

ING BANK ŚLĄSKI SPÓŁKA AKCYJNA  
MANAGEMENT BOARD

hereby give notice of the  
ORDINARY GENERAL MEETING

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

on **15 April 2021 at 12:00 noon**,

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

1. opening of the General Meeting,
2. appointing the Chairperson of the General Meeting,
3. stating that the General Meeting has been convened in compliance with the law and is capable of passing resolutions,
4. presenting the agenda of the General Meeting,
5. presenting the Management Board reports on operations of the Bank and Bank Group in 2020 including the report on non-financial information as well as financial statements for 2020,
6. presenting Management Board update on FX mortgage loans,
7. presenting the Supervisory Board reports for 2020,
8. passing resolutions on:
  - 1) reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2020 and ended 31 December 2020,
  - 2) reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2020 covering the Report on Operations of ING Bank Śląski S.A., including the Management Board statement on the application of corporate governance rules, as well as reviewing and approving the Report on non-financial information of ING Bank Śląski S.A. Group for 2020, including non-financial information of ING Bank Śląski S.A.,
  - 3) reviewing and approving the annual consolidated financial statements of the ING Bank Śląski S.A. Group for the period started 1 January 2020 and ended 31 December 2020,
  - 4) acknowledging 2020 reports of ING Bank Śląski S.A. Supervisory Board,
  - 5) the opinion to the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2019 and 2020 and to the assessment of Bank's remuneration policy,
  - 6) acknowledging fulfilment of duties by the members of the Bank Management Board in 2020,
  - 7) acknowledging fulfilment of duties by the members of the Supervisory Board in 2020,
  - 8) on distribution of 2020 profit and past-year undivided profit,
  - 9) amendments to the *Charter of ING Bank Śląski Spółka Akcyjna*,
  - 10) amendments to the Bylaw of the General Meeting of ING Bank Śląski S.A.,
  - 11) approval of the *Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.*,



- 12) assessing satisfaction by the members of the Supervisory Board of the requirements referred to in Article 22aa of the Banking Law Act (suitability assessment),
  - 13) *amendments to the ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy,*
9. closing of the General Meeting.

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

Shareholders representing at least 1/20 of the Company's share capital may request that certain items be placed on the agenda for the General Meeting. Such requests should be submitted to the Management Board of ING Bank Śląski S.A. not later than on 25 March 2021 and should contain grounds for the request or a draft resolution concerning the proposed agenda item. The requests may be submitted in the written form to the registered office of ING Bank Śląski S.A. at ul. Sokolska 34, 40-086 Katowice, Bank Management Board Bureau, or in the electronic form to be sent only to the following email address: [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl)

Shareholders should prove that on the day of submission of the aforesaid request they held the required number of shares by enclosing a depository receipt with the above mentioned request or a notice of a right to participate in the Bank's GM; shareholders being legal entities or organisational units other than legal entities are additionally requested to prove their authorization to act on behalf of a relevant entity by enclosing a valid copy of the entry in the relevant register for that entity/unit. Shareholders who send the requests via electronic means of communication are required to send the above mentioned documents in the PDF format.

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

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

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

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



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

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

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

Shareholders may participate in the General Meeting and exercise voting rights in person or by proxy. A template power of attorney and a template vote by proxy form are available on the following website: <http://www.ing.pl> in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021".

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

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

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

When granting a power of attorney in the electronic form, shareholders are required to send ING Bank Śląski S.A. a notice of granting power of attorney in the electronic form to the following email address: [walne.zgromadzenie@ing.pl](mailto:walne.zgromadzenie@ing.pl) by 3:00pm CET on or before 14 April 2021 at the latest.

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

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

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

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



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

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

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

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

The Bank admits participation in the General Meeting with the use of means of electronic communication.

The terms of participation in the General Meeting with the use of means of electronic communication have been laid down in the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication*, passed by the Supervisory Board and published on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021" as well as in the enclosure herewith.

Use of that form of participation in the General Meeting will be possible via a link which will be sent to the shareholder, after a positive verification of their eligibility, on 13 April 2021, by 17:00 hours at the latest.

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

The terms of participation in the General Meeting with the use of means of electronic communication have been laid down in the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication*, passed by the Supervisory Board and published on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021" as well as in the enclosure herewith. Shareholders will be able to make statements during the General Meeting debates via a text messenger software as provided thereby.

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

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



The terms of participation in the General Meeting with the use of means of electronic communication, exercise of voting rights included, have been laid down in the *Bylaw of participation in the ING Bank Śląski S.A. General Meeting with the use of means of electronic communication*, passed by the Supervisory Board and published on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021" as well as in the enclosure herewith.

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

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

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

A response is deemed given when the relevant information is available on the Company's website in the place dedicated to shareholders' questions and responses: on the website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021".

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

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

The registration date for the participation in the General Meeting is 30 March 2021.

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

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

- a) they are shareholders of record of ING Bank Śląski S.A. sixteen days prior to the date of the General Meeting (i.e. 30 March 2021),
- b) they submit a request, between 19 March and 31 March 2021, to the entity which maintains the securities account in which the Company shares are registered, for issuing a personal certificate confirming their right to participate in the General Meeting.

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



The list of shareholders authorized to participate in the General Meeting shall be made available for viewing at the registered office of ING Bank Śląski S.A. from 12 April to 14 April 2021. Shareholders shall have the right to request that the list of shareholders of record be sent to them in the electronic form to the address they designate.

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

Persons entitled to participate in the General Meeting may obtain all the documents to be presented at the General Meeting as well as draft resolutions at the registered office of ING Bank Śląski S.A. at: ul. Sokolska 34, 40-086 Katowice, Bank Management Board Bureau, or on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021".

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

ING Bank Śląski S.A. shall post any and all information concerning the General Meeting on the Company's website: <http://www.ing.pl>, in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021".

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

### **13. Other Information**

The Management Board hereby give notice that the General Meeting will be transmitted over the Internet by Unicomp-WZA Sp. z o.o. with its registered office in Warsaw. The meeting broadcast will be available at [www.ingbank.pl](http://www.ingbank.pl) in the section "English Info": "Investor Relations/ General Meetings/ General Meeting 2021".

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

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

Information on personal data processing by ING Bank Śląski S.A. is posted on the Company's website: <http://www.ing.pl> in the section: "English Info": "Personal Data Protection" (<https://www.ing.pl/indywidualni/tabele-i-regulaminy/regulacje/ochrona-danych-osobowych>).

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

