banking at ING Bank Śląski S.A.: Finance of the future,
- Anna Glanowska-Szpor, Managing Director of the Construction Sector at ING Bank Śląski S.A.: Construction, a challenging time,
- Kamila Bondar, President of the Management Board of the ING Polish Art Foundation: Art and the market.

# In addition, an economic report on investments created by the Bank in cooperation with PTWP was presented at the European Economic Congress by:

- Michał H. Mrożek, Vice-President of the Management Board of ING Bank Śląski S.A.,
- Rafał Benecki, Head of the Macroeconomic Research Bureau at ING Bank Śląski S.A.,
- Leszek Kąsek, Senior Economist, Macroeconomic Research Bureau at ING Bank Śląski S.A.





# **European Financial Congress**

In 2024, ING Bank Śląski S.A. was one of the sponsors of the European Financial Congress (EFC) in Sopot. During the congress, the topics discussed included the stability of the European and Polish financial system, measures to increase Poland's economic credibility, stimulating the growth of long-term savings and investments, and financing the sustainable development of the real estate market.

Challenges related to the financing of large investment projects (energy transition, including nuclear power, arms expenditure, participation of Polish companies in the reconstruction of Ukraine) were also discussed. A lot of attention was paid to the topics of cyber security, secure circulation of data and further digitisation of the commercial and public sphere, including issues related to AI. The EFC resulted in recommendations for Poland's financial stability and economic development. The representatives of the Management Board and experts from ING Bank Śląski S.A. participated in the Congress discussions.

### **Open Eyes Economy Summit** $\langle 0 \rangle$

On 19-20 November 2024, the 9th edition of the congress took place in Krakow. ING Bank Śląski S.A., as a partner since the first edition of the Open Eyes Economy Summit, supports this unique event that brings together business, science and culture, promoting the ideas of sustainability and corporate social responsibility.

This year, the Bank's activities were extremely diverse. We prepared a zone inspired by ING City in Roblox, where the youngest could learn the principles of cyber security and develop their interests through creative workshops. For adults, we created a conversation space where participants could exchange ideas and inspirations over aromatic coffee. In addition, everyone could take part in a unique activity - the joint creation of a 3D map of Europe, highlighting the Sustainability Goals and values that define the future of our continent.

# Speakers at the event included:

- Brunon Bartkiewicz, President of the Management Board of ING Bank Śląski S.A.: Report "Poland's Economic Credibility Index 2024",
- Joanna Erdman, Vice-President of the Management Board of ING Bank Śląski S.A.: New technologies for green transformation,
- Michał H. Mrożek, Vice-President of the Management Board of ING Bank Śląski S.A.: Green Business: transformation and growth strategies for companies,
- Joanna Dymna-Oszek, President of the ING for Children Foundation - Environmental Education,
- Marcin Sobczak, Vice-President of the Management Board of ING Lease: Modern economy: industry, innovation, digital change,
- Przemysław Lewicki, President of the Management Board of SAIO: Local government on the web, i.e. e-communication and digitalisation of public services,
- Małgorzata Jarczyk-Zuber, Chief ESG Innovations Officer, ING Bank Śląski S.A.: Digital solutions in cities for climate improvement and corporate social responsibility.



Evaluation of the Bank's standing



# **Forbes Diamonds**

In 2024, ING Bank Śląski S.A. became a Strategic Partner of the "Forbes Diamonds" ranking for the third time. This is an annual ranking in which the editors of Forbes Poland award the most dynamically developing companies in Poland. Last year's Diamond list included a record 16,385 companies.

The list included the companies that increased their value most rapidly in the last three years. The companies taken into account were those which submitted their financial statements to the National Court Register (KRS) or directly sent them to Dun & Bradstreet Poland. Companies in bankruptcy or liquidation were eliminated. Forbes Diamonds were awarded to those with a positive financial result and a cooperation risk factor higher than 4, assessed according to the Dun & Bradstreet Poland rating.

Awarded companies are divided into three categories according to sales revenue: small companies with sales revenue from PLN 5 to 50 million, medium-sized companies with sales revenue from 50 to 250 million, large companies with sales revenue above PLN 250 million. Small companies constitute the largest group, with 10,904 companies on the list. These are companies with high growth dynamics, sometimes even exceeding 1000%. This year, the list includes 4,023 medium-sized companies, including both companies with foreign capital and thriving family-owned companies. A large group of 1,458 companies is made up of the largest enterprises, whose revenues in 2024 exceeded PLN 250 million. prominent scientists. In addition, thematic zones have been

In total, in 2024, the revenues of the largest companies amounted to almost PLN 1.6 trillion and the total profits generated exceeded PLN 95 billion.

This sponsorship project is multidimensional. Each year, the winners - the leaders of the ranking - meet at festive regional galas, which are an opportunity not only to celebrate success and build business relations, but also to have an expert debate on the condition of Polish business. All participants honoured in the ranking receive diplomas and the leaders in the regions receive statuettes - Diamonds of Forbes Polska magazine. Last year's edition saw 12 regional galas, attended by more than 2.5 thousand people.

# **Silesian Science Festival**

ING Bank Śląski S.A. once again became a partner of the 8th Silesian Science Festival Katowice, which took place on 7-9 December 2024 at the International Congress Centre and was the culmination of a whole year of celebrations for Katowice being awarded the title of 2024 European City of Science.

The Silesian Science Festival is an annual popular science event organised in Katowice since 2016.

Its aim is to popularise science and develop scientific interests among those living in the region. The festival programme includes more than a thousand activities, including lectures, workshops, scientific demonstrations and meetings with

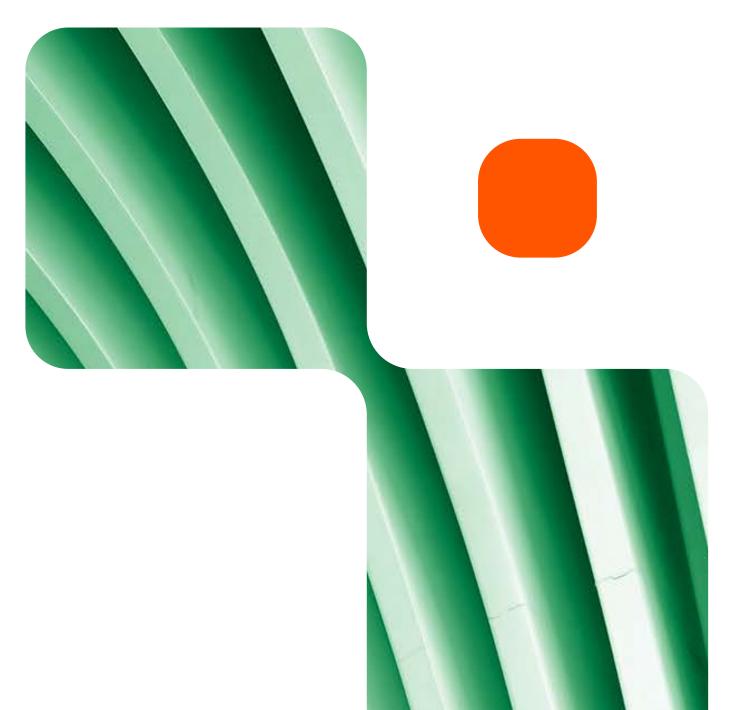
Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

prepared, such as the Space Zone, the Gaming Zone or the AI Zone, allowing participants to explore various fields of science in an interactive way.

During this year's edition, the festival was visited by as many as 35,000 people, including numerous school groups. This year, for the first time, ING created a zone that became a place full of learning, fun and inspiration.

Plenty of attractions awaited the visitors. Participating in workshops and quizzes, they learnt the secrets of cyber-security. In Roblox, they could discover the ING City, or they could learn Rubik's cube-solving tricks under the guidance of master Hubert Frik.





Evaluation of the Bank's standing

### ر م **Music festivals**

The brand's involvement in musical events strongly influences how they are perceived by young people. For this reason, during the holiday period: July and August 2024, ING Bank Śląski S.A. became involved in the sponsorship of two music festivals: Sun Festival in Kołobrzeg and Olsztyn Green Festival. The Olsztyn Green Festival has played a significant role in the cultural and social landscape of Olsztyn for a decade. Already since 2014, the festival has been attracting music and ecology lovers, creating a unique place to meet and celebrate together. OGF is the only music event of its kind in Poland that strongly emphasises a commitment to ecology and sustainability. The Sun Festival in Kołobrzeg is a relatively new music event with great potential, which in just two years has clearly marked its place on the festival map of Poland, becoming the first choice among the 18-25 target group. ING chill-out zones were created for participants at both festivals, and we took care to provide devices that allowed participants to charge their phones and mobile devices during the event. The bank ensured that the ING brand was highly visible and positively associated.

### ŝ **Employee network**

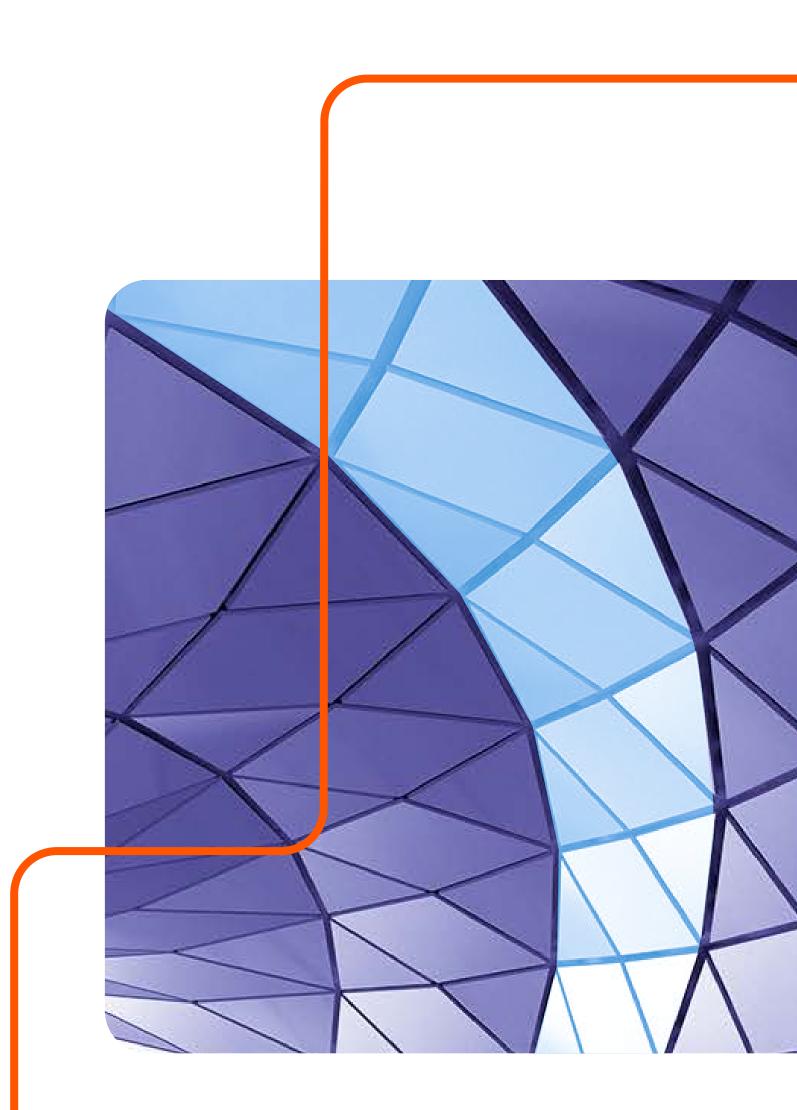
ING Bank Śląski S.A.'s involvement in activities initiated by the Rainbow Lions Poland Bank employee network, which operates in the area of inclusion and integration of LGBT+ employees and allies, was material. The network has initiated sponsorship of two events in 2024.

The first initiative was the **3rd LGBTQIA Parents Congress**, organised in Katowice, Poland, in May 2024 by We, Parents - an Association of Mothers, Fathers and Allies of LGBTQIA *People*, under the honorary patronage of the Campaign Against Homophobia and the media patronages of 'Replika' and OKO.press. Its slogan was: 'The rainbow community without it, it's just colours'. The congress was one of the forms of activity for parents of LGBT+ people, used as a platform for exchanging experience and knowledge, providing support and integration and building parental alliances that provide basic security for LGBTQIA people. The congress also aimed to consolidate alliance people and strengthen the regional community in Silesia.

Alliance building, rainbow families and support for parents of LGBT+ people (including parents who are employees of ING Bank Śląski) are important topics for the Rainbow Lions employee network. Participation in the Congress and tangible support in its organisation are therefore part of the network's strategy.

The second initiative, sponsored by the Bank, was the Crowns of Equality gala, organised by the Campaign Against Homophobia in September 2024. The Crowns of Equality are awards considered to be the most important recognition that is given in Poland for activities in support of the LGBT+ community.

The participation and financial support of the Crowns of Equality is part of the network's strategy to be proactive in building external perceptions of the bank as an LGBT+ friendly company.





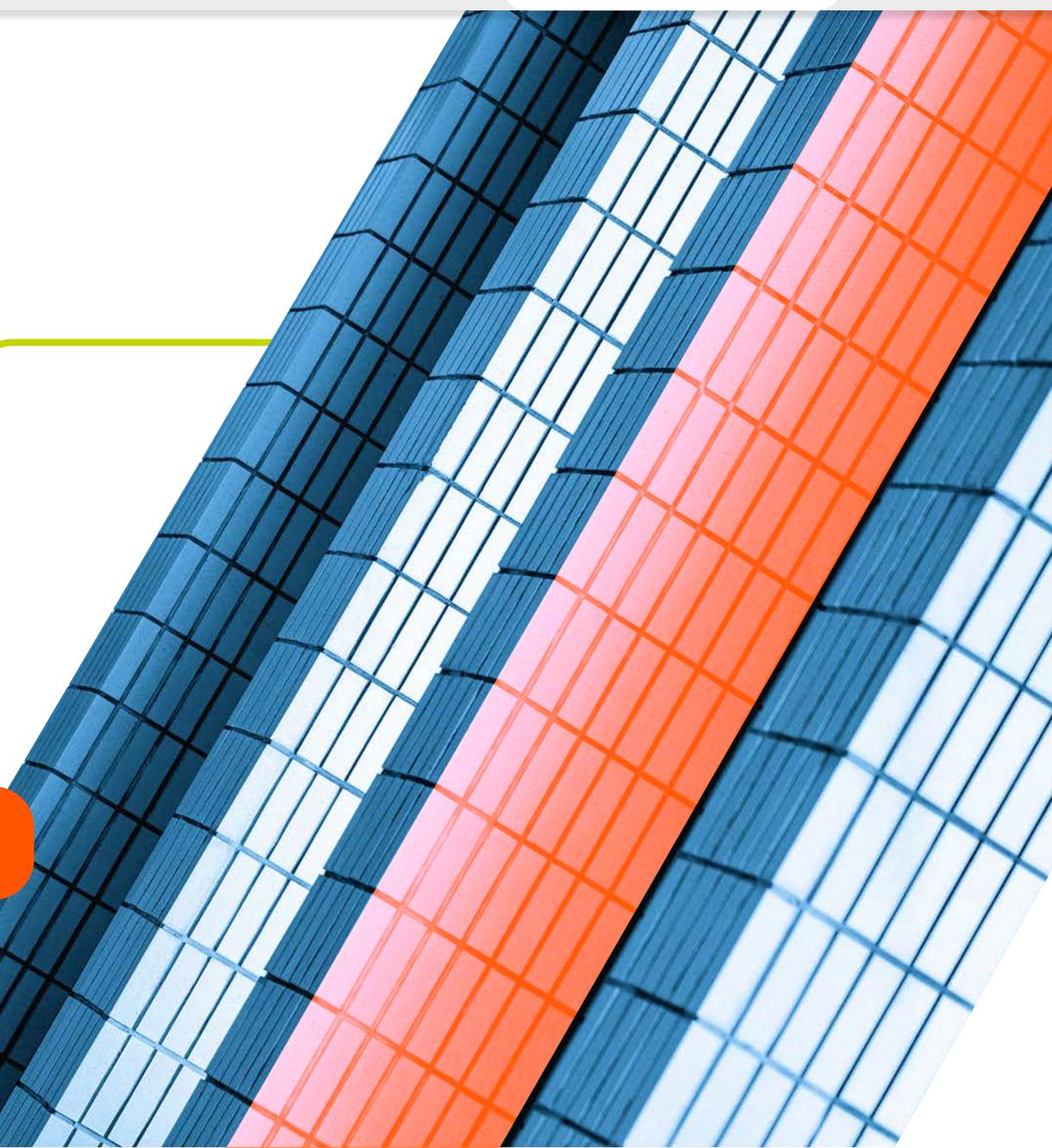
# Summary of the assessment

The above information makes it possible to conclude that ING Bank Śląski S.A.'s policy on charitable- and social activities was conducted in a rational manner, taking into account social needs and humanitarian aid resulting from unforeseen situations. It was based on a planned- and well-thought-out sponsorship that builds and upholds the right image of the bank, and the expenditure incurred by the bank for that purpose is assessed by the Supervisory Board as reasonable and rational.

The company pursues a transparent and effective information policy, publishing information on social-, charitable- and sponsorship activities in the annual report of the Management Board. Thus, the company has fulfilled Recommendation 1.5. of the Best Practice for GPW Listed Companies.

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives







Evaluation of the Bank's standing



Fundacja ING Dzieciom

In 2024, the Foundation conducted its activities in accordance with the ING for Children Foundation Strategy for 2024-2026, adopted and approved by the Management Board and the ING for Children Foundation Board. As a public benefit organisation, the Foundation carries out its tasks in accordance with the Act on Public Benefit and Voluntary Activities and within the scope defined in the Charter of the Foundation. It carries out its mission - We help children to be a step ahead - in three areas: We support development and education, We level the playing field and We take care of health. Each of these consists of a number of original programmes and those that the Foundation implements in partnership with local and national organisations.

In 2024, in addition to its ongoing programmes, the Foundation was involved in relief efforts following the floods that hit south-western Poland.

# Assistance to flood victims

In response to the dramatic impact of the floods, the bank, together with the foundation, decided to provide rapid assistance.

Collection

The ING for Children Foundation together with ING Bank Śląski S.A. set up a collection in which as much as PLN 4.4 million was collected. ING Bank Śląski S.A. contributed PLN 1 million and ING Hubs Poland PLN 200 thousand. In total, PLN 5.6 million went to those affected by the flood. The money was donated to humanitarian aid organised by the Polish Red Cross (PCK).

## Action-Auction

An internal auction was launched among employees, the proceeds of which were decided to be used to help those affected by the flood. The proceeds from each auction went to the ING for Children Foundation account (a total of almost PLN 16,000), the foundation contributed another PLN 9,000 and the sum of PLN 25,000 was donated to the AVALON Foundation to help people with disabilities, including children affected by the flood.

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

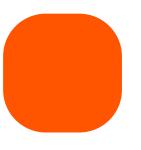
# Special flood fund

The Foundation's Management Board decided to set up a special grant programme 'Support for organisations' after the flood'. The Foundation focused its activities and resources on supporting public schools and kindergartens in flood-affected areas. PLN 500,000 was earmarked for this purpose. Each institution could apply for up to PLN 25,000 in support. By the end of February 2025, 10 donations were made, worth PLN 237,000.

School and hygiene packages for schools and kindergartens

Together with the Bank, the Foundation prepared 600 aid packages for children affected by the flood. These included school packages and hygiene packages. All of them went to 13 public institutions for children in the flooded areas. The packages were distributed by ING Volunteers.









# We support development and education 12

# **Financial education**

The year 2024 was declared the Year of Economic Education. The Foundation implemented a number of initiatives dedicated to financial education, entrepreneurship and future competences.

# ABC of Economics

The Foundation, together with the Czepczynski Family Foundation, invited ING employees to participate in the 'ABC of Economics' project. The project aims to introduce children to the world of finance and develop proper financial habits on the basis of the publication "ABC of Economics, or the first steps in the world of finance". This edition was attended by 137 ING employees who reached 121 public establishments. The topic of each meeting is chosen together with the institution and responds to the current educational needs of the children. Thanks to the involvement of ING volunteers, the designated outlet receives a package of educational materials that are also used by teachers when having classes with subsequent groups of pupils.

# Inspirational material for teachers "Economic education at your fingertips"

In collaboration with staff from the CFO Division of ING Bank Śląski S.A. the Foundation has created inspirational materials for teachers and educators to use during lessons

and workshops. The publication is available free of charge on the Foundation's website and contains nine lesson plans. Each topic includes a number of valuable fun facts and activities to consolidate the knowledge gained in action. The materials were presented at the "National Forum for the Year of Economic Education" conference held at the Warsaw School of Economics, as well as at the 9th Silesian Congress of Teachers of Pre-school Education and Early Childhood Education, the Regional Teacher Training Centre "WOM".

# ING band at the Intergenerational Children's Literature Festival "Fathers and Children"

For the third time, the ING for Children Foundation was a partner of the Intergenerational Children's Literature Festival "Fathers and Children". This time, the foundation's events were devoted entirely to financial education and future competences, and were inaugurated at the Warsaw Stock Exchange. In addition to Warsaw, meetings were organised in Katowice, Wrocław, Lublin, Gdynia and Sopot. The meetings were attended by 300 participants.

# • A column on financial education in the "Świerszczyk" magazine

The ING for Children Foundation partnered with the "Świerszczyk" magazine for children, which published a column recommending books explaining the principles of economics to the youngest.

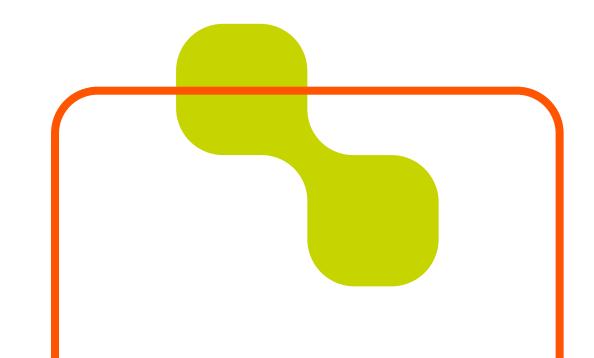
# • Participation in a panel at the European Financial Congress in Sopot

As part of the congress, Joanna Dymna-Oszek - President of the ING for Children Foundation - took part in the debate 'Recommendations of the banking sector for systemic educational solutions - conclusions from years of practice and experience'. The panel was hosted by the Warsaw Banking Institute.

# **Climate education**

# My environment

The Foundation has published the results of the third edition of the "My Environment" competition. The jury awarded funding totalling PLN 307,650 to 40 projects. The winners included projects on: space management, animal protection and support, biodiversity protection and raising awareness of ecology among children and young people. A total of 453 ING volunteers took part in the implemented projects.







# Competition "You too can save the world"

In 2024, the ING for Children Foundation, together with the Children's Time Foundation, completed a competition to promote climate literacy for primary schools. Ten winners were selected. The highest-scoring school was visited in February 2025 by Justyna Bednarek - author of the book published by ING "You too can save the world. Green Tales from Pietruszkowa Wola". All podium places received PLN 5,000 to implement a school project supporting environmental education for children according to their own ideas. Information about the competition reached 13,000 schools. 1,209 groups and 11,221 children took part.

## Participation in a panel at the Open Eyes Economy Summit in Krakow

As part of the congress, Joanna Dymna-Oszek -President of the ING for Children Foundation - took part in the "Environmental Education" panel, talking about the foundation's climate action.

# We level the playing field

## Support for children from Ukraine

Children from the Zaporizhzhia Orphanage

The year 2024 was also special because of the end of more than two years of care that the Foundation provided to children from the Zaporizhzhia orphanage. By a decision

of the Ukrainian authorities at the end of June 2024, the children returned to their country. The children's departure marked the end of a certain phase of the foundation's activities and coincided with the decision to sell the recreational centre in Wisła and close the long-standing Smile Camps programme.

# Support for Kyiv hospital

In August, together with the bank, the foundation launched a collection among ING employees for Kyiv's Okhmatdyt Children's Hospital - the largest medical centre for the youngest in Ukraine, which suffered a rocket attack. The collected amount of PLN 22,121 was donated to UNICEF Poland to help children affected in Ukraine. In addition, the Bank Management Board decided to make a donation of PLN 50,000, also to UNICEF Poland.

# Integration of children with disabilities and support for children with special needs

## Orange Power 2024

The programme is realised thanks to the funds gained for every kilometre run or marched by ING employees in the Run Warsaw mass run and the accompanying event I march, I support. In 2024, the foundation supported

12 establishments (granting PLN 10,000 to each of them) to organise sports events for children with disabilities. The support went to the following establishments:

- » Fundacja Szerpowie Nadziei [Sherpa People of Hope Foundation] in Jastrzębie-Zdrój,
- » Complex of General Education Schools No. 5 with Integration and Special Classes in Sosnowiec,
- » The Knights of the Order of Smile Special Purpose School and Education Centre in Prudnik,
- » Stowarzyszenie Słoneczni [Sunshine Association] in Plock,
- » Fundacja Aktywnej Rehabilitacji [Active Rehabilitation Foundation], Silesia branch,
- » Fundacja Tośka i Przyjaciele [Tośka and Friends Foundation] in Gliwice,
- » Stowarzyszenie na Rzecz Dzieci z Porażeniem Mózgowym "Bliżej Nas" [Association for Children with Cerebral Palsy 'Closer to Us'] in Tychy,
- » Fundacja Sprawne Wspinanie [Efficient Climbing Foundation] in Krakow,
- » Lubelskie Stowarzyszenie Sportowe "Sprawni Razem" [Lublin Sports Association "The Agile Together" in Zamość,
- » School and Kindergarten Complex for Deaf and Hard of Hearing Children in Katowice,
- » Fundacja Pomocy Dzieciom Kolorowy Świat [Colourful World Children's Aid Foundation] in Łódź,
- » The Janusz Korczak Vocational School No. 2 in Poznań.



**C** 



Thanks to their participation in Run Warsaw and I march, I support, ING employees devoted 4,744 hours to volunteering. In addition, ING employees got involved in a sports challenge in the Worksmile app - Active Charity People, where for every kilometre of activity the bank pledged to donate 10 groszes to the foundation. Thanks to the action, an amount of PLN 20,706.17 was collected, which was also donated to the next edition of the Orange Power programme. In this challenge, ING employees devoted as many as 25,348 hours to volunteering.

# ABC of Empathy

The ING for Children Foundation took part in the "ABC of Empathy" project, which allows children to develop awareness and sensitivity to the needs of others, teaches empathy and tolerance. The project uses the book "ABC of Empathy, because we are all the same" and educational materials prepared on its basis. 40 ING volunteers visited 32 school and kindergarten establishments to conduct activities with the youngest children.

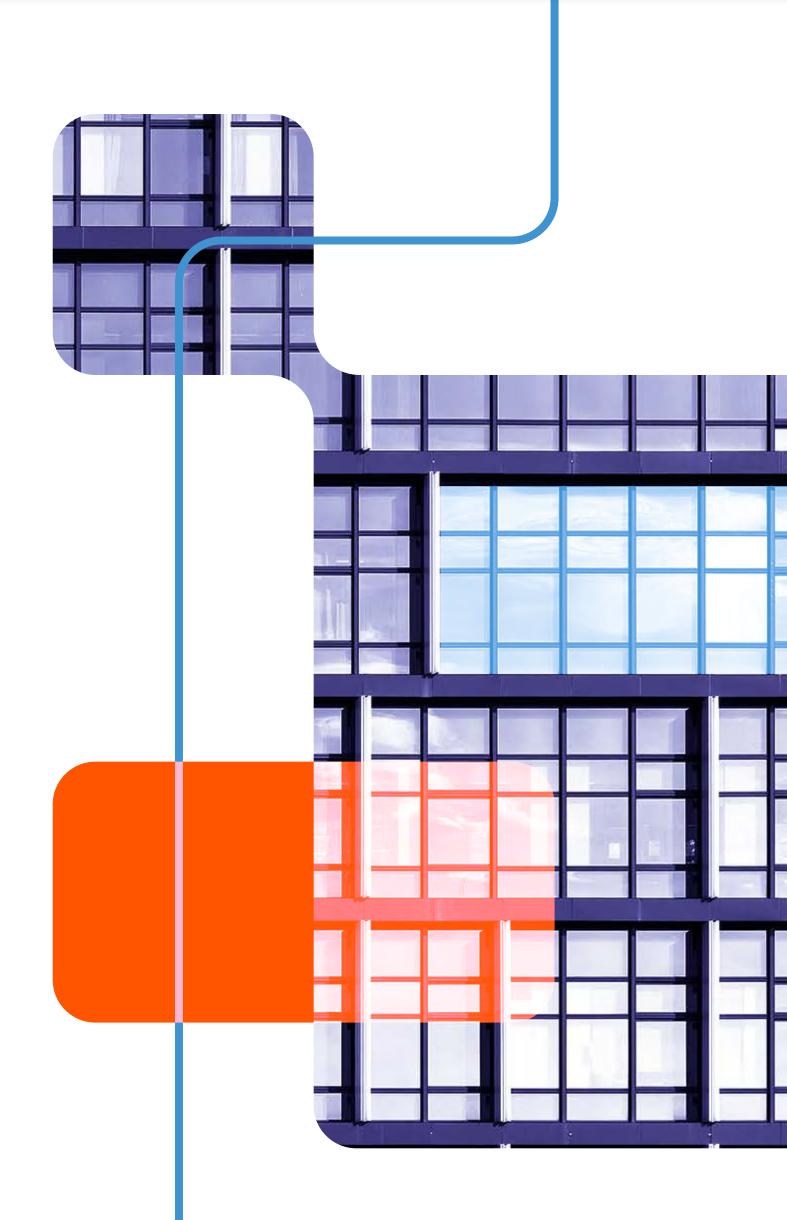
# Support for children in difficult life situations

# Orange Backpack

During the holiday season, the foundation launched its Orange Backpack campaign. ING employees joined in and together managed to prepare 246 backpacks for children from 9 institutions. Those who were not able to prepare the backpacks could donate any amount to the foundation's account. The collection brought in PLN 4,712.

# Letter to Santa Claus

In 2024, ING employees, together with ING Hubs Poland, prepared a record number of parcels as part of the Letter to Santa Claus campaign. Together, they managed to give gifts to as many as 689 children from 16 different institutions in Poland. Those who did not have the opportunity to prepare a gift could donate any amount to the foundation's account. The collection managed to raise PLN 10,816, which was used to purchase the missing presents. In addition, the "Świetlikowo" Children's Hospice in Tychy also received support in the amount of PLN 16,000 as part of the campaign.





# We care about health

# 12

# Bibliotherapy

Guides for parents and teachers of children on the autism spectrum

The ING for Children Foundation, in cooperation with the Synapsis Foundation, has prepared the "Guidebook for Teachers. Working with Children on the Autism Spectrum" and "Guidebook for Parents of Children on the Autism Spectrum", as well as lesson plans for teachers of classes 1-3 and 4-8, which introduce students to topics related to the autism spectrum and support work with students on the autism spectrum. The materials are available on the foundation's website.

# Storytelling therapy in hospitals

The ING for Children Foundation donated 300 books to the Zaczytani Foundation, "Lucjan lew, jakiego nie było" [Lucjan, the Lion One of Its Kind], thus joining the action of reading to children in children's hospital wards.

# The play "A Friend, the One of Its Kind"

In 2024, the foundation continued its collaboration with the National Polish Radio Symphony Orchestra in Katowice on the children's performance 'Przyjaciel, jakiego nie było' (A Friend, the One of Its Kind), based on the book 'Lucjan,

the Lion One of Its Kind'. The adaptation of the storyline for a musical performance is a joint step taken by the NOSPR and the ING for Children Foundation to create valuable and socially engaged productions for children and their families.

# **Mental health**

# Sensory-friendly concerts

In 2024, ING volunteers were again involved in the 'Pianissimo' and 'Espressivo' concert series organised by the National Polish Radio Symphony Orchestra in Katowice. Those were sensory concerts with a unique idea – to enable people with high sensory sensitivity to participate in musical events. The 5 concerts were supported by 34 ING volunteers.

# Supporting sick children

# Oncology collections for children

In 2024, the foundation continued its programme of oncology collections for children among ING employees. 28 collections were published, raising PLN 44,586 among ING employees. The foundation contributed PLN 10,000 to each collection, bringing the final amount to PLN 324,586.

# Launch of the "Przemek Fund"

To commemorate our colleague, long-time ING employee Przemyslaw Sobieszczuk, his social commitment and ongoing work on behalf of patients, the foundation set up the 'Przemek Fund', with a donation of PLN 100,000 to the EB Poland Foundation and the patients under its care. The aim of the EB Poland Foundation is to work towards improving the health of patients suffering from Epidermolysis Bullosa (EB for short), a disease with which Przemek has also struggled.

# **Voluntary service**

The implementation of all the above programmes would not have been possible if it were not for the tremendous commitment of ING employees. We proudly emphasise that ING Volunteering is our strength! ING Bank Śląski S.A. and the other companies of the ING Bank Śląski S.A. Group provide all employees with the opportunity to use 8 hours per year for volunteering, in accordance with the Work Regulations of ING Bank Śląski S.A. and the work regulations of the other Group companies. Every employee who takes advantage of that opportunity records their volunteering time in an internal system. We meet on campaigns within the hours registered by employees in the internal system, as well as after working hours and at weekends. As a result, in 2024 employee-volunteers devoted as many as 42,890 hours to participating in volunteering initiatives. In addition, employees who report volunteering for the ING for Children Foundation are covered by insurance.





The Foundation provides financial and substantive support to volunteers. In addition to the My Environment grant competition, ING employees can benefit from the Good Idea Fund. In 2024, the foundation awarded funding for the implementation of 68 ideas for a total of PLN 341,017. Nearly 3,473 children participated in the implemented projects. 422 ING volunteers were involved in the implementation.

In 2024, the ING for Children Foundation organised 9 volunteer trainings attended by 310 ING employees. Training courses covered financial education, environmental education and effective community project writing.

# Financing

# In 2024, funding for the Foundation's activities came from:

- donations from the founder (ING Bank Śląski S.A.) in the amount of PLN 2,961,777.46 (the funds were allocated to the foundation's current activities, including the implementation of programmes for children and young people),
- donations from subsidiaries (ING Lease Polska, ING Commercial Finance, ING Bank Hipoteczny) totalling PLN 126,994.50 (funds were used to implement programmes for children and young people),
- donations from ING employees and customers and contributions to a charity collection for flood victims in the amount of PLN 4,647,783.91 (funds were donated to the PCK organisation and the Avalon Foundation),

- and young people),
- (funds to be transferred in 2025),
- and young people),
- recreation centre in Wisła),
- deposits of PLN 56,857.48.

The ING for Children Foundation's total cash income for 2024 was PLN 8.3 million.

 donations by ING employees to the Kyiv hospital in the amount of PLN 22,121.40 (funds were donated to UNICEF Poland),

 donations from ING employees and customers for aid activities for Polish children in the amount of PLN 204,340.84 (the funds were used to implement programmes for children

proceeds from funds received from 1.5% tax for public benefit organisations in the amount of PLN 93,348.50

payroll programme (monthly donation from ING employees deducted from wages) in the amount of PLN 8,314.00 (the funds were used to implement programmes for children

 from the support of the County Office of Cieszyn remuneration for the stay of children from Ukraine in our recreation centre in the amount of PLN 223,160.03 (the funds were allocated to help and care for children from Zaporizhzhia being under the care of the foundation in our

In 2024, the foundation spent **9.8 million** on social and outreach programmes, as well as on personnel and maintenance costs for the centre in Wisła. The difference between income and expenses was covered by the foundation's own funds held in a bank account.

## **Reports and communication**

The ING for Children Foundation communicates its activities transparently through information on its website and social media. It sends mandatory reports to the National Revenue Administration, the National Freedom Institute and the Central Statistical Office. In addition, in 2024 the foundation published a report on its activities for 2023. It included descriptions of the foundation's permanent programmes, actions and events. The report shows the perspective of the foundation's staff, ING volunteers and representatives of partner organisations all those thanks to whom the foundation is able to implement social programmes and support children most in need.





Evaluation of the Bank's standing

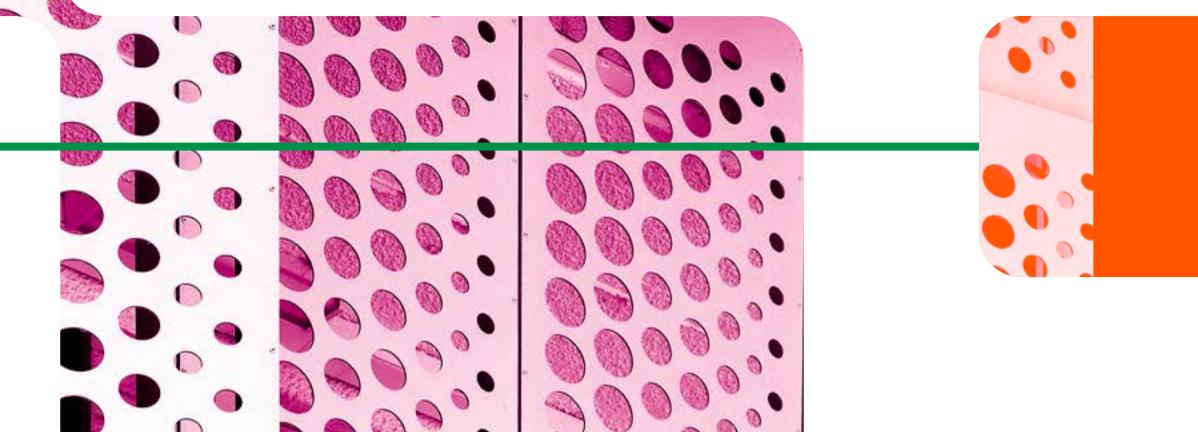


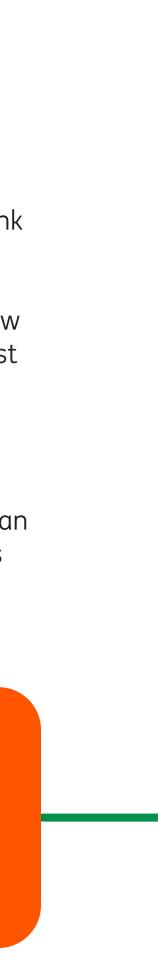
The Foundation's art collection consists of works created after 1990 by Polish living artists. Currently, the collection includes almost 300 works of art - 93 paintings, 81 photographs, 42 works on paper, 52 objects (sculptures, ceramics, textiles, etc.), 15 videos and 16 installations. The collection includes works by 50 female and 78 male artists. The Foundation's collection remains one of the few corporate collections in Poland. In 2024, works of the following artists were added to the collection: Karolina Jarzębak (object), Emilia Kina (painting and photographs), Adam Kozicki (paintings), Michał Łuczak (photographs), Joanna Rajkowska (video and photographs)

# Galeria 1 Piętro [Gallery on the 1st Floor]

120 works from the Foundation's collection are presented permanently in the open space of the Gallery on the 1st Floor in the Plac Unii building at Puławska 2 in Warsaw. The exhibition is located on the first floor of the shopping centre and is one of the few in the capital, a permanent presentation of the most interesting phenomena in Polish art after the 1990s, with access for the public. It is also the only office and conference space of its kind in Poland for bank employees, with a permanent exhibition of contemporary art works, meeting rooms and a café. The space features works by classics such as Jarosław Modzelewski and Zbigniew Libera, as well as works by artists of the young and youngest generation - Karolina Jabłońska, Cezary Poniatowski and Agata Ingarden. Other works from the collection are distributed in bank spaces in cities throughout Poland.

The Foundation's collection can be also viewed online. You can see images of works from the collection on the foundation's website under a Creative Commons licences (Attribution, Non-commercial use, No derivative works).









# Exhibitions, presentations and events

The Foundation's permanent activities include presentations and projects carried out in the Podgląd Gallery, located in the shop window of the bank's headquarters at Puławska 2 in Warsaw. Thanks to its location, access to the presented content is available to all passers-by, 24 hours a day. In 2024, the gallery had 8 editions, during which works from the Foundation's collection were presented, as well as one special project, the result of a collaboration between invited art curators from the Turnus gallery and people participating in the portfolio reviews of the Artist-Professional programme.

In the Foundation's headquarters building, a shopping centre space, a large-format Screen was launched at the end of 2023, accessible to all visitors, on which video works are presented. In 2024, films from the Foundation's collection as well as external projects, including one related to participants in the Artist-Professional programme, were screened at monthly intervals.

The Foundation also continued its public programme of guided tours of the collection and meetings with artists in the 1st Floor Gallery space. In 2024, there were 10 open tours, six meetings for organised groups and four for pupils and students, gathering a total of around 500 people.

As part of sharing and loaning works from the Foundation's collection, works have been shown at 12 exhibitions and events in Poland and abroad, including: *Władysław* 

Hasior-Daniel Rycharski "I can tell you about myself about you" at the State Art Gallery in Sopot, Patch! Darn! The Long Life of Clothes at the Castle Cultural Centre in Poznań, The Colour of Energy at the Vienna Contemporary in Vienna, Change to come at the Staatlichen Kunstsammlungen in Dresden, Revisions of Modernity. Modernism in the Third Republic of Poland at the National Museum in Krakow.

2024 is also the year of the eighth edition of the Foundation Award during Warsaw Gallery Weekend. Through the Award, the Foundation supports Polish artists and WGW-affiliated galleries that build the position of the Polish art scene on the international art market. This year, the Foundation's collaboration with the WGW has expanded to include new activities. The Foundation financed 13 initiatives, selected through a competition, which took place in autumn in Warsaw galleries and institutions as a performative and educational programme accompanying Warsaw Gallery Weekend and attracted over 700 recipients.

# Artist - Professional

In 2024, the Artist: The Professional project, addressed to students and novice artists, took place for the eighth time. The aim of the project is to prepare for the moment of graduation and the professionalisation of artistic activity, to level the playing field and to support professional development. During the classes, you can learn about tools and practices to help you function as an artist. Lectures, workshops and portfolio consultations are given by art curators, artists and activists, exhibition producers and art market specialists, among others. The 2024 edition included 8 online lectures for 3010 registered participants and 230 portfolio consultations led by 16 specialists in the field, as well as a trip to the Summer School in Burdąg. All lectures were interpreted into Polish Sign Language. The recordings from this edition, as from previous editions, together with additional supplementary materials, have found their way into the Knowledge Base and are available to everyone on the Foundation's website (*ingart.pl*).

# Educational offer for Bank employees

Traditionally, the Foundation started the year with a series of online meetings with ING employees. In the fourth edition of the 'Lunch Course on Art', the starting point for each of the seven meetings were works of art that had recently been added to the Foundation's collection presented in the context of interesting social phenomena or events in the lives of artists.

More than 20 guided tours of the Foundation's collection were held for the bank's employees and clients at Gallery the 1st Floor. As every year, there were also joint walks and visits to exhibitions as part of Warsaw Gallery Weekend. In addition, the Foundation communicated its activities to bank employees via a monthly newsletter.







Assessment of application of Principles of Corporate Governance Assessment of expenditure on charitable and sponsorship initiatives



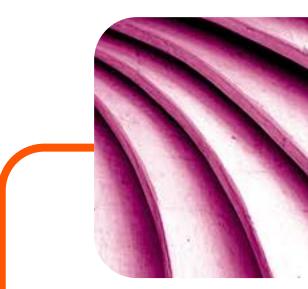
Guideline 2.11.6 of the 2021 Best Practice for GPW Listed Companies is the basis for presenting information on the implementation of the diversity policy with regard to the Management Board and Supervisory Board of ING Bank Śląski S.A. in 2024.

The Diversity Policy for ING Bank Śląski S.A. Management Board and Supervisory Board Members (Policy) has been in place at ING Bank Śląski S.A. since September 2018. Following the positive recommendation of the Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A., the Policy was implemented by Bank Supervisory Board Resolution No. 60/X/2018 of 20 September 2018. The Policy was updated twice, by way of:

- Resolution of the ING Bank Śląski S.A. Supervisory Board No. 57/VIII/2019 of 6 June 2019, and
- Resolution of the ING Bank Śląski S.A. Supervisory Board No. 24/V/2022 of 11 March 2022. The amendments were accepted by way of Resolution No. 34 of the ING Bank Śląski S.A. General Meeting of 7 April 2022.

# **Objective of the Diversity Policy**

- **1.** The *Policy* seeks to:
  - reach a wide scope of powers when appointing Supervisory Board and Management Board Members to have diverse points of view and experience and to enable issue of independent opinions and reasonable decisions within a given body, and
  - ensure high quality of tasks performed by the managing bodies by way of selecting competent persons to hold the positions at the Supervisory Board and Management Board, first of all applying therefor objective business-related criteria and taking into account the benefits stemming from diversity.



- 2. As regards business-related criteria, the strategy of diversity ensures selection of persons with diverse knowledge, skills and experience, suitable for positions held by them and duties entrusted to them, who complement each other at the level of all the Management Board and Supervisory Board Members. The criteria are verified in the suitability assessment process described in 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. Moreover, apart from knowledge, competences and professional experience, the Policy covers gender- and age-related differences, and applies them to arrive at the best outcome.
- 3. When taking a decision to appoint members of the managing bodies, the Bank takes into consideration the fact that more diverse management body fosters constructive challenge and discussion based on different points of view. The *Policy* seeks to ensure representation of both genders in the selection and succession planning processes. At the same time, the *Policy* stipulates that the Bank will not appoint members to bodies for the sole purpose of increasing the diversity to the detriment of the functioning and suitability of the body as a whole or the suitability of individual members.



# How to achieve the *Diversity Policy* objective

1. In order to implement the *Policy*, the Remuneration and Nomination Committee of the Supervisory Board sets a target value for the representation of the underrepresented gender in the Bank Management Board and Supervisory Board and adopts a plan to achieve the target value.

The value is determined in accordance with the duration of the term of office of the Bank Supervisory Board and the Management Board, i.e. once every four consecutive full financial years counted from the beginning of the term of office of a given body. It is verified annually on the basis of reports developed by the HR units and presented to the Committee no later than by 30 June of each calendar year. Should the target value not be reached, the Bank will document the reasons for this, the measures to be taken and the timing of such measures to ensure that the target value is reached.

2. In 2020, the target value for the diversity ratio in the Bank's governing bodies was set at 30% of women to 70% of men (+/- 2%). The value is tested separately for the Bank Management Board and Supervisory Board. Verification of talents and update of the successor base, while keeping in mind the objectives of the *Policy*, were the measures identified by the Committee in order to achieve the target.

# Information on the implementation of the *Diversity* Policy in 2024



**1.** In accordance with the provisions of the *Policy*, the HR units presented the information on the determination of the status of gender representation in the Management Board and Supervisory Board of ING Bank Śląski S.A. to the Remuneration and Nomination Committee at their meeting on 7 June 2024. According to the data presented, the diversity indicator understood as the number and percentage of women on the body was as follows:

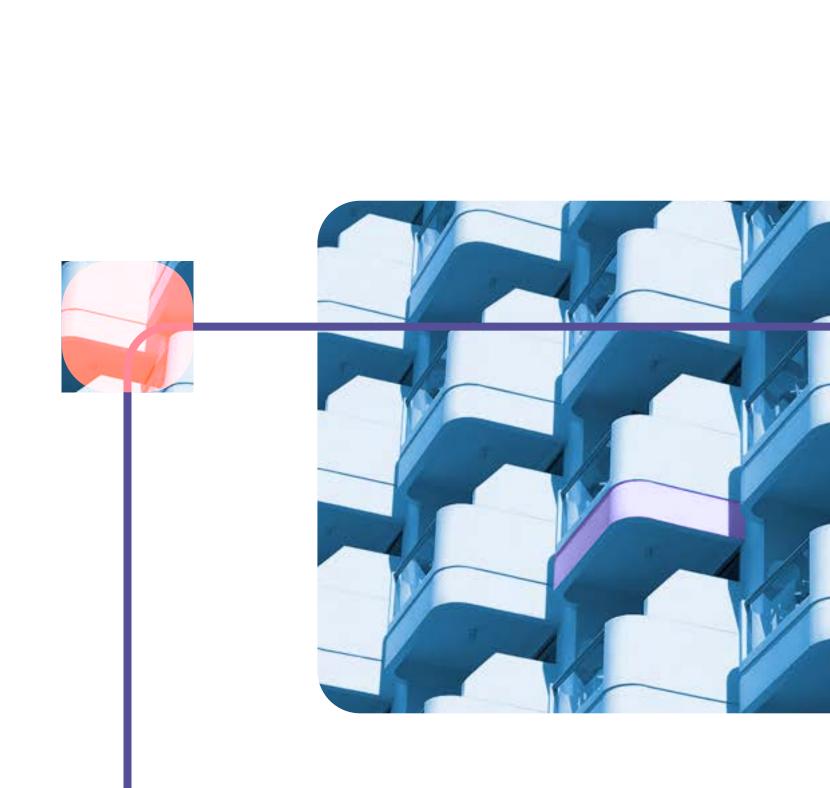
In addition, as part of the information provided, the Remuneration and Nomination Committee reviewed benchmarking studies on diversity indicators for ING Bank N.V. and the largest banks in Poland. Furthermore, the Committee was provided with EBA Report on the benchmarking of diversity practices no. EBA/REP/2020/05 and EBA Report on the benchmarking of diversity practices and the gender pay gap of 7 March 2023.

### **Management Board composition**

umber of women	% share of women
4	50%

### **Supervisory Board composition**

lumber of women	% share of women
4	44%





- **2.** *Policy* implementation on the Bank Management Board:
- There were no changes in the composition of the Bank Management Board during 2024 that would affect the diversity indicator.

## Matrix by gender as at 31 December 2024

Number of members	Number of women	% share of women
8	4	50%

# Matrix by age as at 31 December 2024

Number of	Age		
members	below 30	from 30 to 50	over 50
8	0 (0%)	2 (25%)	6 (75%)

Bank Management Board Members are appointed and recalled, considering the requirements of the Banking Law Act. The President of the Management Board and the Vice-President supervising the management of the risk material to the Bank's business are appointed upon the approval of the Polish Financial Supervision Authority.

The Supervisory Board appoint the Members of the Bank Management Board from among the candidates selected on the basis of succession plans and, if necessary, from among external candidates who have passed the suitability assessment procedure and received a positive recommendation of the Remuneration and Nomination Committee. The process of succession planning and selection of suitable candidates is described in detail in the Policy of appointing, onboarding and recalling Members of the Management Board of ING Bank Śląski S.A.

• The Bank put in place the processes to ensure a composition of the Bank Management Board that allows that body to get access to a broad scope of competences when appointing its members in order to acquire various perspectives and experience and to enable that body to issue independent opinions and make reasonable decisions. Objective fact-based criteria and diversity benefits are considered, first and foremost, when selecting competent people with a view to ensuring high quality of task performance by the Bank Management Board.

 Job profiles have been developed for the positions in the Bank Management Board. They specify the responsibilities, and also the requirements in terms of knowledge and competence and the expected engagement in terms of time commitment required to perform the function. The current composition of the Bank Management Board represents a wide range of knowledge, competencies and experience, which is verified in accordance with 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. The suitability of the persons being Bank Management Board Members is reviewed periodically as part of the assessment of the primaryand secondary individual suitability and of the collective suitability of the Bank Management Board as a body.

Individuals appointed to the Bank Management Board have high qualifications. All Members demonstrate adequate experience and knowledge to manage the Bank in the areas reporting to them.

# Matrix by education as at 31 December 2024

			Education		
	economics	finance and statistics	banking and finance	foreign trade	engineerir
-	3	1	1	2	1

The education of the Bank Management Board Members is supplemented by additional qualifications and certificates obtained through additional courses of study, post-graduate studies and specialised training, mainly in business management, but also qualifications such as the licence of a statutory auditor. Each Member of the Bank Management Board has extensive professional experience.





- **3.** *Policy* implementation of the Supervisory Board:
- In 2024, there were changes in the composition of the Bank Supervisory Board that affected the diversity indicator as compared to 2023.

## Matrix by gender as at 31 December 2024

Number of members	Number of women	% share of women
8	4	44%

# Matrix by age as at 31 December 2024

Number of	Age		
members	below 30	from 30 to 50	over 50
9	0 (0%)	4 (44%)	5 (56%)

 Members of the Supervisory Board are appointed by the General Meeting during a secret voting, upon considering the requirements set out in the Banking Law Act and in the Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A., including the scope of the fulfilment of requirements in accordance with the description of responsibilities and skills related to the function of a Supervisory Board Member.

Individuals appointed to the Bank Supervisory Board have high qualifications. All Members demonstrate adequate experience and knowledge to properly supervise the Bank.

# Matrix by education as at 31 December 2024

 Job profiles have been developed for the functions in the Bank Supervisory Board. They specify the responsibilities, and also the requirements in terms of knowledge and competence and the expected engagement in terms of time commitment required to perform the function. The current composition of the Supervisory Board represents a wide range of knowledge, competencies and experience, which is verified in accordance with 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. The suitability of the persons being Supervisory Board Members is reviewed periodically as part of the assessment of the primary- and secondary individual suitability and of the collective suitability of the Supervisory Board as a body.

The education of the Supervisory Board Members is supplemented by additional qualifications and certificates obtained through additional courses of study, post-graduate studies and specialised training, mainly in management, accounting, law, information technology, but also qualifications and licences of, for instance, certified accountant or certified controller. Each Member of the Supervisory Board has extensive professional experience.

 Nationality of the Board Members is an additional criterion differentiating the Supervisory Board Members. There are three Members on the Supervisory Board whose nationality is other than Polish.

## Matrix by nationality as at 31 December 2024

Polish	other
6	3

The Supervisory Board assess that in 2024 the Bank properly implemented the assumptions of its diversity policy.

