



Komitet Wynagrodzeń i Nominacji
Remuneration and Nomination Committee

17.03.2023 r.

17.03.2023

Do Walnego Zgromadzenia ING Banku Śląskiego S.A. To the ING Bank Śląski S.A. General Meeting

**Rekomendacja
Komitetu Wynagrodzeń i Nominacji
ING Banku Śląskiego S.A.
dla Walnego Zgromadzenia
ING Banku Śląskiego S.A.**

**Recommendation
of the ING Bank Śląski S.A.
Remuneration and Nomination Committee
for the ING Bank Śląski S.A.
General Meeting**

Na podstawie Rozdziału III pkt. 4 ppkt. 1 Polityki oceny adekwatności członków Rady Nadzorczej, członków Zarządu oraz osób pełniących kluczowe funkcje w ING Banku Śląskim S.A. („Polityka”) i Rozdziału 2 pkt. 7 ppkt. 2 a) Procedury oceny adekwatności członków Rady Nadzorczej, członków Zarządu i Komitetu Audytu w ING Banku Śląskim S.A. („Procedura”) Komitet Wynagrodzeń i Nominacji, po zapoznaniu się z dokumentacją z oceny adekwatności przeprowadzonej przez niezależny podmiot zewnętrzny, tj. firmę Deloitte Doradztwo Podatkowe Dąbrowski i Wspólnicy sp. k., stwierdza, że każdy z niżej wymienionych członków Rady Nadzorczej ING Banku Śląskiego S.A., tj.:

1. Pan Stephen Creese,
2. Pani Dorota Dobija,
3. Pan Aleksander Galos,
4. Pani Małgorzata Kołakowska,
5. Pani Monika Marcinkowska,
6. Pan Michał Szczurek

posiada wiedzę, umiejętności i doświadczenie odpowiednie do pełnienia funkcji członka Rady Nadzorczej ING Banku Śląskiego S.A., daje rękojmię należytego wykonywania obowiązków związanych z pełnieniem tej funkcji oraz wypełnia pozostałe wymogi określone w art. 22aa ustawy – Prawo bankowe, a tym samym spełnia kryteria adekwatności określone w Polityce.

Pursuant to Chapter III.4.1 of 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. (“Policy”) and Chapter 2.7.2a) of the procedure of the Suitability Assessment of the Members of the Supervisory Board, Members of the Management Board and Members of the Audit Committee of ING Bank Śląski S.A. (“Procedure”), upon reviewing the documents from the suitability assessment made by an independent third party, Deloitte Doradztwo Podatkowe Dąbrowski i Wspólnicy sp. k., the Remuneration and Nomination Committee hereby attest that each of the following Members of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. Mr Stephen Creese,
2. Ms Dorota Dobija,
3. Mr Aleksander Galos,
4. Ms Małgorzata Kołakowska,
5. Ms Monika Marcinkowska, and
6. Mr Michał Szczurek

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, and thus meets the suitability criteria set out in the said Policy.





Komitet Wynagrodzeń i Nominacji
Remuneration and Nomination Committee

Biorąc powyższe pod uwagę, Komitet Wynagrodzeń i Nominacji rekomenduje Walnemu Zgromadzeniu podjęcie uchwały stwierdzającej, że wyżej wymienieni członkowie Rady Nadzorczej ING Banku Śląskiego S.A. spełniają wymogi określone w art. 22aa ustawy – Prawo bankowe oraz pozostawienie wyżej wymienionych członków w składzie Rady Nadzorczej.

Bearing in mind the above, the Remuneration and Nomination Committee recommend that the General Meeting adopt a resolution stating that the aforesaid Members of the ING Bank Śląski S.A. Supervisory Board fulfil the requirements as set out in Article 22aa of the Polish Banking Law Act and keeping the aforesaid Supervisory Board Members.

Aleksander Galos
Przewodniczący Komitetu
Committee Chair

Dorota Dobija
Członek Komitetu
Committee Member

Małgorzata Kołakowska
Członek Komitetu
Committee Member



Warsaw, March 08, 2023 r.

RESULT OF THE SUITABILITY REASSESSMENT OF THE MEMBER OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a suitability reassessment of Mr. Stephen Creese in terms of being a member of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability reassessment procedures performed we confirm that Mr. Stephen Creese meets the suitability criteria applicable to the position of a member of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of Bank's Supervisory Board member,
4. Combining positions and functions.

Moreover, we state that Mr. Stephen Creese has knowledge and skills in the field of accounting, auditing of financial statements and banking.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, March 08, 2023 r.

RESULT OF THE SUITABILITY REASSESSMENT OF THE MEMBER OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a suitability reassessment of Ms. Dorota Dobija in terms of being a member of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability reassessment procedures performed, we confirm that Ms. Dorota Dobija meets the suitability criteria applicable to the position of a member of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of Bank's Supervisory Board member,
4. Combining positions and functions.

Moreover, we state that Ms. Dorota Dobija has knowledge and skills in the field of accounting, auditing of financial statements and banking.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, March 08, 2023 r.

RESULT OF THE SUITABILITY REASSESSMENT OF THE CHAIRMAN OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a suitability reassessment of Mr. Aleksander Galos in terms of being a chairman of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability reassessment procedures performed, we confirm that Mr. Aleksander Galos meets the suitability criteria applicable to the position of a chairman of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of chairman of Bank's Supervisory Board,
4. Combining positions and functions.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, March 08, 2023 r.

RESULT OF THE SUITABILITY REASSESSMENT OF THE MEMBER OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a suitability reassessment of Ms. Małgorzata Kołakowska in terms of being a member of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability reassessment procedures performed, we confirm that Ms. Małgorzata Kołakowska meets the suitability criteria applicable to the position of a member of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of Bank's Supervisory Board member,
4. Combining positions and functions.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, March 08, 2023 r.

RESULT OF THE SUITABILITY REASSESSMENT OF THE MEMBER OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a suitability reassessment of Ms. Monika Marcinkowska in terms of being a member of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability reassessment procedures performed, we confirm that Ms. Monika Marcinkowska meets the suitability criteria applicable to the position of a member of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of Bank's Supervisory Board member,
4. Combining positions and functions.

We confirm in addition that Ms. Monika Marcinkowska meets the suitability criteria applicable to the position of the chairman of Audit Committee of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences, including appropriate length of service required for the position of the chairman of Audit Committee of Supervisory Board of the Bank,
2. Commitment of sufficient time to perform function of the Chairman of Audit Committee of Supervisory Board of the Bank,
3. Independence criterion.

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Moreover, we state that Ms. Monika Marcinkowska has knowledge and skills in the field of accounting, auditing of financial statements and banking.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, March 08, 2023 r.

RESULT OF THE SUITABILITY REASSESSMENT OF THE MEMBER OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a suitability reassessment of Mr. Michał Szczurek in terms of being a member of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability reassessment procedures performed we confirm that Mr. Michał Szczurek meets the suitability criteria applicable to the position of a member of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of Bank's Supervisory Board member,
4. Combining positions and functions.

Moreover, we state that Mr. Michał Szczurek has knowledge and skills in the field of accounting, auditing of financial statements and banking.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, March 08, 2023

RESULT OF THE COLLECTIVE SUITABILITY ASSESSMENT OF THE SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a collective suitability assessment of the Supervisory Board of ING Bank Śląski S.A., composed of Mr. Aleksander Galos, Mr. Michał Szczurek, Ms. Małgorzata Kołakowska, Ms. Dorota Dobija, Mr. Stephen Creese, Ms. Monika Marcinkowska.

As a result of the suitability assessment procedures performed, we confirm that the Supervisory Board of ING Bank Śląski S.A. meets the collective suitability criteria, including:

1. Competence in governance, risk management and in the Bank's core business areas/lines of business,
2. Time commitment.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.





Komitet Wynagrodzeń i Nominacji
Remuneration and Nomination Committee

12.04.2023 r.

12.04.2023

Do Walnego Zgromadzenia ING Banku Śląskiego S.A. *To the ING Bank Śląski S.A. General Meeting*

**Rekomendacja
Komitetu Wynagrodzeń i Nominacji
ING Banku Śląskiego S.A.
dla Walnego Zgromadzenia
ING Banku Śląskiego S.A.**

**Recommendation
of the ING Bank Śląski S.A.
Remuneration and Nomination Committee
for the ING Bank Śląski S.A.
General Meeting**

Na podstawie Rozdziału III. ust. 1 i 3 *Polityki oceny adekwatności członków Rady Nadzorczej, członków Zarządu oraz osób pełniących kluczowe funkcje w ING Banku Śląskim S.A. („Polityka”)* Komitet Wynagrodzeń i Nominacji, po zapoznaniu się z dokumentacją z oceny adekwatności przeprowadzonej przez niezależny podmiot zewnętrzny, tj. firmę Deloitte Doradztwo Podatkowe Dąbrowski i Wspólnicy sp. k., stwierdza, że kandydaci na członków Rady Nadzorczej ING Banku Śląskiego S.A., tj.

1. Pani Katarzyna Zajdel-Kurowska
2. Pan Hans De Munck

posiadają wiedzę, umiejętności i doświadczenie odpowiednie do pełnienia funkcji członka Rady Nadzorczej ING Banku Śląskiego S.A., dają rękojmię należytego wykonywania obowiązków związanych z pełnieniem tej funkcji oraz wypełniają pozostałe wymogi określone w art. 22aa ustawy – Prawo bankowe, a tym samym spełniają kryteria adekwatności określone w *Polityce*.

Biorąc powyższe pod uwagę, Komitet Wynagrodzeń i Nominacji rekomenduje Walnemu Zgromadzeniu powołanie wyżej wymienionych osób w skład Rady Nadzorczej ING Banku Śląskiego S.A.

Pursuant to Chapter III items 1 and 3 of 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. (“Policy”), having reviewed the documents from the suitability assessment made by an independent third party, Deloitte Doradztwo Podatkowe Dąbrowski i Wspólnicy sp. k., the Remuneration and Nomination Committee hereby attest that the candidates for the Members of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. *Ms Katarzyna Zajdel-Kurowska and*
2. *Mr Hans De Munck*

have the knowledge, skills and experience required to hold the function of a Member of the ING Bank Śląski S.A. Supervisory Board, provide assurance of proper performance of duties relating to that function and fulfil other requirements as set out in Article 22aa of the Polish Banking Law Act, and thus meet the suitability criteria set out in the said Policy.

Bearing in mind the above, the Remuneration and Nomination Committee recommend that the General Meeting appoint the aforesaid persons as Members of the ING Bank Śląski S.A. Supervisory Board.





Komitet Wynagrodzeń i Nominacji
Remuneration and Nomination Committee

Jednocześnie, zgodnie z Rozdziałem III ust. 5 Polityki, Komitet Wynagrodzeń i Nominacji, po zapoznaniu się z dokumentacją z oceny adekwatności przeprowadzonej przez firmę Deloitte Doradztwo Podatkowe Dąbrowski i Wspólnicy sp. k. stwierdza, że indywidualne kompetencje dotychczasowych członków Rady i wskazanych wyżej kandydatów na członków Rady Nadzorczej dopełniają się w taki sposób, aby umożliwić sprawowanie odpowiedniego poziomu kolegialnego nadzoru nad wszystkimi obszarami Banku, a Rada Nadzorcza jako całość będzie posiadać odpowiedni poziom wiedzy, umiejętności i doświadczenia umożliwiające zrozumienie działań podejmowanych przez Bank, w tym głównych ryzyk.

W związku z powyższym Komitet Wynagrodzeń i Nominacji rekomenduje Walnemu Zgromadzeniu, w przypadku powołania wyżej wymienionych osób w skład Rady, przyjęcie w stosownej uchwale powyższej oceny adekwatności zbiorowej Rady.

At the same time, in accordance with Chapter III.5 of the Policy and having reviewed the documents from the suitability assessment made by Deloitte Doradztwo Podatkowe Dąbrowski i Wspólnicy sp. k., the Remuneration and Nomination Committee attest that the individual competences of the current Board Members and the above-referred candidates for the 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 that the Supervisory Board as a whole will have adequate knowledge, skills and experience enabling it to understand the activities taken by the Bank, including major risks.

Therefore, the Remuneration and Nomination Committee recommend that the General Meeting adopt the above collective suitability assessment of the Supervisory Board with a relevant resolution, should the aforesaid persons be appointed a Supervisory Board Member.

Aleksander Galos

Przewodniczący Komitetu
Committee Chair

Dorota Dobija

Członek Komitetu
Committee Member

nieobecna/absent

Małgorzata Kołakowska

Członek Komitetu
Committee Member



Warsaw, April 12, 2023

RESULT OF THE INITIAL SUITABILITY ASSESSMENT OF THE CANDIDATE FOR MEMBER OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted an initial suitability assessment of Ms. Katarzyna Zajdel-Kurowska in terms of being a candidate for member of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability assessment procedures performed, we confirm that Ms. Katarzyna Zajdel-Kurowska meets the suitability criteria applicable to the position of a member of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of Bank's Supervisory Board member,
4. Combining positions and functions.

Moreover, we state that Ms. Katarzyna Zajdel-Kurowska has knowledge and skills in the field of accounting, auditing of financial statements and banking.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, April 12, 2023

RESULT OF THE INITIAL SUITABILITY ASSESSMENT OF THE CANDIDATE FOR MEMBER OF SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted an initial suitability assessment of Mr. Hans De Munck in terms of being a candidate for member of Supervisory Board of ING Bank Śląski S.A. (hereinafter: "the Bank").

As a result of the suitability assessment procedures performed, we confirm that Mr. Hans De Munck meets the suitability criteria applicable to the position of a member of Supervisory Board of the Bank, including:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of correct performance of the entrusted duties, i.e. no criminal record, reputation, honesty and ethical conduct, financial condition and independence of judgement, including in the aspect of conflict of interest,
3. Commitment of sufficient time to perform function of Bank's Supervisory Board member,
4. Combining positions and functions.

Moreover, we state that Mr. Hans De Munck has knowledge and skills in the field of accounting, auditing of financial statements and banking.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.



Warsaw, April 12, 2023

RESULT OF THE COLLECTIVE SUITABILITY ASSESSMENT OF THE SUPERVISORY BOARD OF ING BANK ŚLĄSKI S.A.

We have conducted a collective suitability assessment of the Supervisory Board of ING Bank Śląski S.A., composed of Mr. Aleksander Galos, Mr. Michał Szczurek, Ms. Małgorzata Kołakowska, Ms. Dorota Dobija, Mr. Stephen Creese, Ms. Monika Marcinkowska, and in the situation of appointment of Mr. Hans De Munck and Ms. Katarzyna Zajdel-Kurowska.

As a result of the suitability assessment procedures performed, we confirm that the Supervisory Board of ING Bank Śląski S.A. meets the collective suitability criteria, including:

1. Competence in governance, risk management and in the Bank's core business areas/lines of business,
2. Time commitment.

A detailed description of the procedures performed will be forwarded to ING Bank Śląski S.A. separately in a relevant report.

