



DIVERSITY POLICY FOR ING BANK ŚLĄSKI S.A. MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS

ING Bank Śląski S.A. Ordinary General Meeting Resolution
No. 34 of 7 April 2022

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I. INTRODUCTION

1. *The Diversity Policy for ING Bank Śląski S.A. Management Board and Supervisory Board Members*, hereinafter referred to as the Policy, has been drafted on the basis of:
 - a) Banking Law Act of 29 August 1997 as amended, and
 - b) Minister for Finance Regulation of 7 May 2018 on specific scope of tasks of the nomination committee at important banks
 - c) Guidelines of the European Banking Authority (hereinafter referred to as: EBA) of 2 July 2021 r. on the assessment of the suitability of members of the management body and key function holders - EBA/GL/2021/06,
 - d) Polish Financial Supervision Authority (PFSA) Recommendation Z on internal governance principles at banks, hereinafter referred to as *Recommendation Z*.
2. By setting out the diversity principles and guidelines for ING Bank Śląski S.A. Management Board and Supervisory Board Members, the Policy defines the Bank's diversity strategy applied when selecting the Supervisory Board and Management Board Members (hereinafter referred to as management bodies).

II. POLICY PURPOSE

1. The Policy is to:
 - 1) compile a broad scope of competences when appointing the Supervisory Board and Management Board Members so as to obtain various points of view and experience and enable a given body to issue independent opinions and reasonable decisions;
 - 2) ensure that the tasks performed by managing bodies are of top quality by selecting competent persons as Supervisory Board and Management Board Members; objective, business-related criteria are applied and diversity-based benefits are considered first and foremost.
2. As far as the business-related criteria are concerned, the diversity strategy ensures that the persons with diverse knowledge, skills and experience, adequate for the functions entrusted thereto and complementing one another within the Management Board and Supervisory Board are selected. The criteria are verified in the suitability assessment process described in the *Policy for the assessment of the suitability of the members of the Supervisory Board, Management Board and key function holders at ING Bank Śląski S.A.* Furthermore, the Diversity Policy covers and applies to obtain the best results possible the differences which besides knowledge, competence and professional experience derive from:
 - 1) gender, and
 - 2) age.
3. When taking a decision on the appointment of the member of the management bodies, the Bank takes into account the fact that a more diverse management body fosters constructive challenge and discussion based on different points of view. For the Supervisory Board and Management Board Members, the policy is pursued in the processes set out in:
 - 1) *The Policy for the assessment of the suitability of the members of the Supervisory Board, Management Board and key function holders at ING Bank Śląski S.A. and*
 - 2) *. Policy of appointment, induction and recall of ING Bank Śląski S.A. Supervisory Board Members*
 - 3) *Policy of appointment, induction and recall of ING Bank Śląski S.A. Management Board Members*

4. The Policy seeks to ensure that both genders are represented in the selection and succession planning processes, considering the fair treatment in employment relationship establishment-related regulations.
5. The Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A. (hereinafter referred to as the Committee) determine the ultimate representation of the underrepresented gender on the Bank Management Board and Supervisory Board and adopt a plan to arrive at the ultimate number.
6. The ultimate number referred to in section 5 hereof shall be set once according to the duration of the term of office of the Supervisory Board and the Management Board, i.e. once every four consecutive full financial years counted from the beginning of the term of office of the given body. The number is verified every year based on the reports compiled by the HR units and presented to the Committee by 30 June each year at the latest. If the ultimate number has not been reached, the Bank evidences the reasons, measures to be taken and their dates to ensure arrival at the ultimate number.
7. When setting the ultimate number, the Committee considers diversity benchmarking results published by competent authorities, the EBA or other relevant international bodies or organisations.
8. The Bank shall not appoint members of the bodies only to increase the degree of differentiation to the detriment of functioning and suitability of the body as a whole or the suitability of individual members.

III. FINAL PROVISIONS

1. Every year the Supervisory Board prepares and presents to the General Meeting for approval information on the degree of implementation of the diversity policy with respect to the Management Board and Supervisory Board.
2. Any amendments to the Policy shall be approved by the Supervisory Board upon recommendation of the Remuneration and Nomination Committee, and then adopted by the General Meeting of Shareholders.