

ING Bank Śląski S.A. Group

Qualitative and quantitative disclosures relating to
variable components of remuneration published for 2025





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Introduction

Pursuant to the Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 as amended (Regulation CRR) and the Banking Law Act of 29 August 1997 as amended (Banking Law Act), ING Bank Śląski S.A., hereinafter referred to as the Bank, is obliged to make qualitative and quantitative disclosures relating to the variable remuneration policy.

Pursuant to the *Policy of disclosing qualitative and quantitative information on capital adequacy and variable components of remuneration of ING Bank Śląski S.A.* disclosures relating to the Variable Remuneration Policy of ING Bank Śląski S.A. and subsidiaries of the ING Bank Śląski S.A. Capital Group (hereinafter referred to as the Group) is disclosed.

For the disclosure of information, templates of forms included in the Commission Implementing Regulation (EU) 2024/3172 were used, hence the letter markings of the table columns and the numbering of lines.





1. Qualitative information

1.1. Information concerning the process of determination of the variable remuneration policy, number of meetings organized in the financial year by the remuneration supervisory authority, including composition and scope of tasks of the Remuneration and Nomination Committee, external consultant who assisted when developing remuneration policy, and role of the relevant participants

The *ING Bank Śląski S.A. Group Remuneration Policy* applies from 1 January 2017. It sets forth the key assumptions for shaping the principles of remuneration so as to attract and retain employees, by ensuring the remuneration that is competitive versus the market. The Policy also defines remuneration components. The Bank reviews the Policy annually. The changes for 2025 resulted from:

- explicitly indicating information on how the policy's consistency with the integration of sustainability risks into operations is ensured, and linking the content of the Remuneration Policy with the content of the remuneration policy statement published on the website,
- aligning the Policy with the current reporting and communication practice by updating the provisions related to the elements of fixed remuneration in a way that clearly indicates the benefits offered by the employer within the four pillars: Health, Finance, Energy and Activity,
- supplementing the Policy with provisions concerning the implementation of reporting requirements arising from the Guidelines of the European Banking Authority.

Moreover, the Supervisory Board, based on the recommendation of the Remuneration and Nomination Committee, in March 2025 accepted the Report on the evaluation of the remuneration policy at ING Bank Śląski S.A. for 2024. The Policy remained unchanged vis-à-vis the previous year. Invariably, the Policy furthered delivery of the business strategy and long-term interests of the Bank and its clients, including the sustainability strategy and corporate social responsibility. The Supervisory Board were of the view that in 2024 the Bank respected the principles of its remuneration policy.

As far as the Policy is concerned, the Bank Supervisory Board Remuneration and Nomination Committee has the following responsibilities:

- they present the Supervisory Board with opinions about and recommendations on the Policy,
- they present the Supervisory Board with recommendations on Policy observance, following the report developed by the Internal Audit Department,
- they advise upon and monitor variable remuneration of persons holding managerial positions.

The other competences of the Committee which may be applicable when pursuing the Policy are specified in the Bylaw of the Remuneration and Nomination Committee of ING Bank Śląski S.A.

In 2025, the Remuneration and Nomination Committee of ING Bank Śląski S.A. held 12 regular meetings and 3 by way of circulation. In 2025 the Remuneration and Nomination Committee's composition was following:

- Aneta Hryckiewicz-Gontarczyk - Chair till 24 September 2025 (independent Member),
- Monika Marcinkowska - Member from 11 April 2024 (independent Member), Chair from 25 September 2025,
- Dorota Dobija - Member (independent Member),
- Małgorzata Kołakowska - Member,
- Michał Szczurek - Member from 11 April 2024 till 24 September 2025.

1.2. Key facts about performance-based remuneration

The Group develops their remuneration policy based on market data.

The total remuneration is divided into the fixed and variable remuneration. It is agreed that the relation of the fixed remuneration to the variable remuneration is 1 to maximally 1. Fixed remuneration is as large a part of the total remuneration as needed to ensure that a fully flexible variable remuneration policy is pursued, including but not limited to allowing to apply reduction or not to award the variable remuneration at all.

The Group does not provide for any form of remuneration that could provide incentives for employees to favour their own interests or Group's interest to the detriment of its customers. The remuneration principles for the persons representing the Group do not incentivize them to take excessive risk or miss sell products.

Variable remuneration consists of the annual bonus, which is set for every employee on the basis of an assessment of sustainable and risk-adjusted results, taking account of quantitative and qualitative criteria. For Identified Staff - in line with list of qualitative and quantitative criteria and the additional criteria qualifying staff members to be included in the list of Identified Staff constituting Enclosure No. 1 with the *Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A.* - the annual bonus is the only form of variable remuneration.

As part of variable remuneration, employees, excluding Identified Staff, may also receive additionally financial award in cash, the aim of which is to recognize and appreciate employees' achievements above-average performance at work and have a special potential.

In keeping with the *Capital Management Procedure at ING Bank Śląski S.A.*, the Group tests capital to ensure that the total variable remuneration pool of all employees does not limit the ING Bank Śląski S.A.'s ability to maintain the adequate capital base. Should such a limitation apply, a decision not to activate the variable remuneration pool can be taken.



1.3. Key facts about the remuneration system characteristics, including performance measurement criteria and performance adjustment with risk as well as payment deferral policy and vesting criteria

The Group employs advanced measurement approach to estimate the capital base and the stress-testing policy, whereby adequate risk management and adequate assessment of present and future capital requirements are ensured.

At the time defined, the direct superior determines the performance-related annual goals which ensure coherence with the long-term strategy of the Bank and subsidiaries. The goals support creating long-term value of the Group and account for the risk cost of the Group and liquidity risk. The goals have the following nature:

- financial- include selected indicators determined in accordance with financial or management accounting standards, taking into account the cost of risk, cost of capital and liquidity risk (including long-term liquidity risk). The target levels of the financial criteria are consistent with the *Strategy and Financial Plan of ING Bank Śląski S.A.* approved by the Supervisory Board for a given assessment period,
- non-financial, inclusive of quality indicators relating to implementation of the Bank's strategy and/or to performance of a given control function, non-financial risk.

When assessing individual performance both the financial and non-financial criteria shall be taken into consideration as well as the risk-adjusted criteria; non-financial criteria account for 50% of all their goals at minimum, except for the employees of the organisational units performing control functions to whom financial criteria do not apply at all. Goals of those employees relate to their functions and not to the performance of the areas in control. In addition, the Group applies guidelines for setting goals, the intention of which is to avoid conflicts of interest at the stage of setting bonus goals for a given year, so that employees, while performing their tasks, have the opportunity to carefully assess the interests of clients and other stakeholders. The goals set for employees participating in the process of determining the level of risk and assessing the effectiveness of key controls should ensure that these activities are carried out objectively without affecting their results. The goals are set by the Supervisory Board for members of the Management Board, and then cascaded accordingly to the management staff reporting to the Management Board and subsequent management levels.

The goals and their weights are determined in accordance with the principles adopted in the Group, and in the case of members of the Management Board of ING Bank Śląski S.A. they are approved by the Supervisory Board, based on the recommendations of the Remuneration and Nomination Committee. Assessment is performed by the immediate superior.

Goals are set within two dimensions:

- Job – standard job requirements tied to the job description and everyday employee's duties; they may be financial and non-financial, individual, collective and Bank-wide,
- Orange Behaviours – a set of behaviours resulting from the Orange Code, using which employees effectively achieve the goals set in the Job dimension.

In case of Identified Staff the assessment and its verification are approved by the ING Bank Śląski S.A. Management Board, following the advice of the Supervisory Board Remuneration and Nomination Committee; for ING Bank Śląski S.A. Management Board Members - by the Supervisory Board, based on the recommendation of the Supervisory Board Remuneration and Nomination Committee. Assessment and verification take place by 31 March of the subsequent calendar year at the latest; for ING Bank Śląski S.A. Management Board Members - by 30 April.

Additional risk requirements were implemented that determine the final level of variable remuneration for the Identified Staff, each time indicated by the Member of the Management Board responsible for the risk area. They are included in:

- *Procedure regarding risk requirements for Identified Staff in Risk Taker role which was implemented as Enclosure 1 to the General Conditions of ING Bank Śląski S.A. Identified Staff Appraisal,*
- *Procedure regarding risk requirements for Management Board Members in Risk Taker role, which was implemented as Enclosure 1 to the Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.*

The process of determining and assessing risk requirements accomplishment is carried out independently by a Member of the Management Board responsible for the risk area in relation to the assessment of individual employee effects.

The Group applies ex ante and ex post correction mechanisms. The Group shall employ advanced measurement approach to estimate the capital base and the stress-testing policy, whereby adequate risk management and adequate assessment of present and future capital requirements are ensured. Based on the ex post risk adjustment, the Group has the right to reduce or not pay variable remuneration. Verification of the assessment of task implementation allows to determine whether there were grounds for changing the results for the assessment period, taking into account the work effects of a given Identified Staff - and therefore to reduce or not pay variable remuneration.

On the basis of the ex post risk adjustment, the Group shall have the right to reduce or not to disburse the variable remuneration under the following circumstances:

- the occurrence of events giving rise to a breach or risk of a breach by the Bank of the standards referred to in Article 142 point 1 of the banking law resulting in the need to implement the Recovery Plan,
- in case the variable remuneration is disbursed on the basis of data that proved to be false,
- when an employee behaves in a manner resulting in material adjustment of annual financial statements of the Bank or Bank's loss of reputation,
- an Identified Staff member failed to meet appropriate standards of fitness and propriety,
- a conflict of interests occurs in relation to the disbursement of part of variable remuneration in financial instruments of ING Bank Śląski S.A. due to a failure to observe the principles of using confidential



information and other actions that may impact the price of ING Bank Śląski S.A. shares in short-term perspective.

The reduction or non-payment of the annual bonus in a given bonus period may also occur in the case of:

- failure to provide a declaration of not using hedging strategies or insurance,
- when other significant circumstances occur, for which the payment of the annual bonus would be unacceptable according to the principles of reasonableness and fairness, including the case of violation by the Participant of the Retention Period.

The Group may also take decision on suspend payment of the deferred annual bonus if, as a result of the ongoing explanatory proceedings, the Bank can not verify the occurrence of the given circumstances to 31 March.

Incentive program

As of July 1, 2022, the Bank has implemented an incentive program for persons with a significant impact on the Bank's risk profile who are employed by the Bank and by companies in the Bank's Group that are subject to mandatory consolidation, excluding ING Bank Hipoteczny S.A. The new program replaced the previous solution, which involved a payment of a part of variable remuneration in a financial instrument, which was a phantom share. Starting from 1 July 2022, the variable part of the remuneration is paid on the terms specified in the new program, i.e. based on an own shares. The deferred parts of remuneration awarded in phantom shares are not be convertible into own shares.

In 2025, the buy-back of two tranches of own shares was launched, under which the Bank purchased a total of 47,726 own shares for the total amount of PLN 15,971,461 constituting a total of approximately 0.03669% of the share capital and approximately 0.03669% of the total number of votes on General Meeting of the Bank.

The Group specifically regulated the terms and conditions of bonus award in case of employment relationship termination or expiry.

In *ING Bank Śląski S.A. Capital Group Remuneration Policy* the Group also defined the rules for employee severance pays, including those understood as part of the variable remuneration package.

The Group benefits from a derogation based on the regulations of Article 94 paragraph 3 letter a of Directive 2013/36/EU in respect of the subsidiary ING Bank Hipoteczny S.A. ING Bank Hipoteczny S.A. is not a large institution and therefore, in accordance with the Policy for Variable Components of Remuneration for Identified Staff of ING Bank Hipoteczny S.A., the company is subject to the principle of payment of variable remuneration to a limited extent in relation to Identified Staff, excluding members of the Management Board and the person performing the function of the Chief Accountant, to whom the remuneration policy is fully applied. The rules for the payment of variable remuneration applicable to Identified Staff, to which the variable remuneration policy applies to a limited extent, are:

- payment of variable remuneration in full in cash,

- payment of variable remuneration without application of the deferral principle.

As at 31 December 2025, ING Bank Hipoteczny S.A. had 32 employees, of which 10 employees were classified as Identified Staff. The variable remuneration in limited extent payments (without application of the deferral period and partial payments in a financial instrument) applies to 6 employees. Their remuneration in 2025 was PLN 1.8 million in total (fixed remuneration - PLN 1.5 million and variable remuneration PLN 0.3 million).

In accordance with ING Bank Śląski S.A. Capital Group Remuneration Policy, the average annual total gross remuneration of individual members of the Management Board does not exceed 40-fold the average total gross remuneration of other employees in an annual period. The relationship is analyzed annually as part of the remuneration policy review.

2. Quantitative information

The analysis covers all Identified Staff. As at the disclosure date hereof, the variable remuneration of Identified Staff, was not granted yet. The disclosure presents the variable remuneration for 2025 based on the assessment scores as at the analysis date. The variable remuneration will be subject to the opinion of the Remuneration and Nomination Committee and approval of the Management Board and the Supervisory Board of ING Bank Śląski S.A. In addition, an adjustment indicator may be used in accordance with the above procedures regarding risk requirements.

Quantitative information on remuneration is presented in below tables accordance with the requirements of Article 450 of Regulation CRR and the Commission Implementing Regulation (UE) 2024/3172:

- Template EU REM1 - Remuneration awarded for the financial year,
- Template EU REM2 - Special payments to staff whose professional activities have a material impact on institutions' risk profile (identified staff),
- Template EU REM3 - Deferred remuneration,
- Template EU REM4 - Remuneration of 1 million EUR or more per year,
- Template EU REM5 - Information on remuneration of staff whose professional activities have a material impact on institutions' risk profile (identified staff).



Template EU REM1 - Remuneration awarded for the financial year

		a	b	c	d
		MB Supervisory function *	MB Management function	Other senior management **	Other Identified Staff**
Fixed remuneration					
1	Number of identified staff	9	11	50.16	67.06
2	Total fixed remuneration	2	18	38	35
3	Of which: cash-based	2	18	36	34
4	(Not applicable in the EU)				
EU-4a	Of which: shares or equivalent ownership interests	-	-	-	-
5	Of which: share-linked instruments or equivalent non-cash instruments	-	-	-	-
EU-5x	Of which: other instruments	-	-	-	-
6	(Not applicable in the EU)				
7	Of which: other forms	-	-	2	1
8	(Not applicable in the EU)				
Variable remuneration					
9	Number of identified staff	9	11	50.16	67.06
10	Total variable remuneration	-	15	16	14
11	Of which: cash-based	-	8	8	7
12	Of which: deferred	-	4	3	3
EU-13a	Of which: shares or equivalent ownership interests	-	7	8	7
EU-14a	Of which: deferred	-	4	3	3
EU-13b	Of which: share-linked instruments or equivalent non-cash instruments	-	-	-	-
EU-14b	Of which: deferred	-	-	-	-
EU-14x	Of which: other instruments	-	-	-	-
EU-14y	Of which: deferred	-	-	-	-
15	Of which: other forms	-	-	-	-
16	Of which: deferred	-	-	-	-
17	Total remuneration	2	33	54	49

*) The Supervisory Board is divided into dependent and independent members. Only one group is paid. The table lists all members of the Supervisory Board in a given financial year.

**) The number of employees was reported using the FTE method (full-time equivalent).

Template EU REM2 - Special payments to staff whose professional activities have a material impact on institutions' risk profile (identified staff) *

		a	b	c	d
		MB Supervisory function	MB Management function	Other senior management	Other identified staff
Guaranteed variable remuneration awards					
1	Guaranteed variable remuneration awards - Number of identified staff	-	-	1	-
2	Guaranteed variable remuneration awards - Total amount	-	-	0.1	-
3	Of which guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap	-	-	0.1	-
Severance payments awarded in previous periods, that have been paid out during the financial year					
4	Severance payments awarded in previous periods, that have been paid out during the financial year - Number of identified staff	-	-	1	-
5	Severance payments awarded in previous periods, that have been paid out during the financial year - Total amount	-	-	0.1	-
Severance payments awarded during the financial year					
6	Severance payments awarded during the financial year - Number of identified staff	-	1	3	1
7	Severance payments awarded during the financial year - Total amount	-	0.7	1.4	0.1
8	Of which paid during the financial year	-	0.7	1.4	0.1
9	Of which deferred	-	-	-	-
10	Of which severance payments paid during the financial year, that are not taken into account in the bonus cap	-	-	-	-
11	Of which highest payment that has been awarded to a single person	-	0.7	0.6	-

*) Amount shown in PLN million with 1 decimal place.



Template EU REM3 - Deferred remuneration

	a	b	c	d	e	f	EU - g	EU - h
	Total amount of deferred remuneration awarded for previous performance periods	Of which due to vest in the financial year	Of which vesting in subsequent financial years	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in the financial year	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in future performance years	Total amount of adjustment during the financial year due to ex post implicit adjustments (i.e. changes of value of deferred remuneration due to the changes of prices of instruments)	Total amount of deferred remuneration awarded before the financial year actually paid out in the financial year	Total amount of deferred remuneration awarded for previous performance period that has vested but is subject to retention periods
1 MB Supervisory function	-	-	-	-	-	-	-	-
2 Cash-based	-	-	-	-	-	-	-	-
3 Shares or equivalent ownership interests	-	-	-	-	-	-	-	-
4 Share-linked instruments or equivalent non-cash instruments	-	-	-	-	-	-	-	-
5 Other instruments	-	-	-	-	-	-	-	-
6 Other forms	-	-	-	-	-	-	-	-
7 MB Management function	24	5	19	3	4	7	9	3
8 Cash-based	11	3	8	-	-	-	4	-
9 Shares or equivalent ownership interests	9	-	9	-	2	2	3	3
10 Share-linked instruments or equivalent non-cash instruments	4	2	2	3	2	5	2	-
11 Other instruments	-	-	-	-	-	-	-	-
12 Other forms	-	-	-	-	-	-	-	-
13 Other senior management	25	5	20	-	4	4	15	5
14 Cash-based	11	2	9	-	-	-	7	-
15 Shares or equivalent ownership interests	9	-	9	-	1	1	5	5
16 Share-linked instruments or equivalent non-cash instruments	5	3	2	-	3	3	3	-
17 Other instruments	-	-	-	-	-	-	-	-
18 Other forms	-	-	-	-	-	-	-	-
19 Other identified staff	15	4	11	1	3	4	10	3
20 Cash-based	6	2	4	-	-	-	5	-
21 Shares or equivalent ownership interests	5	-	5	-	2	2	3	3
22 Share-linked instruments or equivalent non-cash instruments	3	2	1	1	1	2	2	-
23 Other instruments	1	-	1	-	-	-	-	-
24 Other forms	-	-	-	-	-	-	-	-
25 Total amount	64	14	50	4	11	15	34	11



Template EU REM4 - Remuneration of 1 million EUR or more per year

	a
	Identified staff that are high earners as set out in Article 450(i) CRR
1	1 000 000 to below 1 500 000
2	1 500 000 to below 2 000 000
3	2 000 000 to below 2 500 000
4	2 500 000 to below 3 000 000
5	3 000 000 to below 3 500 000
6	3 500 000 to below 4 000 000
7	4 000 000 to below 4 500 000
8	4 500 000 to below 5 000 000
9	5 000 000 to below 6 000 000
10	6 000 000 to below 7 000 000
11	7 000 000 to below 8 000 000

Template EU REM5 - Information on remuneration of staff whose professional activities have a material impact on institutions' risk profile (identified staff)

	a	b	c	d	e	f	g	h	i	j	
	Management body remuneration			Business areas							
	MB Supervisory function	MB Management function	Total MB	Investment banking	Retail banking	Asset management	Corporate functions	Independent internal control functions	All Other	Total	
1	Total number of identified staff									137.22	
2	9	11	20								
3				4.79	14.24	1	21.62	2	6.50		
4				16.99	12.25	3	8.79	9	17.03		
5	2	33	35	20	26	5	27	8	17		
6	-	15	15	6	8	2	7	2	5		
7	2	18	20	14	18	3	20	6	12		

*) The number of employees was reported using the FTE method (full-time equivalent).



Statement

Based on Article 431 (3) of the Regulation CRR Lead of Centre of Expertise Accounting Policy and Financial Reporting of ING Bank Śląski S.A. declares that:

- information contained in the disclosure document is adequate to the facts,
- information required by the provisions of part eight of the Regulation CRR was disclosed in accordance with the *Policy of disclosing qualitative and quantitative information on capital adequacy and variable components of remuneration of ING Bank Śląski S.A.* and internal procedures, systems and controls described in the above-mentioned Policy and the *Instruction of verification of the “Policy of disclosing qualitative and quantitative information on capital adequacy and variable components of remuneration of ING Bank Śląski S.A.”*, which has been included in annex to this Policy.

2026-03-03

Jolanta Alvarado Rodriguez

Lead of Centre of Expertise Accounting Policy and Financial Reporting

The original Polish document is signed with a qualified electronic signature



Signatures of the Management Board Members of ING Bank Śląski S.A.

2026-03-03	Michał Boleślawski President	The original Polish document is signed with a qualified electronic signature
2026-03-03	Joanna Erdman Vice-President	The original Polish document is signed with a qualified electronic signature
2026-03-03	Marcin Giżycki Vice-President	The original Polish document is signed with a qualified electronic signature
2026-03-03	Bożena Graczyk Vice-President	The original Polish document is signed with a qualified electronic signature
2026-03-03	Marcin Kościński Vice-President	The original Polish document is signed with a qualified electronic signature
2026-03-03	Maciej Ogórkiewicz Vice-President	The original Polish document is signed with a qualified electronic signature
2026-03-03	Wojciech Sieńczyk Vice-President	The original Polish document is signed with a qualified electronic signature
2026-03-03	Alicja Żyła Vice-President	The original Polish document is signed with a qualified electronic signature