

**VOTE BY PROXY
FORM**

This form refers to voting by proxy at the Extraordinary General Meeting of ING Bank Śląski S.A. whose registered office is in Katowice, at ul. Sokolska 34, to be held in the Company's registered office in Katowice on 29 November 2021.

I. SHAREHOLDER'S DETAILS:

(first and last name/ business name of Shareholder)

address: _____

National Identification Number/ Business Identification Number/ National Court Register Number
(PESEL/REGON/KRS): _____

II. PROXY DETAILS:

A. _____
(first and last name/ business name of Proxy)

Address: _____

National Identification Number/ Business Identification Number/ National Court Register Number
(PESEL/REGON/KRS): _____

B. _____
(first and last name of Proxy representative)

Address: _____

National Identification Number (PESEL): _____

_____, _____ 2021
(place) (date)

(signature of Shareholder)



III. VOTING ON RESOLUTION:

Draft

**Resolution No. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 November 2021**

on appointing the Chairperson of the Extraordinary General Meeting.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2021
(place) (date)

(signature of Proxy)

SHAREHOLDER'S INSTRUCTION FOR PROXY:

- at the proxy's discretion, or*
- in line with the following principles*:

* - delete as appropriate

_____, _____ 2021
(place) (date)

(Signature of Shareholder)



**Resolution No. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 November 2021**

on distribution of a portion of 2020 profit retained as undivided profit.

Pursuant to §18 item 3) of the Charter of ING Bank Śląski S.A., the Extraordinary General Meeting of ING Bank Śląski S.A. hereby distribute a portion of the 2020 net profit of ING Bank Śląski S.A. in the amount of PLN 663,510,000.00, retained as undivided profit, pursuant to Resolution No. 25 of the Ordinary General Meeting of 15 April 2021, earmarking it in total for the dividend payout.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2021
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

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_____, _____ 2021
(place) (date)

(Signature of Shareholder)



**Resolution No. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 November 2021**

on 2020 dividend payout.

In conjunction with Resolution No. ... of the Extraordinary General Meeting of ING Bank Śląski S.A. of 29 November 2021 on distribution of a portion of the 2020 profit retained as undivided profit and pursuant to Articles 347 and 348 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the Extraordinary General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

Article 1

1. ING Bank Śląski S.A. shall pay the dividend for 2020 totalling PLN 663,510,000.00; that is PLN 5.10 per share in gross terms, on the following terms and conditions:
 - 1) the date, as per which the list of shareholders of record who are entitled to the dividend payment (record date) is determined, falls 5 days from the adoption date hereof, i.e. 4 December 2021,
 - 2) the dividend shall be paid out on 10 December 2021 (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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:



_____, _____ 2021
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

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_____, _____ 2021
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 November 2021**

on the change on the Supervisory Board.*

Under Article 22.2 of the Banking Law Act of 29 August 1997 and §19.1 of the Bank Charter, the Extraordinary General Meeting of ING Bank Śląski S.A., considering the recommendation of the ING Bank Śląski S.A. Supervisory Board Remuneration and Nomination Committee, declare that Ms/Mr satisfies the requirements applicable to the Supervisory Board Member as laid down in Article 22aa of the Banking Law Act.

Considering the above assessment, the Extraordinary General Meeting of ING Bank Śląski S.A. hereby appoint Ms/Mr as a Member of the Supervisory Board of ING Bank Śląski S.A.

* The draft may change, should shareholders propose changes on the Supervisory Board.



<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2021
(place) (date)

(signature of Proxy)

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- in line with the following principles*:

* - delete as appropriate

_____, _____ 2021
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 November 2021**

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

Under §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 Extraordinary General Meeting of



ING Bank Śląski S.A. hereby ascertain that each and every member of the ING Bank Śląski S.A. Supervisory Board, i.e.:

.....

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 Extraordinary General Meeting state that the individual competences of the individual members of the Supervisory Board, enlisted herein, as well as appointed by way of Resolutions Nos. of the Extraordinary General Meeting of ING Bank Śląski S.A. of 29 November 2021 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, skills and experience enabling them to understand the actions of the Bank, the main risks included.

** The draft may change, should shareholders propose changes on the Supervisory Board.*

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

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(place) (date)

(signature of Proxy)

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- in line with the following principles*:

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_____, _____ 2021
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 November 2021**

on implementation of the *Best Practice for WSE Listed Companies 2021*.

Pursuant to §18 item 3) of the Charter of ING Bank Śląski S.A., the Extraordinary General Meeting of ING Bank Śląski S.A. hereby resolve on the implementation of the *Best Practice for WSE Listed Companies 2021* in the wording adopted by Resolution of the Warsaw Stock Exchange Supervisory Board No. 13/1834/2021 of 29 March 2021 in the scope referring to the General Meeting and shareholders and considering universally applicable laws and the Charter of ING Bank Śląski S.A.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2021
(place) (date)

(signature of Proxy)

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- in line with the following principles*:



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_____, _____ 2021
(place) (date)

(Signature of Shareholder)

Draft

**Resolution No. ...
of the Extraordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 November 2021**

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

Article 1

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

1. In §1a after section 2, section 2a shall be added in the following wording:
“2a. Draft resolutions of the General Meeting on matters put on the agenda of the General Meeting should be tabled by shareholders no later than three days before the General Meeting.”
2. In §10.3, the following sentence is added to the content:
“Candidates for members of the Supervisory Board should be nominated with a notice necessary for shareholders present at the General Meeting to make an informed decision, having considered the need to make a suitability assessment of the candidate by the Bank in line with effective regulations.”
3. §10.4 shall read:
“4. A candidate presented shall make the declaration that s/he accepts the candidature and declaration on fulfilment of the requirements for members of the audit committee referred to in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision and other criteria adopted by the Bank as indispensable for recognition as the independent member of the Supervisory Board as well as any other declarations required by the universally applicable laws and regulations adopted at the Bank concerning suitability assessment of the candidates.”
4. Current wording of §10 sections 5 and 6 shall be repealed and current numbering of sections 7 and 8 shall be changed to 5 and 6 respectively.



Article 2

The amendments to the Bylaw as referred to in Article 1 shall come into force at the date of the next General Meeting.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Dissenting opinion	<input type="checkbox"/> Abstain
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(place) (date)

(signature of Proxy)

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(place) (date)

(Signature of Shareholder)

