

Draft resolutions of the General Meeting

The Management Board hereby give notice of the draft resolutions including enclosures therewith to be discussed by the Ordinary General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on appointing the Chair of the General Meeting.

Under Article 409 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby appoint Ms / Mr as the Chair of the Ordinary General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2025 and ended 31 December 2025.

Under Article 395 §2 item 1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 53 section 1 of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2025 and ended 31 December 2025 including:

1. the income statement for the period started 1 January 2025 and ended 31 December 2025, with net profit of PLN 4,633 million,
2. the statement on total income for the period started 1 January 2025 and ended 31 December 2025,
3. the statement of financial position as at 31 December 2025, with total assets and liabilities and equity of PLN 275,684 million,
4. the statement of changes in equity for the period started 1 January 2025 and ended 31 December 2025,
5. the cash flow statement for the period started 1 January 2025 and ended 31 December 2025, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2025 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.



Under Articles 395 §2 item 1 and 395 §5 of the Commercial Companies and Partnerships Code Act of 15 September 2000 in conjunction with Article 63x of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2025 covering the Report on Operations of ING Bank Śląski S.A., including the Sustainability Statement.

At the same time, acting under §18 item 3) of the Bank Charter, the General Meeting hereby approve the content of the ING Bank Śląski S.A. Management Board statement on the application of corporate governance rules in 2025, which was developed in keeping with the requirements set out in §72 section 7 item 5) of the Minister for Finance Ordinance of 6 June 2025 on current and interim disclosures made by issuers of securities and the conditions for regarding information required by the law of a non-member state as equivalent. The abovementioned statement is a separate part of the Management Board report on the Bank's operations in 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2025 and ended 31 December 2025.

Under Article 395 §5 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 63c section 4 of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2025 and ended 31 December 2025, including:

1. the consolidated income statement for the period started 1 January 2025 and ended 31 December 2025, with net profit of PLN 4,633 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2025 and ended 31 December 2025,
3. the consolidated statement of financial position as at 31 December 2025, with total assets and liabilities and equity of PLN 282,025 million,
4. the consolidated statement of changes in equity for the period started 1 January 2025 and ended 31 December 2025,
5. the consolidated cash flow statement for the period started 1 January 2025 and ended 31 December 2025, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**



on acknowledging the 2025 Report of the ING Bank Śląski S.A. Supervisory Board and assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board and the effectiveness of the Supervisory Board operations.

Under Article 382 §3 item 3) and Article 395 §5 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and §18 item 3) of the Charter of ING Bank Śląski S.A., the General Meeting of ING Bank Śląski S.A. hereby accept the Supervisory Board's Report for 2025 covering:

- 1) the summary of the operations of the Supervisory Board and its committees in the financial year 2025 along with information on the composition of the Board and its Committees,
- 2) the results of the evaluation of:
 - the annual financial statements of ING Bank Śląski S.A. for 2025,
 - the annual consolidated financial statements of the ING Bank Śląski S.A. Group for 2025,
 - the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2025 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,
 - the Management Board motion regarding distribution of the profit earned by the Bank in 2025,
- 3) 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,
- 4) 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, as laid down in the Warsaw Stock Exchange Rules and regulations on current and interim information provided by securities issuers,
- 5) the assessment of the application of the "Principles of Corporate Governance for Supervised Institutions" at ING Bank Śląski S.A. in 2025,
- 6) the assessment of the rationality of ING Bank Śląski S.A.'s expenditure in connection with the policy concerning social- and charitable activities, partnerships and sponsorships in 2025,
- 7) the update on the implementation status of the diversity policy for the ING Bank Śląski S.A. Bank Management Board and Supervisory Board in 2025,
- 8) the assessment of performance of disclosure duties by the Management Board towards the Supervisory Board, and
- 9) total fee due from the company for all the examinations commissioned by the Supervisory Board in the course of the accounting year under Article 382¹ of the CCPC.

At the same time, pursuant to §18 item 3) of the Charter of ING Bank Śląski S.A., in conjunction with item 8.9. of the Polish Financial Supervision Authority Recommendation Z on internal governance rules at banks, based on:

- the information provided in the abovementioned Supervisory Board's Report, including self-assessment of adequacy of internal regulations concerning operations of the Supervisory Board and self-assessment of the Supervisory Board's operations in 2025,
- the update on amendments to the ING Bank Śląski S.A. Supervisory Board Bylaw and the published version of this Bylaw, as well as the content of the Bylaws of the Supervisory Board committees published at the Bank's website,

the General Meeting of ING Bank Śląski S.A. assess that the internal regulations concerning the operations of the Supervisory Board are adequate and the operations of the Supervisory Board are effective and efficient.

Draft

Resolution No. ...



**of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on the opinion to the Supervisory Board's Report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2025 and to the evaluation of the Bank's remuneration policy.

Under Article 395 § 2¹ of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 90g section 6 of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005, the General Meeting hereby endorse the Supervisory Board's Report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2025.

At the same time, under §28 section 4 of the "Principles of Corporate Governance for Supervised Institutions" and on the basis of information included in the above-mentioned report as well as in the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2025 covering the Report on Operations of ING Bank Śląski S.A. and the Supervisory Board Report on the evaluation of the remuneration policy at the Bank in 2025, the General Meeting hereby state that the remuneration policy applied by the Bank fosters Bank development and the safety of its operations.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the former President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Brunon Bartkiewicz – former President of the Management Board

between 1 January 2025 and 29 April 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Michał Bolesławski – President of the Management Board

between 29 April 2025 and 31 December 2025.



**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Joanna Erdman – Vice-President of the Management Board

between 1 January 2025 and 31 December 2025.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Marcin Giżycki – Vice-President of the Management Board

between 1 January 2025 and 31 December 2025.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Bożena Graczyk – Vice-President of the Bank Management Board

between 1 January 2025 and 31 December 2025.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**



on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Marcin Kościński – Vice-President of the Management Board

between 29 April 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Maciej Ogórkiewicz – Vice-President of the Management Board

between 29 April 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the former Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Ewa Łuniewska – former Vice-President of the Bank Management Board

between 1 January 2025 and 29 April 2025, and between 9 May 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the former Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by



Mr Michał H. Mrożek – former Vice-President of the Bank Management Board

between 1 January 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the former Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Sławomir Soszyński – former Vice-President of the Bank Management Board

between 1 January 2025 and 29 April 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Alicja Żyła – Vice-President of the Bank Management Board

between 1 January 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Chair of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Monika Marcinkowska – Supervisory Board Chair

between 1 January 2025 and 31 December 2025.



**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the First Deputy Chair of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Małgorzata Kołakowska – the First Deputy Chair

between 1 January 2025 and 31 December 2025.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Deputy Chair of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Michał Szczurek – the Deputy Chair of the Supervisory Board

between 1 January 2025 and 31 December 2025.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the former Member of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Stephen Creese – former Member of the Supervisory Board

between 1 January 2025 and 31 August 2025.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**



on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Dorota Dobija – Member of the Supervisory Board

between 1 January 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the former Member of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Ms Aneta Hryckiewicz-Gontarczyk – former Member of the Supervisory Board

between 1 January 2025 and 24 September 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Arkadiusz Krasowski – Member of the Supervisory Board

between 1 January 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by



Mr Hans De Munck – Member of the Supervisory Board

between 1 January 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2025.

Under Article 395 §2 item 3 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby acknowledge the fulfilment of duties by

Mr Serge Offers – Member of the Supervisory Board

between 1 January 2025 and 31 December 2025.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on establishing Incentive Scheme II for Identified Staff of the Bank, authorising the Management Board of ING Bank Śląski S.A. to buy own shares to carry out Incentive Scheme II as well as changing the purpose of the established special-purpose reserve capital to carry out the incentive schemes.

Acting pursuant to (i) Article 362 para. 1 item 8) of the Commercial Companies and Partnerships Code Act of 15 September 2000 (i.e. Journal of Laws 2024, item 18, as amended, “CCPC”), in conjunction with Article 362 para. 2 of the CCPC and taking into account Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (OJ EU. L. 2014.173.1, as amended) (“MAR Regulation”) and Articles 2-4 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards on conditions applicable to buy-back programmes and stabilisation measures (OJ EU. L. 2016.173.34, as amended) (“Technical Standards”) and (ii) Article 362 para. 2 item 3 in conjunction with Article 396 para. 4 and 5 of the CCPC and (iii) Articles 18.3, 39 and 40 of the Bank Charter, the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna (“Bank”) resolve as follows:

Article 1

1. An incentive scheme (“Incentive Scheme II”) is established at the Bank, addressed to persons having a material impact on the Bank’s risk profile who are employed at the Bank and at companies from the Bank’s group that are subject to mandatory consolidation, ING Bank Hipoteczny S.A. excluded (“Identified Staff”). Under Incentive Scheme II, these persons will be entitled to purchase fully paid-up ordinary bearer shares of the Bank of a nominal value of PLN 1.00 each, admitted to trading on the regulated market (primary market) operated by the Warsaw Stock Exchange (“Own Shares”).



2. Under Incentive Scheme II, the Own Shares will be granted free of charge as a portion of variable remuneration for Identified Staff within the meaning of the Regulation of the Minister of Finance, Funds and Regional Policy on the risk management system and internal control system and on remuneration policy in banks of 8 June 2021 (Journal of Laws 2021, item 1045, as amended).
3. Most notably, the Ordinary General Meeting authorise the Bank Management Board to take the following Incentive Scheme II-related actions:
 - a) determine each time the number of Incentive Scheme II participants;
 - b) determine the content and adopt detailed rules regulating Incentive Scheme II in the Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A. ("Policy"), subject to its approval by the Bank Supervisory Board and its amendments from time to time within the limits set out herein,
 - c) enter into the Incentive Scheme II Participation Agreements with Identified Staff ("Participation Agreement"),
 - d) amend template Participation Agreements in a way not conflicting with the Policy,
 - e) take all other factual and legal actions necessary for the implementation and execution of Incentive Scheme II.
4. The Ordinary General Meeting authorise the Supervisory Board to take the actions referred to in para. 3 letters c through e above in relation to the Incentive Scheme II participants who are Members of the Bank Management Board.
5. For the purpose of allotting Own Shares to eligible Identified Staff, Own Shares will be acquired based on the authorization granted to the Bank Management Board by the General Meeting of the Bank in accordance with Article 362 para. 1 (8) of the CCPC and from funds held in the Bank's reserve capital established to this end in accordance with Article 362 para. 2 (3) of the CCPC.

Article 2

Incentive Scheme II Participants will be persons identified as Identified Staff in accordance with applicable laws and procedures of the Bank.

Article 3

1. Incentive Scheme II shall be executed starting from 1 January 2027 until:
 - a) 31 December 2030, as regards the non-deferred part of the remuneration,
 - b) 31 December 2036, as regards the deferred part of the remuneration.
2. Incentive Scheme II shall not replace the scheme carried out the Bank, implemented by way of the ING Bank Śląski Spółka Akcyjna Ordinary General Meeting Resolution of 7 April 2022 on establishing the Incentive Scheme for Identified Staff of the Bank and authorising the Management Board of ING Bank Śląski S.A. to buy own shares to carry out the Incentive Scheme ("Incentive Scheme I").

Article 4

1. With a view to implementing Incentive Scheme II, as referred to in Article 1 above at the Bank, and to continuing delivery of Incentive Scheme I, the Ordinary General Meeting of the Bank authorise the Bank Management Board to buy the Own Shares.
2. The Own Shares will be acquired by the Bank on the terms and conditions specified herein below:
 - a) the Own Shares will be paid in full,
 - b) the Own Shares will be acquired solely in order to execute Incentive Scheme II and Incentive Scheme I;
 - c) the maximum number of the acquired Own Shares shall not exceed 600,000 (in words: six hundred thousand) shares, or 0.5% of the Bank's share capital and representing 0.5% of the total number of votes in the Bank, and in no case shall the total nominal value of the acquired Own Shares, taking into account the Own Shares acquired earlier by the Bank and its subsidiaries, which have not been sold or redeemed, exceed 0.5% of the Bank's share capital;
 - d) the total amount that may be allocated for the acquisition of Own Shares, the acquisition costs included, shall not exceed PLN 250,000,000 (in words: two hundred and fifty million) and in no case



shall it exceed the amount of the reserve capital established for this purpose, as referred to in § 5.1 hereof;

- e) the Own Shares will be acquired through the agency of an investment firm selected for this purpose,
 - f) the unit acquisition price per Own Share shall be no less than PLN 50 (in words: fifty zloty) and no more than PLN 850 (in words: eight hundred and fifty zloty). The price per Own Share shall be determined taking into account Article 5 of the MAR Regulation and the Technical Standards,
 - g) the Bank Management Board shall be authorised to buy Own Shares in the period from 16 April 2026 to 16 April 2031, provided that the Own Shares may not be acquired earlier than at the date the Polish Financial Supervision Authority, at a request of the Bank, issues a decision permitting the acquisition of Own Shares pursuant to Articles 77 and 78 of 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 (OJ EU.L.2013.176.1, as amended);
 - h) The Bank Management Board will make public detailed information on the acquisition of Own Shares, taking into account the requirements of the MAR Regulation and the Technical Standards, and will notify the General Meeting of the execution of this resolution, pursuant to Article 363 para. 1 of the CCPC.
3. The Bank Management Board, keeping in mind the interests of the Bank and acting at its discretion, may any time:
 - a) refrain from acquiring Own Shares in whole or in part, or
 - b) terminate the acquisition of Own Shares before the date indicated in section 2 sub-section g) above or before all the funds allocated therefor pursuant to section 2 sub-section d) above have been utilized.
 4. The Ordinary General Meeting authorise the Bank Management Board to:
 - a) conclude an agreement with a selected investment firm for the intermediation in the acquisition of Own Shares by the Bank;
 - b) set out other rules for the acquisition of Own Shares, including start and end dates of the acquisition of consecutive tranches of Own Shares;
 - c) take all other factual and legal actions necessary for the acquisition of the Own Shares.
 5. Should, for any reason, the resolution prove unenforceable or its implementation prove not feasible without excessive difficulties or within the assumed time frame, then – for the purpose of further execution of the Bank's obligations under Incentive Scheme II– the Bank Management Board, having the consent of the Supervisory Board, may decide to replace the Own Shares with another financial instrument, the value of which depends on the value of the Bank's shares, or to otherwise fulfil the Bank's obligations under Incentive Scheme II to deliver its objectives.

Article 5

1. In order to implement Incentive Scheme II, including but not limited to paying for Own Shares as per Article 4 hereinabove and covering their acquisition costs, the Ordinary General Meeting of the Bank resolve to change the reserve capital established for the purpose of Incentive Scheme I as set out in para. 1.2 of the Bank Ordinary General Meeting Resolution of 7 April 2022 on establishing reserve capitals and distribution of 2021 profit and past-year undivided profit, so as the capital is to be earmarked for the delivery of any and all incentive schemes adopted at the Bank, including Incentive Scheme II, and to pay the purchase price of own shares and to cover their acquisition costs in particular.
2. The reserve capital, as referred to in para. 5 may be increased based on the General Meeting resolutions, with the amounts, which may be earmarked to be divided between shareholders in keeping with Article 348 para. 1 of the CCPC.

Article 6

This resolution shall take effect as of the adoption date hereof, with the reservation that should the requisite approval by the Polish Financial Supervision Authority be required to produce specific results thereof, the said results should apply after the said approval.



Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026
on establishing Incentive Scheme II for Identified Staff of the Bank, authorising the Management Board of
ING Bank Śląski S.A. to buy own shares to carry out Incentive Scheme II as well as changing the purpose of
the established special-purpose reserve capital to carry out the incentive schemes.

The proposed resolution of the General Meeting provides for the establishment of a new round of the incentive scheme for persons having a material impact on the Bank's risk profile and who are employed at the Bank or at companies from the Bank's group, ING Bank Hipoteczny S.A. excluded ("Identified Staff") as a continuation of the earlier incentive scheme model adopted by way of Resolution No. 29 of the Bank Ordinary General Meeting of 7 April 2022 on establishing the Incentive Scheme for Identified Staff of the Bank and authorising the Management Board of ING Bank Śląski S.A. to buy own shares to carry out the Incentive Scheme; as regards the non-deferred part of the remuneration it is to be in force until 31 December 2026.

The incentive scheme is to be based on the Bank's own shares to be granted to Identified Staff free of charge as a part of variable remuneration within the meaning of the Regulation of the Minister of Finance, Funds and Regional Policy on the risk management system and internal control system and on remuneration policy in banks of 8 June 2021 (Journal of Laws 2021, item 1045).

The Bank's decision to base its incentive scheme on own shares was made taking into account the current regulations of the financial sector, which indicate that, at present, the legislator and regulator prefer actual shares as a financial instrument to be granted to Identified Staff as part of their variable remuneration. In this respect, reference can be made in particular to the guidelines of the European Banking Authority or Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 amending Directive 2013/36/EU as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures.

Own shares, unlike other financial instruments whose value depends on the value of the Bank's shares, are also a real share unit and may represent a greater value for the employee than such financial instruments and thus be a stronger incentive component for creating an increase in the Bank's value, also in a longer perspective than just the duration of the scheme itself.

At the same time, the Bank is of the opinion that using the existing shares for the incentive scheme will benefit more the Bank's shareholders than using the shares of the new issue. Thanks to it, the Bank's existing shareholding structure will not be diluted.

Draft

Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026

on distribution of 2025 profit.



Pursuant to 395 §2 item 2 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby distribute the 2025 net profit of ING Bank Śląski S.A. in the amount of PLN 4,633,304,053.23 as follows:

- a) for dividend payout: PLN 3,474,971,000.00
- b) for contribution to the reserve capital earmarked for carrying out the incentive schemes: PLN 100,000,000.00,
- c) retaining the amount of PLN 1,058,333,053.23 undivided.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on 2025 dividend payout.

In conjunction with Resolution No. of the Ordinary General Meeting of ING Bank Śląski S.A. of 16 April 2026 on distribution of 2025 profit, and pursuant to Articles 347 and 348 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the Ordinary General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

§1

1. Pay dividend from the 2025 profit in the amount of PLN 3,474,971,000.00, i.e. in the amount of PLN 26.71 per share in gross terms, on the following terms and conditions:
 - 1) 22 April 2026 shall be the date of record upon which the list of shareholders of record who are entitled to the dividend payment is determined (record date),
 - 2) the dividend shall be paid out on 27 April 2026 (payment date),
 - 3) the dividend shall be paid out on terms and conditions set out in the *Dividend Payout Procedure* as adopted by way of Resolution No. 24 of the General Meeting of ING Bank Śląski S.A. on 5 April 2018.
2. All shares issued by the Bank, i.e. 130,100,000 shares, shall be covered by the dividend payout.

Article 2

The General Meeting obliges the Management Board of the Company to execute this resolution.

**Rationale
for the draft resolutions of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026
on distribution of 2025 profit
and on 2025 dividend payout.**

The Bank Management Board submitted to the General Meeting a recommendation on proposed distribution of 2025 profit and on 2025 dividend payout as per the abovementioned specification on the following grounds.

As at 31 December 2025, the capital ratios were respectively:

- Tier I (T1) capital ratio for the Bank at 15.47% and for the Bank Group at 14.18%,



- total capital ratio for the Bank at 16.35% and for the Bank Group at 14.98%.

On 17 December 2025, the Polish Financial Supervision Authority (PFSa) adopted a stance on the banks' dividend policy in 2026 (dividend for 2025). The Bank Management Board adopted a resolution, whereby the Management Board expressed their intention to recommend that the General Meeting adopt a resolution on earmarking approx. 75% of the 2025 standalone profit of the Bank for the dividend payout.

The Bank satisfies the PFSa criteria and requirements allowing for the payout of up to 75% of the 2025 profit in dividend; it was confirmed in the individual dividend recommendation received from the Polish Financial Supervision Authority on 2 March 2026. The dividend proposal takes account of the current financial- and equity standing of the Bank and of the Bank Group, and its development plans.

Having regard to the above, the Bank Management Board recommend that the General Meeting allocate the amount of PLN 3,474,971,000.00 from the 2025 profit for the dividend payout, i.e. in the amount of PLN 26.71 per share in gross terms. This amount represents 75% of the separate and consolidated profit of ING Bank Śląski S.A. for 2025.

The Bank Management Board recommend that the General Meeting allocate the amount of PLN 100,000,000.00 for contribution to the reserve capital earmarked for carrying out the incentive schemes, as referred to in Resolution No.... of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 16 April 2026.

The remaining part of the 2025 profit in the amount of PLN 1,058,333,053.23 is to be retained undivided owing to the capital surplus, which could be divided in the future. This proposal results from the Bank's endeavour to keep the optimum amount and structure of own funds.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on amending the *Charter of ING Bank Śląski Spółka Akcyjna*.

§ 1

Pursuant to Article 430 §1 of the Commercial Companies and Partnerships Code of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve on the following amendments to the *Bank Charter*:

1. The existing wording of §8.3.8.g) shall be deleted, and in consequence, the numbering of the existing provisions marked as items §8.3.8.h)-j) shall be changed to §8.3.8.g)-i) respectively,
2. in §8.3 item 10) shall be deleted,
3. in §19.2 the first sentence shall be worded as:
"The number of the Supervisory Board Members shall not exceed 11 persons."

§ 2



The amendments to the Charter as set out in §1 require approval of the Polish Financial Supervision Authority.

Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026
on amending the Charter of ING Bank Śląski Spółka Akcyjna.

The *Charter* is being amended to:

- deletion from the objects of business of the services not provided by the Bank; i.e. agency in securities lending and borrowing and maintaining shareholder registers,
- deletion of the fragment stating that the number of Supervisory Board Members shall be determined by the General Meeting. After the amendments, §19.2 will read the maximum number of Supervisory Board Members only. The amendment serves stating that by and large the General Meeting do not have to pass a separate resolution in which they will refer to the number of Supervisory Board Members; the foregoing obviously does not change the powers of the General Meeting under Article 22.2 of the Banking Law Act and §19.1 of the *Charter*. The General Meeting may use their powers by passing resolutions whereby they appoint or revoke Supervisory Board Members, and thus they may determine the actual number of Supervisory Board Members. Whereas, passing by the General Meeting a separate resolution on determination of the number of Supervisory Board Members in advance is not indispensable.

Draft

Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026

on amending the Charter of ING Bank Śląski Spółka Akcyjna.

§1

Pursuant to Article 430 §1 of the Commercial Companies and Partnerships Code of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve on the amendment to the Bank Charter consisting in adding §8.3.2)g) in the following wording:

“g) safekeeping or recording financial instruments, including the maintenance of securities accounts, derivatives accounts and collective accounts, and maintenance of money accounts, as well as keeping financial instruments records,”

§2

The amendments to the Charter as set out in §1 require approval of the Polish Financial Supervision Authority.

Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026
on amending the Charter of ING Bank Śląski Spółka Akcyjna.



Besides the execution of orders to purchase or sell financial instruments for the account of the originator and acquisition or sale of financial instruments on own account, ING Bank Śląski S.A. as a matter of fact records financial instruments (which is as a matter of fact a factual activity for the transactions in OTC derivatives made by the Bank with clients). The said activity is a service being safekeeping or recording of financial instruments within the meaning of Article 69.4.1 of the Act on Trading in Financial Instruments of 29 July 2005 (Journal of Laws of 2024, item 722 as amended), and thus it falls within the catalogue of the activities listed under the said provision.

Pursuant to Article 70.2.4 of the Trading Act (in force since 29 September 2023), a domestic bank may perform the activities listed under Article 69.4, inter alia it may run a register of financial instruments, provided it performs at least one of the activities listed under Article 70.2.1-3 or Article 70.2.5- of that Act. Hence, when the bank performs at least of the permitted activities, it is required to record the financial instruments which are not registered in other systems (securities accounts, etc.), provided the service is not of incidental (occasional) nature.

Given the above, it is necessary to pass a resolution on amending the Bank Charter to formally include the activities of safeguarding or recording financial instruments (as to the register of financial instruments) performed under Article 70.2.4 of the Trading Act in the objects of business of the Bank. The Bank Charter should explicitly read that the Bank - to the extent laid down in Article 70.2.4 of the Trading Act - performs the activities not being brokerage business, that is safekeeping or recording financial instruments, including the maintenance of securities accounts, derivatives accounts and collective accounts, and maintenance of money accounts, as well as keeping financial instruments records. The said provision has to be added to the Bank Charter under Article 31.3.2.c) of the Banking Law (amended with the amending act of 16 August 2023) which reads that the Bank Charter should define the objects of bank business in detail, inter alia it should enumerate the activities referred to in Article 69.4 of the Trading Act.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on amendment to the Charter of ING Bank Śląski Spółka Akcyjna regarding authorisation of the Management Board to increase share capital up to the authorised capital and to exclude the pre-emptive right.

§1

Pursuant to 430 §1, Article 444, Article 445 §1 and Article 447 §1 and §2 of the Commercial Companies and Partnerships Code of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve on the amendment to the Bank Charter consisting in authorisation of the Management Board to increase the share capital up to the authorised capital for another period, by amending §11a, whereby it shall be worded as follows:

“§11a.

1. The Management Board shall be authorised to increase the share capital by the amount not higher than PLN 26,000,000 (twenty six million) from the date of entry to the register of entrepreneurs of the National Court Register of the amendment to the Bank Charter concerning this provision, but not earlier than on 27 April 2026, until 26 April 2029 (authorised capital).
2. The Management Board may exercise their right by increasing the share capital once or a few times as per section 1.



3. The Management Board resolutions concerning issue price fixing shall be approved by the Supervisory Board.
4. The authorisation referred to in section 1 shall not apply to the right to increase capital from own funds of the Bank.
5. The Bank Management Board may award shares only in consideration for cash deposits.
6. The Management Board shall not grant preferred shares or individual rights to an individually designated shareholder.
7. The Management Board shall be authorised to deprive shareholders of pre-emptive rights under the authorised capital, in full or in part, upon the Supervisory Board's approval."

§2

The amendment to the Charter as set out in §1 requires approval of the Polish Financial Supervision Authority.

§3

The amendment to the Charter provides for the authorisation of the Bank Management Board to increase the share capital on the terms and conditions set out in Article 444 et seq. of the Commercial Companies and Partnerships Code (authorised capital) for the subsequent period after the expiry of the current authorisation added to Article 11a of the Bank Charter under Resolution No. 27 of the Ordinary General Meeting on 26 April 2023. Extension of another authorisation to issue the authorised capital will enable the Management Board, if required, to take fast actions aimed at consolidating the Bank's capital position.

Rationale for the draft resolution of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 16 April 2026 on amendment to the Charter of ING Bank Śląski Spółka Akcyjna regarding authorisation of the Management Board to increase share capital up to the authorised capital and to exclude the pre-emptive right along with the Bank Management Board opinion.

The authorisation of the Bank Management Board to issue the authorised capital was originally introduced by way of Bank Ordinary General Meeting Resolution No. 27 of 21 April 2017; it was later extended by way of Bank Ordinary General Meeting Resolution No. 23 of 2 April 2020 for the period from 22 April 2020 to 21 April 2023 and Bank Ordinary General Meeting Resolution No. 27 of 26 April 2023 for the period until 26 April 2026.

The amendment to the Bank Charter is proposed to grant authorisation to the Management Board to increase share capital up to the authorised capital for another period under Article 444 §2 of the CCPC. For that purpose, it is proposed to amend Article 11a of the Charter consisting in a new authorisation for the period, from the date of entry to the register of entrepreneurs of the National Court Register of the amendment to the Bank Charter, but not earlier than on 27 April 2026 (after the expiry of the current authorisation) to 26 April 2029 while keeping the limit amount of the authorised capital (PLN 26,000,000) from the current authorisation. The other terms and conditions of the authorisation stemming from §11a of the Charter would continue to apply for the new authorisation.

The draft provision continues to read in particular the authorisation of the Management Board to deprive shareholders of pre-emptive rights under the authorised capital, in full or in part, upon the Supervisory Board's approval. The issue price of shares issued under authorised capital shall be fixed by the Management Board, taking account of the market environment at the time of passing a relevant resolution.



The authorisations to issue the authorised capital granted to date have not been exercised by the Management Board. The Management Board is of the opinion that the reasons behind introducing the authorised capital continue to apply. It is notably justified to keep the right of the Management Board to take quick action, as required, to make a capital injection at the Bank. The standard share capital increase procedure always requires a resolution of the General Meeting, whereby the process becomes protracted. It can be of importance in the case of a risk that the Bank may fail to fulfil capital requirements and it may help to prevent such a risk. For the authorised capital, the Management Board would be able to conduct a directional issue addressed to the strategic investor, should such a need arise. Keeping the authorisation of the Management Board to exclude or limit the pre-emptive rights to shares issued under authorised capital is proposed therefor. Both the Management Board decisions on exclusion or limitation of the pre-emptive rights of the existing shareholders and those regarding the share issue price shall be controlled by the Supervisory Board, whose approval is required to both the former and the latter. This control is to ensure protection of interests of the Bank and its shareholders. In view of the above, the Bank Management Board is of the opinion that the passing by the General Meeting the resolution regarding the authorisation of the Management Board to increase share capital up to the authorised capital and the option for the Management Board to exclude the pre-emptive rights of the existing Bank shareholders in full or in part is fully justified and is in the best interest of the Bank and its shareholders.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026**

on assessing satisfaction of the requirements referred to in Article 22aa of the Banking Law Act by the incumbent Members of the Supervisory Board (suitability assessment).

Pursuant to §18 item 3 of the Charter of ING Bank Śląski S.A. in conjunction with Article 22a §2 of the Banking Law Act of 29 August 1997 and considering the recommendation of the ING Bank Śląski S.A. Supervisory Board Remuneration and Nomination Committee, the General Meeting of ING Bank Śląski S.A. hereby ascertain that each and every existing member of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. Ms Monika Marcinkowska,
2. Ms Małgorzata Kołakowska,
3. Mr Michał Szczurek,
4. Ms Dorota Dobija,
5. Mr Arkadiusz Krasowski,
6. Mr Hans De Munck, and
7. Mr Serge Offers,

has the knowledge, skills and experience required to hold the function of a Member of the ING Bank Śląski S.A. Supervisory Board, provides assurance of proper performance of duties relating to that function and fulfils other requirements as set out in Article 22aa of the Polish Banking Law Act.

At the same time, based on the Remuneration and Nomination Committee recommendation, the General Meeting state that the individual competences of the individual Members of the Supervisory Board, are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect



of all the business areas of the Bank and the Supervisory Board as a whole holds the adequate knowledge, abilities and experience enabling them to understand the actions of the Bank, the main risks included.

Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna 16 April 2026
on assessing satisfaction of the requirements referred to in Article 22aa of the Banking Law Act by the
existing Members of the Supervisory Board (suitability assessment).

In line with the regulations adopted by the Bank in regard to the suitability assessment, the General Meeting shall perform the individual re-assessment of the existing Supervisory Board Members and the collective suitability assessment of the Supervisory Board.

The Supervisory Board Remuneration and Nomination Committee provides support in the suitability assessment process. The Committee prepared due recommendations for the General Meeting. A third party – PwC Poska Kassel i Wspólnicy spółka komandytowa – was also engaged in the preliminary suitability assessment process.

Draft

Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026

on amending the ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy.

§ 1

Pursuant to Article 90d of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005, the General Meeting of ING Bank Śląski S.A. hereby pass the following amendments to the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy* (hereinafter: the “Policy”):

1. §4.2 shall be worded:

The base salary on account of membership on the Supervisory Board shall be PLN 18,500 (in words: eighteen thousand and five hundred zlotys ^{00/100}) per month in gross terms.

2. §4.3 shall be worded:

The monthly allowance for each additional function held by the Supervisory Board members on the Supervisory Board or its committees shall be determined by amount and shall be as follows:

- a) Chair of the Supervisory Board – PLN 18,500,*
- b) Deputy Chair and Members who are Chair of the Risk Committee and Remuneration and Nomination Committee – PLN 6,000,*
- c) Member who is Chair of the Audit Committee – PLN 14,000,*
- d) Members other than Chairs of the Supervisory Board Committees – PLN 3,000.*

3. In §4, new sections 7 and 8 are added and shall be worded as follows:



7. *The Bank offers the Member of the Supervisory Board access to medical care on a voluntary basis under the Single Golden Package, including hospital insurance. The Bank pays all the financial charges connected with the said benefit. The Member of the Board may extend the scope of their medical care to the Partner Golden Package or the Family Golden Package, including hospital insurance. The additional payment for the selected package is to be made by the Board Member himself/herself in the amount of 35% of the total price of the given package. The remaining amount, constituting 65% of the package price, is paid by the Bank.*
8. *The Bank offers the Member of the Supervisory Board access to additional benefits, provided that the Member bears the full cost of these benefits:*
 - a) *group life insurance,*
 - b) *oncology insurance,*
 - c) *sports card,*

on the terms and conditions set out in the agreements concluded between ING Bank Śląski S.A. and the service providers.

4. §5.3 shall be worded:

3. *The Bank shall withhold the mandatory taxes and contributions from the remuneration and additional benefits on the terms and conditions set out in separate regulations.*

Enclosure with Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski S.A.
of 16 April 2026

ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy

CHAPTER 1. GENERAL PROVISIONS

§ 1

1. This ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy (hereinafter referred to as the "Policy") has been developed, upon taking account of:
 - a) the Banking Law Act of 29 August 1997,
 - b) *Principles of Corporate Governance for Supervised Institutions*, as introduced by way of the Polish Financial Supervision Authority Resolution of 22 July 2014, and
 - c) the Act of 29 July 2005 on Public Offering and on the Terms of Introducing Financial Instruments into Organized Trading and on Public Companies.
2. The Policy is aligned with the values and long-term interests of ING Bank Śląski S.A. (hereinafter: the "Bank"), and – as such – it is conducive to the effective management of the Bank's risks and to the company's stability. Furthermore, the Policy supports sustainable growth of the bank, which is understood as actions taken in areas that are meaningful for the society and for the economy, as well as responsibility for and care of the results of those actions, and which is part and parcel of the business strategy. The means to achieve those goals include the following in particular:



- a) introducing variable remuneration components for the Management Board members the final amount of which is conditional on the Bank's performance,
 - b) tying the remuneration of the Management Board- and Supervisory Board members with the average remuneration of other Bank employees,
 - c) making the payment of the variable remuneration components to the Management Board members dependent on the Bank's fulfilment of certain capital requirements, and
 - d) inclusion of criteria arising from the adopted Sustainable Growth Strategy in the non-financial targets which are set by the Supervisory Board for the Management Board members each year.
3. The purpose of this Remuneration Policy is to ensure that the conflicts of interest relating to remuneration are identified and mitigated properly. The process for awarding variable remuneration involves adequate risk-mitigating actions, that is a multi-level decision-making process as well as clear and transparent rules of performance assessment.

CHAPTER 2. TERMS AND CONDITIONS OF THE SUPERVISORY BOARD MEMBERS' REMUNERATION

§ 2

Basis of holding the Supervisory Board Member's function

1. Each member of the Supervisory Board shall fulfil his/ her function upon his/ her appointment pursuant to a General Meeting resolution.
2. The members of the Supervisory Board shall be appointed for a joint term of office which shall begin on the appointment date and shall last for the next four full financial years. The members of the Supervisory Board shall hold their mandates until the date of the General Meeting approving the financial statements for the last full financial year in which they held their function.
3. The Bank shall not enter into any employment contracts, work order agreements, contracts for a specific work or any other similar contracts or agreements on account of a person's membership of the Supervisory Board.
4. A Supervisory Board member may be recalled from his/ her function at any time by way of a General Meeting resolution.
5. Furthermore, the Supervisory Board member mandate shall expire in other cases set out in the Commercial Companies and Partnerships Code and in the Bank's Charter.

§ 3

Criteria of setting the remuneration of the Supervisory Board members

1. The level of the Supervisory Board members' remuneration and allowances for holding additional functions on the Supervisory Board shall be set upon accounting for the market medians for those positions in the banking sector, as well as the scale of the Bank's operations and its financial situation.
2. The monthly fixed remuneration of the individual Supervisory Board members shall represent no more than 10-fold average base remuneration of an employee of ING Bank Śląski S.A.

§ 4



Remuneration of the Supervisory Board members

1. Fixed remuneration of the Supervisory Board members shall be composed of:
 - a) base remuneration, and
 - b) an allowance for additional functions held on the Supervisory Board or its committees, as referred to in item 3 below.
2. The base salary on account of membership on the Supervisory Board shall be PLN 18,500 (in words: eighteen thousand and five hundred zlotys ^{00/100}) per month in gross terms.
3. The monthly allowance for each additional function held by the Supervisory Board members on the Supervisory Board or its committees shall be determined by amount and shall be as follows:
 - a) Chair of the Supervisory Board – PLN 18,500,
 - b) Deputy Chair and Members who are Chair of the Risk Committee and Remuneration and Nomination Committee – PLN 6,000,
 - c) Member who is Chair of the Audit Committee – PLN 14.000,
 - d) Members other than Chairs of the Supervisory Board Committees – PLN 3.000.
4. The remuneration shall be due and payable regardless of the frequency of the Supervisory Board meetings.
5. Members of the Supervisory Board who also hold other functions in the ING Group entities shall perform their tasks on the Supervisory Board without payment. Members of the Supervisory Board shall waive their right to remuneration in writing.
6. Members of the Supervisory Board shall not be awarded any variable remuneration.
7. The Bank offers the Member of the Supervisory Board access to medical care on a voluntary basis under the Single Golden Package, including hospital insurance. The Bank pays all the financial charges connected with the said benefit. The Member of the Board may extend the scope of their medical care to the Partner Golden Package or the Family Golden Package, including hospital insurance. The additional payment for the selected package is to be made by the Board Member himself/herself in the amount of 35% of the total price of the given package. The remaining amount, constituting 65% of the package price, is paid by the Bank.
8. The Bank offers the Member of the Supervisory Board access to additional benefits, provided that the Member bears the full cost of these benefits:
 - a) group life insurance,
 - b) oncology insurance,
 - c) a sports card,
 on the terms and conditions set out in the agreements concluded between ING Bank Śląski S.A. and the service providers.

§ 5

Principles of remuneration payment to the Supervisory Board members

1. The remuneration of a Supervisory Board Member for a given month shall be paid on the last business day of the month.
2. Where the functions of a Supervisory Board Member or additional functions on the Supervisory Board are performed for a period shorter than a full calendar month, the Supervisory Board Member shall be entitled to remuneration on a pro rata basis.
3. The Bank shall withhold the mandatory taxes and contributions from the remuneration and additional benefits on terms and conditions set out in separate regulations.



CHAPTER 3. TERMS AND CONDITIONS OF THE MANAGEMENT BOARD MEMBERS' EMPLOYMENT AND REMUNERATION

§ 6

Employment

1. Employment is based on an employment contract for a specified period of time which shall cover a joint term of office, beginning on the appointment date and lasting for the next four full financial years, considering the term of mandate until the date of the General Meeting approving the financial statements for the last full financial year of the Management Board Members' term of office.
2. The employment contract may be terminated:
 - a) at any time upon consent of the parties thereto,
 - b) by the Management Board member, upon giving a six-month notice and resigning from the function held,
 - c) as a result of the Management Board member's being recalled from his/ her function by the Supervisory Board in which case such a recall shall be treated as contract termination on a six-month notice period,
 - d) without notice pursuant to the procedure set out in Articles 52 and 53 of the Labour Code.

§ 7

Remuneration of the Management Board members

1. The total remuneration of a Management Board member shall be composed of:
 - a) fixed remuneration which includes base remuneration and fringe benefits as set out in the *Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.*,
 - b) variable remuneration which represents the annual bonus. The criteria of awarding the variable remuneration are consistent with the long-term business strategy, values and risk appetite of the Bank, promote and support effective risk management process as well as support the Bank and its clients' long-term interests. The bonus shall be deferred for five years from the date on which the Supervisory Board determined the variable remuneration (in case of the President of the Management Board, the deferral period is six years). In the case of awarding a Member of the Management Board the variable remuneration below the amount specified by the Supervisory Board in the *Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.*, the deferral shall not apply. In the case of awarding a member of the Management Board a particularly high amount of variable remuneration specified in the above-mentioned Bylaw, not less than 60% of the awarded variable remuneration shall be deferred.

The fixed remuneration to variable remuneration ratio shall be 1 to 1.

2. The annual non-deferred and deferred annual bonus shall be sub-divided into two parts (rounded up to the total number of the financial instruments):
 - a) at least 50% in shares in ING Bank Śląski S.A. or other financial instruments which entitles the holder to receive funds in an amount conditional on the value of the ING Bank Śląski S.A. shares, and
 - b) the remaining portion shall be paid out in cash.
3. The base remuneration of a Management Board member shall be determined in conjunction with a benchmark according to a selected job valuation methodology, based on a role description in reference to



the knowledge, challenges, issues and responsibilities in a given position, as well as the professional experience.

4. When determining the terms of remuneration of the Management Board members, the Supervisory Board shall take into account the market data, including the median for comparable positions at comparable organisations, upon accounting for the Bank's operations and its financial situation.
5. The average annual total gross remuneration of individual members of the Management Board shall not exceed 40-fold the average total gross remuneration of other employees in an annual period. The relationship is analysed annually as part of the remuneration policy review.

CHAPTER 4. FINAL PROVISIONS

§ 8

Policy establishment

1. The draft Policy has been adopted by the Management Board and approved by the Supervisory Board following recommendation of the Remuneration and Nomination Committee.
2. The Policy shall be adopted by way of a General Meeting resolution.

§ 9

Policy implementation

The General Meeting shall authorise the Supervisory Board to elaborate further on certain elements of the Policy, within the limits set out by the General Meeting herein, and the applicable laws, notably:

- a) the description of fixed- and variable remuneration components, including bonuses and other financial- and non-financial benefits that may be awarded to the members of the Management Board,
- b) financial- and non-financial criteria concerning the award of variable remuneration components, upon considering the provisions of §1 section 2,
- c) information concerning the payment deferral periods and the bank's ability to demand the return of variable remuneration components,
- d) determination of the vesting periods in case of remuneration in the form of financial instruments, the rules of disposal of those financial instruments, and explanation as to how the award of remuneration in the form of financial instruments helps to implement the business strategy, the long-term interests and the stability of the bank.

§ 10

Policy review

1. This Policy shall be subject to an annual review by the Centre of Expertise HR which shall also comprise an analysis of market data on salaries.
2. The results of the review along with recommended adequate actions in the remuneration area shall be presented to the Supervisory Board.
3. Any material amendment to the remuneration policy must be adopted by the General Meeting by way of a resolution.



4. Each year, the Supervisory Board shall draw up a report on the implementation of the remuneration policy. The General Meeting shall assess, based on the report, whether or not the Policy is conducive to the development and safety of the Bank's operations.

§ 11

Effective date and publication of the Policy

1. The Policy shall come into force as of the day specified in the resolution of the General Meeting. The resolution concerning the Policy shall be taken not less frequently than every four years.
2. The Bank shall publish, on its website, the Policy and the resolution on its approval, along with the date of resolution adoption and voting results.

Rationale

**for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna 16 April 2026
on amending the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy*.**

The amendments to the *Policy* as regards the structure of the remuneration of the Supervisory Board Members for their functions on the Supervisory Board and its Committees derive from the annual review of the Supervisory Board Members remuneration on the basis of the reports on the remuneration of the Supervisory Board and Management Board Members for 2024, as published by banks under the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005.

The amendment recommended to the Policy concerns:

- 1) the structure of the remuneration of the Supervisory Board Members for their functions on the Supervisory Board and its Committees by changing the way of presenting their remuneration in percentage terms to presenting specific amounts. The amendment results from accounting for the remuneration policy of the parent entity and is to make more transparent the remuneration due for the functions of the Supervisory Board Members on the Supervisory Board and its Committees,
- 2) enabling the Supervisory Board Members to make use of additional benefits offered by the Bank.

Draft

Resolution No. ... of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of ... April 2026

on amending the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.*

§1

Pursuant to §18 item 3) of the Charter of ING Bank Śląski S.A. in conjunction with recommendation 5 of Recommendation Z of the Polish Financial Supervision Authority on corporate governance rules at banks, the General Meeting of ING Bank Śląski S.A. hereby pass amendments:



1) to §2.3 of the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.* (hereinafter: the “Policy”), which shall be worded:

“3. The number of the Supervisory Board Members shall not exceed 11 persons and it may not be lower than 5 persons.”

2) to §4.16 of the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.* (hereinafter: the “Policy”), which shall be worded:

“16. The individual assessment of a candidate for the Supervisory Board Member and the re-assessment of a Supervisory Board Member shall be performed at the following stages:

- 1) giving an instruction to commence an assessment,
- 2) determining the scope of the assessment (in the case of a re-assessment),
- 3) preparing the documents and providing them to the candidate,
- 4) completing the documents by the candidate/ Supervisory Board member,
- 5) verifying the documents and performing a preliminary assessment,
- 6) preparation of the recommendations by the Remuneration and Nomination Committee, and
- 7) an assessment of the candidate by the General Meeting and a decision on his/ her appointment or recall, if any, in the event of a re-assessment.

An external entity is engaged for the purpose of a suitability assessment of Members, or candidates for Members, of the Supervisory Board as support for the Remuneration and Nomination Committee during the preliminary assessment process.

As part of the initial assessment referred to in point 5), a separate conflict of interest assessment is carried out by the Chief Compliance Officer. The scope of information subject to verification is based on the PFSA form regarding the assessment of members and candidates for members of the governing bodies of banks. The verification aims to assess any potential conflict of interest in accordance with the Conflict of Interest Policy, including decisions made in previous positions that could be evaluated in the context of the new role, as well as any activities, engagements, and functions performed outside the Bank by the candidate or their close relatives.”

§ 2

As a result of the amendments referred to in §1, the Policy shall have the wording as enclosed herewith.

Enclosure with Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski S.A.
of 16 April 2026

Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.

CHAPTER 1. GENERAL PROVISIONS

§ 1

1. This *ING Bank Śląski S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy* (hereinafter referred to as the “Policy”) has been developed, upon taking account of the provisions of the Banking Law Act and of Recommendation Z concerning corporate governance rules at banks.
2. Thanks to the principles defined in the Policy, it contributes to the effective supervision and management of the Bank.



CHAPTER 2. APPOINTMENT OF THE SUPERVISORY BOARD MEMBERS AND SUITABILITY ASSESSMENT

§ 2

General principles regarding appointment

1. A Supervisory Board Member shall be appointed when:
 - a) the mandate of an existing Supervisory Board Member expires,
 - b) the number of the Supervisory Board Members is increased within the limits set out in the *ING Bank Śląski S.A. Charter*, particularly when the result of the collective suitability assessment of the Supervisory Board shows that the Supervisory Board should be expanded.
2. Members of the Supervisory Board shall be appointed by the General Meeting during a secret voting, upon considering the requirements set out in the Banking Law Act and in the Policy, 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.
3. The number of the Supervisory Board Members shall not exceed 11 persons and it may not be lower than 5 persons.
4. Subject to Section 6, there should be at least two Supervisory Board Members who are free from any ties with the Bank, its shareholders or employees, where ties are understood as ties that may have a material impact on the ability of such a Member to take impartial decisions (Independent Members).
5. The independence criteria of the Independent Members arise from the legal provisions and the *Best Practice of GPW Listed Companies* adopted by the Bank; they are defined in detail in the *Bylaws of the ING Bank Śląski S.A. Supervisory Board*.
6. The independence criteria should be met by:
 - a) the majority of the Audit Committee Members, including its chairperson; at least one of the Independent Members on the Audit Committee should also have qualifications in accounting or financial auditing,
 - b) the majority of the Remuneration and Nomination Committee and of the Risk Committee Members, including their respective chairpersons.
7. The Members of the Supervisory Board shall be appointed for a joint term of office which shall begin on the appointment date and shall last for the next four full financial years.
8. At least half of the Supervisory Board Members, including its Chairperson, should be the citizens of the Republic of Poland.

§ 3

Process of nominating candidates

1. Each shareholder shall have the right to nominate a candidate for the Supervisory Board Member. The nominees shall be proposed with justification and a brief CV covering in particular their education and professional history.
2. A nominee shall give consent to being a candidate for the Supervisory Board and shall declare whether or not s/he meets the criteria adopted by the Bank so that s/he can be considered an independent member of the Supervisory Board. S/he shall also submit other statements as required under the generally applicable laws, including information and statements required to assess suitability in accordance with this Policy. The candidate should provide information and statements as required for the purpose of suitability assessment as soon as s/he has been nominated; the information and statements shall be provided in the form compliant with the *Methodology of the suitability assessment of members of governing bodies at entities supervised by the Polish Financial Supervision Authority* (hereinafter: "PFSA Methodology").



3. The detailed procedure for the appointment of Supervisory Board Members has been described in the *Bylaws of the ING Bank Śląski S.A. General Meeting*.

§ 4

Candidate screening process and suitability assessment

1. When assessing suitability and appointing members of the Supervisory Board, one should consider the need to fulfil legal- and statutory requirements concerning the composition of the Supervisory Board, including in particular those described in § 2 Sections 2-8, and the ability for the Supervisory Board to appoint statutory committees from among the Supervisory Board Members.
2. The Bank put in place processes to ensure a composition of the Supervisory Board that allows for getting access to a broad scope of competences when appointing its members in order to acquire various perspectives and experience and to enable issuing independent opinions and reasonable decisions within the authority.
3. In order to ensure high quality of task performance by the Supervisory Board by selecting competent people, one shall apply, first and foremost, objective fact-based criteria and account for benefits deriving from diversity.
4. When taking a decision to appoint members of the managing bodies, the Bank takes into consideration the fact that more diverse governing bodies are conducive to constructive challenge and discussion based on various viewpoints.
5. Subject to Section 14, the suitability assessment of the Supervisory Board Members is performed by the General Meeting. The Remuneration and Nomination Committee shall provide support during the suitability assessment process; the Committee shall prepare the relevant recommendations for the General Meeting based on this Policy and the regulations adopted by the Management Board and by the Supervisory Board concerning the internal suitability assessment process at the Bank.
6. The suitability assessment shall include the individual (primary and secondary) assessment and the collective assessment of the Supervisory Board Members as a whole. The individual suitability assessment shall include the following criteria:
 - 1) knowledge, professional experience, skills and competence,
 - 2) guarantee of due performance of duties entrusted, i.e., criminal record, reputation, integrity and ethics, financial situation, independent judgement, including conflict of interest.
 - 3) devoting the time required to perform the tasks at the position, and
 - 4) combining functions.
7. The collective suitability assessment should ensure that the Supervisory Board are able to understand the Bank's business activity and the risks relating thereto.
8. The suitability assessment shall account for competences required to perform tasks of the individual Supervisory Board committees.
9. When performing a detailed assessment of the above criteria, the Bank shall consider the PFSA Methodology.
10. The individual assessment is performed at least:
 - 1) when there are material changes on the Supervisory Board, including:
 - a) when appointing new Members of the Supervisory Board,
 - b) when re-appointing Members of the Supervisory Board (for a new term of office),
 - 2) on a periodic basis – at least once a year,
 - 3) in other cases that have a material impact on the suitability of a Supervisory Board Member, or of the Supervisory Board as a whole.



11. If there are more than one premise for the assessment existing at the same time, the assessment may be performed once.
12. The collective assessment of the Supervisory Board shall be performed in the event of a material change to the suitability assessment of individual Supervisory Board Members, when there are material changes on the Supervisory Board, in any other case that has a significant impact on the collective suitability of the Supervisory Board and on a periodic basis – at least once a year.
13. If the collective suitability assessment of the Bank Management Board, performed in accordance with the Bank's internal regulations in that area, is negative, the General Meeting should consider re-assessment of the Supervisory Board's individual- and collective suitability for the performance of duties related to ensuring an adequate composition of the Bank Management Board. The Management Board shall provide information on the outcome of such an assessment to the General Meeting.
14. In the event of changes to the responsibilities of a Supervisory Board Member, particularly due to a change in the composition of the Supervisory Board committees, the suitability assessment shall be performed by the Supervisory Board as an authority that has competence to establish committees. In that case, the provisions of Sections 16-24 shall apply accordingly. In other cases, wherever ad-hoc individual suitability assessment of a Supervisory Board Member or a collective suitability assessment of the Supervisory Board is needed, the said assessment should be made by the Remuneration and Nomination Committee and the assessment results are to be relayed to the Supervisory Board and also to the nearest General Meeting. If, as a result of the assessments referred to in the foregoing, the Supervisory Board finds it necessary to change its composition, §7 Section 4 shall apply as appropriate.
15. If re-assessment is triggered by specific circumstances, the re-assessment may be limited to examining whether or not the assessed person still fulfils the suitability criterion in view of a given situation.
16. The individual assessment of a candidate for the Supervisory Board Member and the re-assessment of a Supervisory Board Member shall be performed at the following stages:
 - 1) giving an instruction to commence an assessment,
 - 2) determining the scope of the assessment (in the case of a re-assessment),
 - 3) preparing the documents and providing them to the candidate,
 - 4) completing the documents by the candidate/ Supervisory Board member,
 - 5) verifying the documents and performing a preliminary assessment,
 - 6) preparation of the recommendations by the Remuneration and Nomination Committee, and
 - 7) an assessment of the candidate by the General Meeting and a decision on his/ her appointment or recall, if any, in the event of a re-assessment.

An external entity is engaged for the purpose of a suitability assessment of Members, or candidates for Members, of the Supervisory Board as support for the Remuneration and Nomination Committee during the preliminary assessment process.

As part of the initial assessment referred to in point 5), a separate conflict of interest assessment is carried out by the Chief Compliance Officer. The scope of information subject to verification is based on the PFSA form regarding the assessment of members and candidates for members of the governing bodies of banks. The verification aims to assess any potential conflict of interest in accordance with the Conflict of Interest Policy, including decisions made in previous positions that could be evaluated in the context of the new role, as well as any activities, engagements, and functions performed outside the Bank by the candidate or their close relatives.

17. If the assessment result is positive, the Remuneration and Nomination Committee shall recommend the appointment of the candidate to the Supervisory Board. The General Meeting shall assess the candidate, by way of a resolution, and depending on the assessment result, the General Meeting shall take a decision on the candidate's appointment to the Supervisory Board.
18. Where it is identified that a candidate for the Supervisory Board lacks some specialist knowledge or there are other reservations that may be overcome within a short period of time, the Remuneration and Nomination Committee may recommend that the candidate be appointed to the Supervisory Board on



the condition that the person supplements that knowledge within designated time, not longer than 3 months, or that the reservations are eliminated within time designated by the General Meeting. If the General Meeting decides to appoint a candidate for a position on the Supervisory Board provided that remedial measures are taken, the General Meeting shall approve the manner and the deadline for the completion of remedial measures. Upon completion of remedial measures, the candidate shall present a document to prove that the reservations have been eliminated.

19. If the result of the assessment made by the Remuneration and Nomination Committee is negative and the conditions referred to in Section 18 have not materialised, the Committee shall issue negative recommendation regarding the appointment of the candidate for a position on the Supervisory Board.
20. Where the General Meeting decide not to appoint a candidate for the position on the Supervisory Board, then, depending on the results of the Supervisory Board's collective suitability assessment, the General Meeting shall analyse the measures required to ensure continuity of the Supervisory Board's operations and take adequate actions to implement them, such as resolving to take a break in the General Meeting's debates in order to report on and assess the suitability of new candidates, or recommend that the Management Board convene another General Meeting.
21. In the case of candidates for Supervisory Board Members, the suitability assessment shall be performed before their appointment. Should it be impossible, in exceptional cases, the suitability assessment should be performed without undue delay, not later than within 4 weeks from the moment the person assumes the position.
22. In the case of a re-assessment of a Supervisory Board Member, Sections 17 to 19 shall apply accordingly; however:
 - a) the recommendation of the Remuneration and Nomination Committee may cover:
 - i. keeping the Supervisory Board member on his/ her position,
 - ii. keeping the Supervisory Board member on his/ her position provided s/he completes remedial measures within the designated deadline,
 - iii. recalling a Supervisory Board member.
 - b) if such a need arises from the suitability assessment, the General Meeting shall make a decision on recalling a Supervisory Board Member, or the General Meeting shall approve the manner of and the deadline for the implementation of remedial measures. Where a Supervisory Board member is recalled, Section 20 is applied accordingly.
23. As part of the collective suitability assessment of the Supervisory Board where:
 - a) the assessment result is positive, the Remuneration and Nomination Committee shall recommend a positive collective suitability assessment of the Supervisory Board and that the Supervisory Board be kept as it is,
 - b) the assessment result is negative, the Remuneration and Nomination Committee shall recommend that remedial measures be taken and set the deadline for their implementation.
24. The General Meeting shall perform an assessment of the collective suitability of the Supervisory Board in the form of a resolution; depending on the results of that assessment, the General Meeting shall decide on the implementation of remedial measures. If the General Meeting decides that remedial measures should be implemented, the General Meeting shall approve the manner and the deadline for the completion of remedial measures.
25. Detailed principles concerning the internal process of the suitability assessment are set out in the regulations of the Bank Management Board and Supervisory Board.

CHAPTER 3. ONBOARDING AND TRAINING



General principles of the onboarding process

1. The onboarding and training process for the Supervisory Board Members seeks to ensure individual and collective suitability of the members of the body and satisfaction by them of the requirements of their position, including, but not limited to:
 - 1) facilitating their clear understanding of the applicable statutory-, executive- and administrative regulations, and of the bank's structure, business model, risk profile and bank governance arrangements,
 - 2) inducting them to the role of the body members,
 - 3) ensuring relevant general and as appropriate individually-tailored training programmes.
2. The Bank shall allocate sufficient time and financial resources for effective onboarding and training for the Supervisory Board Members, ensuring thereby that they are suitable and that they satisfy the requirements of their position. When establishing the resources and funds required to deliver effective policies and procedures for the onboarding and training of the Supervisory Board Members, the Bank should take into account available relevant industry benchmarks, for example relating to the available training budget and training days provided, including benchmarking results provided by the EBA.
3. The Bank Management Board shall ensure performance of duties being development of a detailed training programme, considering the number of meetings devoted to onboarding and training, their costs and related administrative tasks.

§ 6

Onboarding process set up

1. Newly appointed Supervisory Board Members shall receive essential information about the onboarding process not later than within 1 month from position assumption by them; they shall be inducted into their duties within 6 months from the position assumption date.
2. Where Supervisory Board Members are subject to specific knowledge and skills acquisition requirements, their training and onboarding are to supplement the lack of knowledge or skills in due time, if feasible, before the actual position assumption or immediately upon position assumption otherwise. Those goals should be achieved within 1 year after position assumption at the latest.
3. The Supervisory Board Members are required to satisfy the requirements of significance for the financial services sector, including job description-based education in banking and finance, economics, law, accounting, audit, administration, financial regulations, IT and quantitative methods, for example. The following areas have been identified as particularly requiring training and onboarding:
 - 1) financial markets,
 - 2) legal requirements and regulatory framework,
 - 3) strategic planning, understanding of the bank's business strategy and accomplishment thereof,
 - 4) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of the bank),
 - 5) accounting and auditing,
 - 6) assessment of the effectiveness of the bank's arrangements, ensuring effective governance, oversight and controls; and
 - 7) interpretation of the bank's financial information, the identification of key issues based on that information, and appropriate controls and measures.
4. The training programme shall also include raising awareness regarding the benefits of diversity in the governing bodies and at the bank.



5. Competent business units of the bank shall be engaged as needed in the process of developing training programmes, upon considering that the training programmes should not be limited to the areas of activity for which the individuals are directly responsible
6. The Supervisory Board Members are required to upgrade and broaden their knowledge and skills needed to perform their duties. Members of management bodies may request training to that effect.

CHAPTER 4. RECALLING SUPERVISORY BOARD MEMBERS, LIMITING THE RISK OF VACANCIES AND FILLING VACANCIES ON THE SUPERVISORY BOARD

§ 7

General principles concerning the recall of a Supervisory Board Member and the procedure for filling vacancies on the Supervisory Board

1. A Supervisory Board Member shall in particular be recalled if the outcome of the re-assessment of the Supervisory Board Member's individual suitability is negative. Except in particularly justified cases, decisions to recall members of the Supervisory Board should not lead to several vacancies in the composition of the Board within a short period of time.
2. Where the Supervisory Board Member is recalled, the shareholders should promptly put forward a new candidate to hold a function on the Supervisory Board, unless the collective suitability assessment of the Supervisory Board shows that the Supervisory Board may operate with a lower number of members, provided that the minimum number of the Supervisory Board members as indicated in §2 Section 3 is met.
3. Except in exceptional situations, impossible to foresee in advance, changes in the composition of the Supervisory Board should be made in such a way as to ensure that the new candidate can be recruited and assessed well in advance.
4. If there is a sudden vacancy on the Supervisory Board, the Remuneration and Nomination Committee shall conduct a collective suitability assessment of the Supervisory Board. Upon reviewing the assessment results, the Chairperson or Deputy Chairperson of the Supervisory Board may decide to notify the Management Board of the need to convene an Extraordinary General Meeting in order to fill the vacancy on the Supervisory Board, or to fill the vacancy on the Supervisory Board during the nearest General Meeting.
5. Notwithstanding the provisions of Section 4, if – as a result of the expiry of a Supervisory Board Member's mandate – the number of the Supervisory Board Members is lower than five, the Chairperson or Deputy Chairperson of the Supervisory Board shall notify the Bank Management Board of the need to convene the Extraordinary General Meeting immediately to fill the vacancies on the Supervisory Board so that it meets at least the statutory minimum.
6. A Supervisory Board Member should not resign from that function during the term of office if such resignation could have a negative impact on the Supervisory Board's ability to operate, and in particular on the Board's ability to pass resolutions.
7. The resignation of the Supervisory Board Member from the function should be effective as of the future date, adequately remote, enabling the appointment of a new Supervisory Board Member after appropriate application of a suitability assessment.

CHAPTER 5. FINAL PROVISIONS

§ 8

Establishment of and amendments to the Policy

1. The draft Policy has been adopted by the Management Board and approved by the Supervisory Board following recommendation of the Remuneration and Nomination Committee.



2. The Policy shall be approved by way of a General Meeting resolution.
3. The Policy shall be amended according to the same procedure that was followed when the Policy was first adopted.
4. As for any matters not regulated herein, the applicable commonly binding laws and internal regulations of the Bank shall apply, including but not limited to: the *ING Bank Śląski S.A. Charter*, the *Bylaws of the ING Bank Śląski S.A. General Meeting* and the *Bylaws of the ING Bank Śląski S.A. Supervisory Board*.

Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026
on amending the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of*
ING Bank Śląski S.A.

The amendment to §2.3 of the Policy is consistent with the amendment proposed to §19.2 of the Charter of ING Bank Śląski Spółka Akcyjna. As in the latter case, the amendment serves deleting the section indicating that the number of Supervisory Board Members shall be determined by the General Meeting. The amendment serves stating that by and large the General Meeting do not have to pass a separate resolution in which they will refer to the number of Supervisory Board Members.

The amendment to §4.16 of the Policy stems from the need to clarify the conflict of interest assessment process and the role of the Centre of Expertise Compliance in the suitability assessment process. The proposed change precisely defines the timing of conflict of interest assessment in the process.

Draft

Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026

on amending the *Bylaw of the General Meeting of ING Bank Śląski S.A.*

Pursuant to §18 item 3) of the Charter of ING Bank Śląski S.A., the General Meeting of ING Bank Śląski S.A. hereby resolve on the following amendments to the *Bylaw of the General Meeting of ING Bank Śląski Spółka Akcyjna*:

1. §10.1 shall be worded as:

“1. If the General Meeting agenda contains an item related to appointing the Supervisory Board Members for the new term of office or changing the composition of the Supervisory Board, the General Meeting shall decide, by resolution, on the number of the Supervisory Board Members within the thresholds laid down in the Charter. Subject to §11, the General Meeting may appoint Supervisory Board Members or change the Supervisory Board composition within the thresholds laid down in the Charter without the need to pass a separate resolution, as referred to in the foregoing, and without the need to amend such a resolution which had been passed during the preceding election of the Supervisory Board Members.”
2. §10.5 shall be worded as:

“5. Voting for particular candidates to the Supervisory Board is effected by secret ballot, separately for each candidate to be elected by the absolute majority of votes. Should the General Meeting pass a resolution on determining the number of Supervisory Board Members in line with the first sentence in section 1, the Supervisory Board shall be composed of such candidates who, upon obtaining the absolute majority of



votes given, obtained their largest number. In case of a tie-up as to the last mandate place, a new voting for these candidates shall be effected according to the principles defined above.”

3. § 11 shall be worded as:

“§ 11.

In case a valid motion was presented, in accordance with Article 385 §3 of the CCPC, requesting that the nearest General Meeting should elect the Supervisory Board by voting in separate groups, the election shall comply with the following rules:

- 1) the General Meeting shall determine the number of Supervisory Board Members, in line with the first sentence in §10.1 hereof.
- 2) a Member of the Supervisory Board shall be elected by a separate group of shareholders representing at least such a portion of the shares that results from the division of the overall number of shares represented at this General Meeting by the number of the Supervisory Board Members determined pursuant item 1).
- 3) shareholders who form a separate group in order to elect a Member of the Supervisory Board shall not participate in electing the other Members of the Supervisory Board.
- 4) The Bank shall provide appropriate premises and technical conditions for voting in separate groups.
- 5) the group of shareholders formed pursuant to item 2 shall elect the chair of the group to make a list of shareholders forming the group with the indication of the number of shares represented. The chair of the group shall present the list to the GM Chair who should confirm that the group has the right to elect a specific number of Members of the Supervisory Board and sign the list.
- 6) election of Members of the Supervisory Board by particular groups shall be governed by the provisions of §10 hereof.
- 7) voting within the group is effected pursuant to §13 para. 3 hereof, unless the shareholders forming the group agree upon another manner of voting with the observance of secret ballot rules.
- 8) minutes of the voting by particular groups shall be made by the notary public taking the minutes of the General Meeting resolutions pursuant to §14 hereof.
- 9) the mandates in the Supervisory Board, not having been filled in by the group (groups) of shareholders formed in accordance with item 2, shall be filled in by voting, in which all shareholders, who did not participate in the voting to elect Members of the Supervisory Board by group voting, shall cast their votes.”

Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 16 April 2026
on amending the *Bylaw of the General Meeting of ING Bank Śląski S.A.*

The amendments proposed to the Bylaw of the General Meeting are to clarify the manner of determining the number of Supervisory Board Members in the manner aligned with the amendment proposed to §19.2 of the Charter. The amendment serves stating that by and large the General Meeting do not have to pass a separate resolution in which they will refer to the number of Supervisory Board Members. Such resolution will be required only in case a motion requesting that the nearest General Meeting should elect the Supervisory Board by voting in separate groups was presented, pursuant to Article 385 §3 of the CCPC (a new provision being §11.1) which results in renumbering of the subsequent provisions in this section). Adoption of the said resolution is optional otherwise.

