

Draft resolutions of 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 29 April 2025**

on appointing the Chairperson 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 Chairperson of the Ordinary General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2024 and ended 31 December 2024.

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 2024 and ended 31 December 2024 including:

1. the income statement for the period started 1 January 2024 and ended 31 December 2024, with net profit of PLN 4,369 million,
2. the statement on total income for the period started 1 January 2024 and ended 31 December 2024,
3. the statement of financial position as at 31 December 2024, with total assets and liabilities and equity of PLN 254,941 million,
4. the statement of changes in equity for the period started 1 January 2024 and ended 31 December 2024,
5. the cash flow statement for the period started 1 January 2024 and ended 31 December 2024, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 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 2024 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 2024, which was developed in keeping with the requirements set out in §70 section 6 item 5) of the Minister for Finance Ordinance of 29 March 2018 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 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2024 and ended 31 December 2024.

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 2024 and ended 31 December 2024, including:

1. the consolidated income statement for the period started 1 January 2024 and ended 31 December 2024, with net profit of PLN 4,369 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2024 and ended 31 December 2024,
3. the consolidated statement of financial position as at 31 December 2024, with total assets and liabilities and equity of PLN 260,359 million,
4. the consolidated statement of changes in equity for the period started 1 January 2024 and ended 31 December 2024,
5. the consolidated cash flow statement for the period started 1 January 2024 and ended 31 December 2024, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging the 2024 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 accepts the Supervisory Board's report for 2024 covering:

- 1) the summary of the operations of the Supervisory Board and its committees in the financial year 2024 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 2024,
 - the annual consolidated financial statements of the ING Bank Śląski S.A. Group for 2024,
 - the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 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 2024 and undivided profit from previous years,
- 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 application by ING Bank Śląski S.A. of "Principles of Corporate Governance for Supervised Institutions" in 2024,
- 6) the assessment of the rationality of ING Bank Śląski S.A.'s expenditure in connection with the policy concerning charitable and social initiatives in 2024,
- 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 2024,
- 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 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 2024,
- 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 29 April 2025**



on the opinion to the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2024 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 2024.

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 2024 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 2024, 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 29 April 2025**

on acknowledging fulfilment of duties by the President of the Bank Management Board in 2024.

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 – President of the Management Board

between 1 January 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2024.

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 2024 and 31 December 2024.

Draft

Resolution No. ...



**of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2024.

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 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2024.

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 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2024.

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 – Vice-President of the Bank Management Board

between 1 January 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2024.



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. Mrozek – Vice-President of the Bank Management Board

between 1 January 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2024.

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 – Vice-President of the Bank Management Board

between 1 January 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2024.

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 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the former Chairman of the Supervisory Board in 2024.

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 Aleksander Galos – former Chairman of the Supervisory Board



between 1 January 2024 and 11 April 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Chair of the Supervisory Board in 2024.

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 2024 and 31 December 2024 as a Member of the Supervisory Board, including the duties of the Supervisory Board Chair from 11 April 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the First Deputy Chair of the Supervisory Board in 2024.

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 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Deputy Chair of the Supervisory Board in 2024.

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 2024 and 31 December 2024.

Draft

Resolution No. ...



**of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2024.

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 – Member of the Supervisory Board

between 1 January 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2024.

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 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2024.

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 – Member of the Supervisory Board

between 11 April 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2024.



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 11 April 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2024.

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 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2024.

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 11 April 2024 and 31 December 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2024.

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 Katarzyna Zajdel-Kurowska – Member of the Supervisory Board



between 1 January 2024 and 29 February 2024.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on distribution of 2024 profit and undivided profit from previous years.

Under Article 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 2024 net profit of ING Bank Śląski S.A. together with the undivided profit from previous years, per the following specification:

- 1) net profit for 2024 in the amount of PLN 4,369,123,168.87 shall be allocated to:
 - a) dividend payout: PLN 3,275,918,000.00,
 - b) general reserve capital: PLN 1,093,205,168.87,
- 2) undivided profit from previous years in the amount of PLN 56,674,533.52 shall be allocated to increase the general reserve capital.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on 2024 dividend payout.

In conjunction with Resolution No. of the Ordinary General Meeting of ING Bank Śląski S.A. of 29 April 2025 on distribution of 2024 profit and undivided profit from previous years, 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 2024 profit in the amount of PLN 3,275,918,000.00, i.e. in the amount of PLN 25.18 per share in gross terms, on the following terms and conditions:
 - 1) 6 May 2025 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 12 May 2025 (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.

§ 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 29 April 2025
on distribution of 2024 profit and undivided profit from previous years
and on 2024 dividend payout.

The Bank Management Board submitted to the General Meeting a recommendation on distribution of 2024 profit and undivided profit from previous years and on 2024 dividend payout as per the abovementioned specification on the following grounds.

As at 31 December 2024, the capital ratios were respectively:

- Tier I (T1) capital ratio for the Bank at 14.48% and for the Bank Group at 13.76%,
- total capital ratio for the Bank at 15.62% and for the Bank Group at 14.85%.

On 10 December 2024, the Polish Financial Supervision Authority (PFSA) adopted a stance on the banks' dividend policy in 2025 (dividend for 2024). 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 2024 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 2024 profit in dividend; it was confirmed in the individual dividend recommendation received from the Polish Financial Supervision Authority on 13 March 2025. 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 Management Board recommend that the General Meeting allocate the amount of PLN 3,275,918,000.00 from the 2024 profit for the dividend payout, i.e. in the amount of PLN 25.18 per share in gross terms. This amount represents 75% of the separate and consolidated profit of ING Bank Śląski S.A. for 2024. The Management Board recommend that the General Meeting allocate the remaining part of the 2024 profit in the amount of PLN 1,093,205,168.87 as well as the undivided profit from previous years in the amount of PLN 56,674,533.52 to increase the general reserve capital.

Draft

Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025

on amending the Charter of ING Bank Śląski Spółka Akcyjna.

§ 1

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

1. § 8.2.11) shall be worded as follows:

“11) providing the following payment services:



- a) accepting cash deposits and making cash withdrawals from the payment account as well as all actions necessary for account maintenance,
 - b) processing payment transactions, including transfer of funds into the payment account with the user's service provider or with another service provider:
 - by direct debits services, including the one-off ones,
 - by using a payment card or a similar payment instrument,
 - by making credit transfers, including standing orders,
 - c) processing payment transactions, as mentioned in letter b), against the funds made available to the user under a credit facility,
 - d) issuing payment instruments,
 - e) enabling the acceptance of payment instruments and the processing of payment transactions initiated with the payer's payment instrument, by or via the merchant, including in particular the service of authorisation, sending the payment instructions of the payer or of the merchant to the payment instrument's issuer or to the payment systems in order to transfer the funds due to the merchant, except for the activities being the clearing and settlement of those transactions as part of the payment system within the meaning of the Settlement Finality Act (acquiring);
 - f) payment transaction initiation service,
 - g) account information access service,"
2. the existing wording of § 8.3.1) shall be deleted,
 3. the numbering of the existing provisions in § 8.3 marked as items 2) to 4) shall be changed to items 1) to 3), respectively,
 4. the existing wording of item 5) in § 8.3 shall be marked as item 4), and it shall be worded as follows:
 - "4) converting debt claims into components of the debtor's assets on the terms agreed upon with the debtor,"
 5. the existing wording of item 6) in § 8.3 shall be marked as item 5), and the wording shall be changed by deletion of the phrase "and debt claims secured with a mortgage",
 6. the numbering of the existing provisions in § 8.3 marked as items 7) to 8) shall be changed to items 6) to 7), respectively,
 7. the existing wording of § 8.3.9) and § 8.3.10) shall be deleted, and the numbering of the existing provisions marked as items 11) to 13) in § 8.3 shall be changed to, respectively, 8) to 10),
 8. the existing wording of § 8a shall be marked as section 1 and the following section 2 shall be added:
 - "2. The Bank may issue bonds, including convertible bonds and capital bonds."
 9. § 25.1.8) shall read as follows:



“8) selecting the entity authorised to audit the Bank’s and the Bank Group’s financial statements as well as the entity authorised to perform attestation services for the sustainability reporting, based on the recommendation of the Audit Committee, and giving advice as to the termination of the agreement with those entities,”

10. the first sentence in § 26.1 shall read as follows:

“The Bank Management Board shall consist of at least three Members, including the President and Vice-Presidents.”

11. § 32.2 shall read as follows:

“2. The proxies acting individually or jointly with a Management Board Member or with another proxy may be appointed for performing certain activities or performing certain type of activities.”

§ 2

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

§ 3

The General Meeting accept the consolidated text of the Bank’s Charter as enclosed herewith.

Enclosure with Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski S.A.
of 29 April 2025

CHARTER OF ING BANK ŚLĄSKI SPÓŁKA AKCYJNA

Consolidated Text

I. General Provisions.

§ 1.

1. The business name of the Bank shall be: ING Bank Śląski Spółka Akcyjna.
2. The Bank may use the abbreviated name, namely: “ING Bank Śląski S.A.”.

§ 2.

The founder of the Bank is the State Treasury.

§ 3.

The city of Katowice shall be the registered office of the Bank.

§ 4



The Bank shall operate within the territory of the Republic of Poland and abroad.

§ 5

The Bank may form branches and other units in this country and abroad.

§ 6.

The Bank shall be entitled under the FX-regulations to purchase and sell FX-values and intermediate in effecting money transfers and settlements in foreign trade.

§ 7.

As for any matters not governed herein, the regulations of the Commercial Companies and Partnerships Code, the Banking Law, the Foreign Exchange Law and other laws shall be applied.

II. Bank's Business.

§ 8.

1. The business of the Bank shall include banking activities involving any risk to the funds entrusted to the Bank and repayable in any way, and any other activities within the limits defined by the effective regulations and by this Charter.
2. The Bank's business shall include the following banking activities:
 - 1) accepting call or term deposits and maintaining the accounts for these deposits,
 - 2) maintaining other bank accounts,
 - 3) extending loans,
 - 4) granting and confirming bank guarantees and opening L/Cs,
 - 5) issuing bank securities,
 - 6) carrying out banking money settlements,
 - 7) issuing the electronic money instrument,
 - 8) keeping the housing savings and loan unit,
 - 9) extending cash loans,
 - 10) cheque and bill of exchange operations as well as warranty operations,
 - 11) providing the following payment services:
 - a) accepting cash deposits and making cash withdrawals from the payment account as well as all actions necessary for account maintenance,
 - b) processing payment transactions, including the transfer of the
 - by direct debits services including the one-off ones,
 - by using payment card or a similar payment instrument,
 - by transfer order services, including standing orders,
 - c) processing payment transactions, as mentioned in letter b), against the funds made available to the user under a credit facility,
 - d) issuing payment instruments,



- e) enabling the acceptance of payment instruments and the execution of payment transactions initiated with the payer's payment instrument, by or via the merchant, including in particular the service of authorisation, sending the payment instructions of the payer or of the merchant to the payment instrument's issuer or to the payment systems in order to transfer the funds due to the merchant, except for the activities involving the clearing and settlement of those transactions as part of the payment system within the meaning of the Settlement Finality Act (acquiring),
 - f) payment transaction initiation service,
 - g) account information access service,
 - 12) acquiring and disposing of cash debt claims,
 - 13) storing valuables and securities, and making safe boxes available,
 - 14) running the purchase and sale of FX values,
 - 15) granting and confirming warranties,
 - 16) performing commissioned activities connected with issuing securities, and
 - 17) intermediation in execution of money orders and foreign exchange settlements.
3. The Bank's business shall also include the following:
- 1) performing activities which represent brokerage activity by way of:
 - a) accepting and transmitting orders to purchase or sell financial instruments,
 - b) execution of orders to purchase or sell financial instruments for the account of the originator,
 - c) acquiring or selling financial instruments on own account,
 - d) 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, and
 - e) offering financial instruments,
 - 2) performing activities, within the scope defined in Article 70 Section 2 of the Act on Trading in Financial Instruments, other than brokerage activity, such as:
 - a) accepting and transmitting orders to purchase or sell financial instruments,
 - b) acquiring or selling financial instruments on own account,
 - c) investment advising,
 - d) offering financial instruments,
 - e) providing services in performance of previously concluded issue underwriting agreements or in conclusion and performance of other agreements of similar nature concerning financial instruments,
 - f) execution of orders to purchase or sell financial instruments for the account of the originator,
 - 3) performing custody activity, acting in the capacity of the depository, bank-representative of bondholders, as well as keeping accounting books on commission, including the registers of funds participants,
 - 4) converting debt claims into components of the debtor's assets on the terms agreed upon with the debtor,
 - 5) acquiring and disposing of real estate,
 - 6) providing consulting and advisory services in financial matters,
 - 7) providing electronic identification means within the meaning of trust services regulations,
 - 8) providing other financial services, including:
 - a) underwriting services,
 - b) leasing services,
 - c) factoring services,
 - d) forfaiting services,
 - e) intermediation in respect of services set out in items a) to d) above,
 - f) insurance brokerage,
 - g) agency in securities lending and borrowing,



- h) providing services of reporting to trade repositories and services relating to direct or indirect clearing of financial instruments by central counterparties (CCP) within the meaning of Regulation (EU) No. 648/2012 of the European Parliament and of the Council on OTC derivatives, central counterparties and trade repositories,
 - i) intermediation as to the services provided by the mutual funds companies referred to in Article 45.2.2) of the Act on Mutual Funds and Management of Alternative Mutual Funds of 27 May 2004,
 - j) intermediation in obtaining loans and advances,
 - 9) performing commissioned activities within the scope of business of the commissioning banks,
 - 10) maintaining shareholder registers.
4. The Bank may participate financially or operationally in the projects and enterprises implemented jointly with the Bank subsidiaries as well as with the Bank dominant unit.
 5. The change of the subject of the Bank's business shall not require the buy-out of the shares of the shareholders who do not agree thereto, should the resolution concerning such a change be passed with the majority of two-thirds of votes in the presence of the persons representing at least a half of the initial capital.

§ 8a.

1. The Bank may perform free of charge the activities foreseen for domestic banks in the Child Subsidy Act of 11 February 2016, the Act on Implementation of IT Solutions into the Business of Entities Performing Public Tasks of 17 February 2005 and in the Act on Providing Family Support and Foster Care of 9 June 2011.
2. The Bank may issue bonds, including convertible bonds and capital bonds.

§ 9.

Should the legal regulations introduce any limitations or impose the obligation of obtaining a specific licence for performing the activities listed herein, the Bank shall perform such activities within the limits of the applicable regulations or obtained licences.

III. Initial Capital.

§ 10.

The initial capital of the Bank amounts to PLN 130,100,000.00 (one hundred thirty million one hundred thousand) and is divided into:

- 92,600,000 (ninety two million six hundred thousand) A-series bearer's shares of the face value of PLN 1.00 (one) each,
- 37,500,000 (thirty seven million five hundred thousand) B-series bearer's shares of the face value of PLN 1.00 (one) each.

§ 11.

1. The Bank shares may be redeemed. Redemption of shares may take place upon the permission of the shareholder whose shares are to be redeemed, by way of their purchase by the Bank.



2. The redemption of shares shall require a resolution of the General Meeting, determining in particular the legal basis for redemption, as well as the value of compensation due to the holder of redeemed shares or justification for the redemption of shares without compensation, and also the way of lowering the initial capital.
3. The shares may not be redeemed should it involve lowering the initial capital below the value determined according to the regulation in force as the minimum value required for the Bank's establishment.
4. The redemption or purchase of own shares by the Bank is subject to the Polish Financial Supervision Authority permission, in keeping with Article 77 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 amending Regulation (EU) No 648/2012.

§ 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 until 26 April 2026 (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.

IV. The Bank's Governing Bodies.

§ 12.

The following shall be the Bank's governing bodies:

- 1) General Meeting,
- 2) Supervisory Board, and
- 3) Bank Management Board.

V. General Meeting.

§ 13.

1. The General Meeting shall be convened by way of announcement on the Bank's website and in a way provided for the announcement of current information by public companies and it shall function according to the principles defined in the regulations of the Commercial Companies and Partnerships Code and this Charter as an Ordinary or Extraordinary General Meeting.
2. The Ordinary General Meeting should take place on an annual basis, in June at the latest. The Ordinary General Meeting shall be summoned by the Bank Management Board, and should the Management Board fail to convene it in the term determined above, the General Meeting shall be convened by the Supervisory Board.



3. The Extraordinary General Meeting shall be convened, if needed, by the Bank Management Board on their own initiative, or on the motion of the Supervisory Board or of the shareholders representing at least one twentieth of the initial capital; such a shareholders' request should be submitted to the Management Board in writing or in the electronic form.
4. The Extraordinary General Meeting may be convened at any time by the Supervisory Board, should they deem it necessary.
5. The Extraordinary General Meeting may be also convened by the shareholders representing at least a half of the initial capital of the Bank, or at least a half of the total number of votes in the Bank; a chair of such a Meeting shall be appointed by the shareholders.
6. The General Meeting shall take place in the registered office of the Company or in any other venue in the territory of the Republic of Poland pointed out in the announcement about convening the General Meeting.

§ 14.

1. Any matters brought by the Management Board to the General Meeting should be presented beforehand to the Supervisory Board for opinion.
2. The shareholders who have the right to request for a given matter to be placed on the agenda of the General Meeting and who wish to submit a motion to be reviewed at the General Meeting should submit it on paper or by electronic means to the Bank Management Board who shall include the matter in the agenda of the coming General Meeting within the term stipulated in the Commercial Companies and Partnerships Code and present it, together with their opinion, to the Supervisory Board.
3. The opinion of the Supervisory Board shall not be required on the matters concerning the Supervisory Board Members.

§ 14a.

1. The right to participate in the General Meeting is reserved exclusively to the persons who are the shareholders sixteen days before the General Meeting.
2. The shareholders mentioned under section 1 above may participate in the General Meeting and may exercise their voting right in person or by proxy.
3. The Bank shall provide real-time broadcast of the General Meeting on the Internet. In addition, the Bank may organise the General Meeting in the way enabling participation in the General Meeting via electronic means of communication, including in particular:
 - 1) two-way real-time communication enabling all persons attending the General Meeting to express themselves in the course of the General Meeting from a location other than the venue of the General Meeting,
 - 2) exercise of the voting right in person or through the agency of the proxy prior to or during the General Meeting.
4. The principles of shareholders participation in the General Meeting and the procedure of the General Meeting, as well as communication between the shareholders and the Bank by electronic means, including electronic notice of granting proxy are set out in the Bylaw of the General Meeting. The Bylaw of the General Meeting may authorise the Management Board to determine methods for communication between the shareholders and the Bank by electronic means, other than the ones set out in the Bylaw. Detailed rules for participation in the General Meeting with the use of electronic communication means are specified by the Supervisory Board in the form of Bylaw.



§ 15.

1. Unless the regulations of the Commercial Companies and Partnerships Code or this Charter provide otherwise, the resolutions of the General Meeting shall be adopted with an absolute majority of votes.
2. In the case provided for in Article 397 of the Commercial Companies and Partnerships Code, the resolution on the dissolution of the Company shall be passed by the General Meeting with the majority of 3/4 of votes.
3. A resolution calling for not considering a matter placed on the agenda at the request of authorised shareholders shall be passed by the General Meeting with the majority of 3/4 of votes, upon receiving the consent of all shareholders attending the meeting who requested considering it.

§ 16.

Each share shall entitle to one vote. The shareholder may vote differently based on each share held.

§ 17.

Subject to §13.5, the General Meeting shall be opened by the Chair or Deputy Chair of the Supervisory Board, and s/he shall carry out the election of the Chair of the Meeting. In the case none of them is able to open the General Meeting, it shall be opened by one of the Supervisory Board Members.

§ 18.

The General Meeting shall pass resolutions in the following matters:

- 1) issue of bonds convertible into the Bank's shares (convertible bonds),
- 2) determining the principles of remuneration for the Members of the Supervisory Board,
- 3) other, provided for by the law, the Charter or submitted by the Supervisory Board, the Management Board or authorised shareholders.

VI. Supervisory Board.

§ 19.

1. Supervisory Board Members shall be appointed and recalled by the General Meeting in a secret ballot, considering the requirements laid down in the Banking Law Act.
2. The number of the Supervisory Board Members shall be determined by the General Meeting and may not exceed 11 persons. At least half of the Supervisory Board Members, including its Chair, should be the citizens of the Republic of Poland.
3. Save for § 22.6 hereof, in the Supervisory Board, there should be at least two Members who have no relationship with the Bank, its shareholders, or employees, where the said relationship should be understood as the relationship that could have significant impact on the ability of such a Member to make impartial decisions (Independent Members).
4. The criteria of independence for the Independent Members result from the laws and the Code of Best Practice for WSE Listed Companies accepted by the Bank and are set out in detail in the Bylaw of the Supervisory Board.
5. Supervisory Board Members shall be appointed for the joint term of office which shall commence as of the appointment date and shall last for the full four consecutive financial years.

§ 20.

1. Any Supervisory Board Member may be recalled at any time by way of a resolution of the General Meeting.
2. The mandates of the Supervisory Board Members shall expire:



- 1) upon the end of their term of office, as of the day of the General Meeting approving the financial statements for the last full year of their office,
- 2) in the case of resignation of the Supervisory Board Member from fulfilling his/her function, as of the day of notifying the Bank thereon or as of the day specified in the resignation letter, which shall, however, not be earlier than the notification day,
- 3) in the case of recalling the Supervisory Board Member by the General Meeting, as of the day of the recall,
- 4) in the case of death of the Supervisory Board Member.

§ 21.

1. The Supervisory Board shall elect a Chair and one or two Deputy Chairs from among its Members.
2. In the event of the election of two Deputy Chairs, the Supervisory Board shall entrust one of them with the function of the Deputy Chair I.
3. The Chair of the Supervisory Board shall manage the work of the Board and ensure its due organisation, particularly by convening the meetings.
4. Where the Supervisory Board Chair is absent or hindered in his/her function as the Supervisory Board Chair, his/her rights and duties shall be performed by the Deputy Chair. Where two Deputy Chairs have been elected, in the situation described in the preceding sentence, the rights and duties of the Supervisory Board Chair shall be performed by the Deputy Chair I, and in the event of his/her absence by the other Deputy Chair.

§ 22.

1. To support the Supervisory Board in the performance of its tasks, the Board shall select from among their number the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee.
2. The Audit Committee shall support the Supervisory Board in monitoring of the financial reporting process, monitoring and supervision of the internal and external audit and management system in the Bank and its related companies, including in particular adequacy and effectiveness of the internal control system and risk management system inclusive of the compliance risk, relationships of the Bank with related companies, and the relationships between the Bank and the entity auditing the Bank's financial statements.
3. The Remuneration and Nomination Committee shall support the Supervisory Board in monitoring and supervising the human resources and payroll area of the Bank, including in particular succession plans, employee rotation processes, Bank employees satisfaction survey as well as remuneration and bonus policy.
4. The Risk Committee shall support the Supervisory Board in monitoring and supervising the risk management process, including operational risk, credit risk and market risk, as well as in the internal capital assessment, capital management and planning processes, as well as the model risk management and the capital adequacy area.
5. If necessary, the Supervisory Board may also establish other Committees.
6. The scope of activity, composition and mode of operations of the Committees shall be determined by the Supervisory Board, with the proviso that the criteria of independence should be satisfied by:
 - 1) the majority of the Audit Committee Members, including its Chair and at least one of the Audit Committee Independent Members should also have qualifications in accounting or financial audit,
 - 2) the majority of the Remuneration and Nomination Committee and of the Risk Committee Members, including chairpersons of those Committees.

§ 23.

1. Subject to section 2 herein, the Supervisory Board Members must fulfil their duties in person.



2. The Supervisory Board Members may participate in passing the resolutions of the Board by casting their votes in writing through the agency of another Supervisory Board Member. Casting of the votes in writing shall not refer to the issues added to the agenda at the Supervisory Board meeting.

§ 24.

1. The Supervisory Board shall adopt resolutions if more than half of its Members – including the Chair or at least one of Deputy Chairs – are present at the session, and all the Board Members have been invited.
2. Regardless of the mode prescribed in §23.2, resolutions of the Supervisory Board may be adopted in the written mode or by remote direct communication means.
3. The resolutions of the Supervisory Board shall be adopted with the absolute majority of votes. In the case of a tie vote, the Chair of the Supervisory Board holds the casting vote.
4. Organisation of the work of the Supervisory Board and the mode of its functioning, in particular the mode of voting in writing or by remote direct communication means shall be stipulated in the Supervisory Board Bylaw resolved by the Board with the majority of at least 2/3 of votes.

§ 25.

1. The Supervisory Board shall exercise permanent supervision of the Bank's activities in all areas. Apart from the rights and duties arising from the law, resolutions and recommendations of the financial supervision authority and provided for in other stipulations hereof, the authority of the Supervisory Board shall include the following:
 - 1) approving the principles of prudent and stable management of the Bank and the Bank strategy developed by the Management Board and carrying out interim reviews and verifications of its execution, as well as approving the Bank's long-term development plans and annual financial plans of the Bank's activities prepared by the Management Board,
 - 2) approving the acceptable risk levels within the areas of the Bank operations,
 - 3) approving the motions of the Bank's Management Board referring to setting up and liquidation of the Bank's business units abroad,
 - 4) consenting to the Bank purchasing or selling shares and rights to shares or participation interests of other legal persons whenever the value of assets exceeds the PLN equivalent of EUR 25,000,000, or whenever the operation to be performed involves assets representing at least 50% of the initial capital of another legal person; consent of the Supervisory Board is not required where the Bank's exposure arises from the conversion of debt claims, execution of the accepted collateral, or an underwriting service,
 - 5) appointing and recalling Members of the Management Board, subject to §27,
 - 6) concluding contracts with the Bank Management Board Members referring to fulfilling the functions vested in them, and determining the remuneration resulting from the said contracts, as well as consenting to receive other benefits from the Bank or from its associated entities by the Members of the Management Board,
 - 7) approving the Bank Management Board Bylaw, the Organisational Bylaw and the Bank Internal Audit System,
 - 8) selecting the entity authorised to audit the Bank's and the Bank Group's financial statements as well as the entity authorised to perform attestation services for the sustainability reporting, based on the recommendation of the Audit Committee, and giving advice as to the termination of the agreement with those entities,
 - 9) determining the consolidated text of the Charter as well as introducing other editorial changes thereto,
 - 10) giving – save for provisions of items 4) and 11) – consent to:



- a) the Bank assuming an obligation or taking an action involving disposal of assets, where the value of a single transaction or the aggregated value of a series of transactions towards one entity or entities related to that entity exceeds 10% of the Bank's own funds,
- b) making a significant transaction with the related entity by the Bank within the meaning of the Act on Public Offering and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies (the "Act on Public Offering"),

- the Board's approval shall be, however, not required for the transactions made on an arm's length basis in the ordinary course of company business or for the transactions listed under b) – also in the cases other than provided for by the Act on Public Offering.

- 11) consenting to the acquisition, sale or encumbrance by the Bank of a non-current asset of the value exceeding the PLN equivalent of EUR 25,000,000; the consent of the Supervisory Board – subject to the provisions of section 10 – is not required when the non-current asset is acquired by way of its takeover by the Bank being the creditor due to collection of the Bank's receivables,
 - 12) presenting to the ordinary General Meeting reports and evaluations as set out in the laws, recommendations of the regulator and other regulations adopted by the Bank,
 - 13) suspending, for material reasons, a Member of the Bank Management Board in his/ her functions and assigning Members of the Supervisory Board to perform temporarily, for a period not longer than 3 months, the functions of the Management Board Members who may not do so,
 - 14) approval of the Bank's policy on the compliance risk, and
 - 15) approval of the principles of internal capital assessment, capital management and planning processes.
2. Save for sections 1.10) and 1.11) hereof, the powers of the Supervisory Board also include giving advice on the conclusion of agreements with entities related to the Bank within the meaning of the Act on Public Offering where the agreements concern assuming obligations or disposal of assets with the value exceeding 5% of the Bank's own funds, and other agreements with such entities that may have a material impact on the Bank's financial or legal standing; the Supervisory Board may determine the types of agreement that require its advice.
 3. The Supervisory Board may execute their powers mentioned under section 1.10) also by granting their consent to the conclusion of legal transactions with certain entities if such transactions meet the preconditions stipulated under above mentioned section, without separate consent of the Supervisory Board to individual transactions. In such a case, the Management Board shall be obliged to inform the Supervisory Board about the transactions concluded based thereon at the nearest session of the Supervisory Board.
 4. Stipulations of section 1.11) herein shall also refer to, respectively, the purchase, sale or encumbrance of a real property or of an interest in the real property, or of the perpetual usufruct; the resolution of the General Meeting is not required in these cases, regardless of the transaction value.

VII. Bank Management Board.

§ 26.

1. The Bank Management Board shall consist of at least three Members including the President and Vice-Presidents. At the request of the President of the Management Board, the Supervisory Board may designate one of the Vice-Presidents to perform the function of the 1st Vice-President.
2. The number of the Management Board Members shall be determined by the Supervisory Board. At least half of the Members of the Management Board shall be the citizens of the Republic of Poland.
3. The Management Board Members shall be appointed for the joint term of office which shall commence as of the appointment date and shall last for the full four consecutive financial years.
4. The mandates of the Board Members shall expire:



- 1) upon the end of their term of office, as of the day of the General Shareholders Meeting approving the financial statements for the last full year of their office,
- 2) in the case of resignation of a Management Board Member from his/her function, as of the day of notifying the Bank thereon or as of the day specified in the resignation letter, which shall, however, not be earlier than the notification day,
- 3) in the case of recalling the Management Board Member by the Supervisory Board, on the day of recall,
- 4) in the case of death of the Management Board Member.

§ 27.

1. The President of the Management Board and the Vice-President in charge of management of the risk material to Bank's business shall be appointed by the Supervisory Board upon the approval of the Polish Financial Supervision Authority. The earlier appointed Management Board Member referred to hereinabove may be entrusted with the capacity of the Vice-President only upon approval of the Polish Financial Supervision Authority.
2. Vice-Presidents of the Management Board shall be appointed and recalled by the Supervisory Board after taking into account the opinion of the President of the Management Board.
3. The Supervisory Board shall inform the Polish Financial Supervision Authority about the composition of the Management Board and about any change in that regard as well as about any changes affecting the Management Board Members and required by the Banking Law Act.
4. Management Board Members shall be appointed and recalled after the assessment of satisfaction of the requirements referred to in the Banking Law Act by them.

§ 28.

1. The Management Board shall adopt resolutions if more than half of its Members are present at the meeting and all the Members of the Management Board have been invited.
2. Subject to the regulations of the Commercial Companies and Partnerships Code the resolutions of the Management Board shall be passed with an absolute majority of votes. In the case of a tie vote, the President of the Management Board holds the casting vote.
3. The organisation of the Management Board's works, the scope of affairs requiring a resolution of the Management Board and mode of functioning shall be specified in the Management Board Bylaw resolved by the Management Board and approved by the Supervisory Board.

§ 29.

1. The Management Board shall manage and represent the Bank. Any matters not restricted to the authorities of other Bank's bodies pursuant to the laws or the Bank Charter shall rest with the Management Board.
2. The Management Board shall act collectively with the reservation of issues which according to the stipulations of the Management Board Bylaw or the Organisational Bylaw may be assigned to particular Management Board Members.
3. As part of activities entrusted to the Management Board and referred to in section 2:
 - 1) the President of the Management Board shall be responsible, in particular, for the internal audit unit, the compliance unit and HR management units,
 - 2) the Vice-President of the Management Board whose appointment requires permission of the Polish Financial Supervision Authority shall be responsible, in particular, for the credit-, market- and operational risk management units.
4. Furthermore, the President of the Bank Management Board:



- 1) is in charge of the Management Board operations, plans the work and chairs meetings of the Management Board,
- 2) represents the Management Board before the General Shareholders Meeting and the Supervisory Board.

§ 30.

1. Decisions shall be taken at the Bank in the following manner:
 - 1) decisions on matters reserved for the General Meeting shall be taken in the form of resolutions of the General Meeting,
 - 2) decisions on matters reserved for the Supervisory Board shall be in the form of resolutions of the Supervisory Board,
 - 3) decisions on matters, in the case of which collective action of the Management Board is required under the Organisational Bylaw and under the Management Board Bylaw, shall be in the form of resolutions of the Management Board,
 - 4) decisions on matters for which no collective action of the Management Board is required, and which have been left for decision of the individual Management Board Members, shall be in the form of a decision of the Management Board Member; however, the Management Board may determine – by way of a resolution – matters requiring at least two Members of the Management Board to decide upon,
 - 5) decisions on matters delegated by the Management Board to the competence of any Committee established by the Management Board shall be in the form of resolutions of that Committee,
 - 6) decisions on matters that are not reserved for the Management Board, the Management Board Member or a competent Committee shall be in the form of a decision of a competent director of the appropriate level within his/her powers.
2. Decisions on assuming obligations or disposal of assets, if their total value for one entity exceeds 5% of the Bank's own funds, are taken, subject to stipulations of §25.1.4), §25.1.10) and §25.1.11) as well as §25.2, by the Management Board or relevant Committee established pursuant to the Organisational Bylaw or other people within the authority assigned by the Management Board.

§ 31.

1. Bylaws, internal instructions and other internal regulations, including in particular the ones setting out the policy, the principles of operations or of the organisation of the Bank to the extent falling within the powers of the Management Board or of the individual Members of the Management Board, shall be issued in the form of Ordinances of the President of the Management Board, on the basis of the resolutions of the Bank Management Board or the decisions of the authorised Member of the Management Board, respectively.
2. Furthermore, internal regulations on matters that have not been reserved for the Management Board or for the individual Members of the Management Board may also be issued on the basis of the resolutions of the competent Committee or the decisions of the competent director of the appropriate level within his/her authority.

§ 32.

1. Two Management Board Members acting jointly, or one Management Board Member acting jointly with a proxy, or two proxies acting jointly shall be authorised to make declarations of will on behalf of the Bank. The Bank shall have joint commercial representation, whereby proxies are only authorised to act jointly with another proxy or with a Member of the Management Board.
2. The proxies acting individually or jointly with a Management Board Member or with another proxy, may be appointed for performing certain activities, or performing certain type of activities.



VIII. Bank's Organisation and Governance System.

§ 33.

1. There are Divisions operating within the Bank's organisational structure which due to their functions are divided into Client Business Lines and Support Divisions. Each Division is supervised by one Management Board Member. The Divisions encompass Departments, Centres and other organisational forms and units.
2. The detailed internal organisation of the Bank is determined by the Organisational Bylaw adopted by the Management Board and approved by the Supervisory Board.

§ 34.

The Bank shall have a one-company structure and shall be an employer as understood in the light of the Labour Law Regulations.

§ 35.

1. There is a governance system in the Bank that consists of the principles and mechanisms referring to the decision-taking processes taking place in the Bank and to the appraisal of the activities carried out. The principles of the governance system are specified in detail in this Charter, the Supervisory Board Bylaw and the Management Board Bylaw, the Organisational Bylaw and in the bylaws of relevant Bank Committees.
2. The governance system at the Bank covers in particular:
 - 1) risk management system, and
 - 2) internal audit system.
3. The governance system – inclusive of risk management- and internal audit systems – is designed and implemented by the Bank Management Board who are also responsible for its efficient functioning.
4. Implementation of the governance system is supervised by the Supervisory Board who also assess its adequacy and effectiveness.

§ 35a.

1. The tasks of the risk management system are to identify, measure or assess, control and monitor the risk appearing in the Bank's operations in order to ensure the correctness of the process of determining and executing the purposes of the activities carried out by the Bank.
2. Under the risk management system, the Bank:
 - 1) applies formalised principles used for determining the size of the risk taken and the principles of the risk management,
 - 2) applies formalised principles aimed at identification, measurement or assessment and monitoring of the risk appearing in the activity, where the said procedures take also into account the forecasted level of future risk,
 - 3) applies formalised limits to mitigate the risk and principles of conduct in the case of exceeding the limits,
 - 4) applies the approved management reporting system that allows risk level monitoring,
 - 5) has an organisational structure adjusted to the size and profile of the risk borne.

§ 35b.

1. The purpose of the internal audit system is to ensure:
 - 1) effectiveness of the Bank's operations,
 - 2) reliability of the financial reporting,
 - 3) observance of risk management principles at the Bank,



- 4) compliance of the Bank's operations with the law, internal regulations and market standards.
2. The internal control system includes:
 - 1) control function tasked with ensuring the application of controls, notably those concerning risk management at the Bank; this function covers jobs, groups of persons or organisational units responsible for performing that function's tasks,
 - 2) compliance unit tasked with identification, assessment, control and monitoring of compliance risk understood as the risk of consequences of non-compliance with laws, internal regulations and market standards, and also delivery of relevant reports, and
 - 3) independent internal audit unit tasked with examination and appraisal of – impartially and objectively – the adequacy and effectiveness of the risk management system and internal control system, except for the internal audit unit.
3. The persons managing the internal audit and the compliance units shall report directly to the President of the Bank Management Board. The approval of the Supervisory Board is required to appoint and recall the managers of those units.
4. Detailed principles of the operation of the internal audit system shall be specified by the Bank Management Board and approved by the Supervisory Board.
5. The Supervisory Board shall supervise the internal control system and shall appraise its adequacy and effectiveness at least once a year.

IX. Bank's Capitals and Funds.

§ 36.

1. The Bank's own funds shall comprise:
 - 1) paid up and registered share capital,
 - 2) supplementary capital,
 - 3) reserves,
 - 4) general bank risk fund,
 - 5) revaluation fund, and
 - 6) retained earnings.
2. The Bank's own funds shall be established pursuant to the principles set out in the applicable laws.

§ 37.

1. The general bank risk fund shall be established under the Banking Law Act.
2. The Fund referred to in section 1 herein shall be established out of the profit after tax in the amount passed by the General Meeting and shall be earmarked for risks of banking activities.
3. Decisions to make use of the fund as mentioned under section 1 shall be taken by the Bank Management Board.

§ 38.

The supplementary capital shall be established from the profit after taxes, out of the surplus funds achieved while issuing the shares above their face value, and out of the extra charges paid by the shareholders and assigned for covering the balance sheet losses of the Bank.



§ 39.

Reserves are established irrespective of the Bank's supplementary capital from the annual net profit. The General Meeting shall decide on the amount and utilisation of the reserves. The reserves may be used for:

- 1) covering specific losses and expenses,
- 2) increasing share capital from the Bank's resources,
- 3) purchasing own shares by the Bank in cases provided for by the law,
- 4) paying out dividends, including advances for anticipated dividends.

§ 39a.

Retained earnings comprise:

- 1) retained earnings of previous years,
- 2) profit under approval and net profit of the present reporting period, computed in line with the effective accounting principles, less any foreseeable encumbrances and dividends, in the amounts not higher than the amounts of profit verified by chartered auditors, upon approval by the Polish Financial Supervision Authority.

§ 39b.

The revaluation fund shall be used to record post-revaluation changes in the value of non-current assets, made in line with the applicable regulations. The revaluation fund shall be increased whenever the value of non-current assets is raised. The revaluation fund shall be decreased with the differences arising from the revaluation of non-current assets earlier forming Bank's assets and later sold, donated or liquidated.

§ 40.

The decision on the use of the supplementary capital and of the reserves shall be taken by the General Meeting. The Management Board is also authorised to use the reserves allocated by the General Meeting for the purpose specified in § 39.4) in the case specified in § 42.2.

X. Finances of the Bank, Profit Distribution, and Accounting.

§ 41.

The Bank's finances shall be run based on the annual financial plans approved by the Supervisory Board. Detailed principles of the Bank's finances shall be defined by the Bank Management Board.

§42

1. The Bank's profit after taxes shall be allocated, in the amount resolved by the General Meeting, for the following:
 - 1) supplementary capital,
 - 2) reserves,
 - 3) general bank risk fund,
 - 4) dividend for the shareholders that may also be offered in the form of the shares of the new issue, and
 - 5) other purposes.



2. The Management Board is authorised to make an advance payment to shareholders on account of the expected dividend at the end of the financial year if the Bank has sufficient funds for the payment. The advance payment shall be paid within the limits provided for by law and shall require the approval of the Supervisory Board and agreement with the Polish Financial Supervision Authority.

§ 43.

1. The Bank shall keep the accounting in compliance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of regulations of the European Commission.
2. For the cases not governed by the stipulations mentioned under section 1, the Polish Accounting Standards shall be applied accordingly.
3. The Accounting Policy of the Bank shall be determined by the Bank Management Board.

§ 44.

A calendar year shall be the financial year.

Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025
on amending the *Charter of ING Bank Śląski Spółka Akcyjna*.

The purpose of the draft amendments to the Charter is to:

- align the business object to the current language of the Banking Law Act, in relation with the recommendations of the Polish Financial Supervision Authority (the “PFSA”),
- introduce the possibility of the capital bonds’ issuance by the Bank,
- determine the manner of selecting the entity authorised to attest the sustainability reporting,
- delete the limitation as to the maximum number of the Management Board Members, and
- delete joint commercial representation whereby a commercial representative acts with a proxy.

The detailed amendments to the Bank’s Charter are as follows:

- specifying in more detail, in § 8.2.11), the types of payment services actually performed by the Bank, as per the PFSA recommendation expressed in a letter sent to the Bank,
- adding a new section 2 in §8a which shall read “The Bank may issue bonds, including convertible bonds and capital bonds”, and deleting the existing wording of item 1) in §8.3.

The intention behind the amendment is to introduce the possibility of the capital bonds’ issuance by the Bank, as referred to in Article 27a et seq. of the Bonds Act. Capital bonds are financial instruments added to the Bonds Act pursuant to the *Act of 14 April 2023 on Amending the Act on Investment Funds and Alternative Investment Funds Management, the Act on Bonds, the Act on Bank Guarantee Fund, Deposit Guarantee Scheme and Resolution, and Certain Other Acts*.

The purpose of the issuance of those bonds is their classification as part of own funds (depending on the construction, those bonds may be classified as additional Tier 1 instruments or as part of Tier 2 instruments).



In the existing Bank Charter, the issue of assuming liabilities relating to securities issuance, including convertible bonds, was regulated in §8.3.1) as part of the Bank's business. However, under the current wording of Article 6 of the Banking Law, assuming liabilities relating to securities issuance is no longer separated. Thus, while introducing the possibility of the capital bonds issuance to the Charter, the draft amendment also includes deleting the existing wording of §8.3.1). Instead, the issuance of convertible bonds and of capital bonds would be regulated jointly in the new section 2 to §8a,

- specifying in more detail, in the item currently marked as item 5) of §8.3, that debt claims are converted into components of the debtor's assets on the terms agreed upon with the debtor, in keeping with the literal wording of Article 6.1.4) of the Banking Law,
- deleting, in the item currently marked as item 6) of §8.3, the reference to debt claims secured with a mortgage, in keeping with the literal wording of Article 6.1.5) of the Banking Law. Concurrently, the Bank will remain able to acquire and dispose of debt claims secured with a mortgage pursuant to the general provision of §8.2.12) of the Charter ("acquiring and disposing of cash debt claims") which reflects the wording of Article 5.2.5) of the Banking Law,
- deleting the services listed in items currently marked as items 9) and 10) of § 8.3., i.e. providing data processing services and performing commissioned activities connected with the privatisation of state-owned enterprises. Those provisions were of historic nature. Deleting them is in line with the PFSA recommendations received by the Bank and it is due to the fact that they have no counterpart in the Banking Law provisions which define activities performed by banks,
- changing the numbering of provisions in §8.3 as a result of the above changes in the business object,
- including, in §25.1.8), the Supervisory Board's competence to select the entity authorised to attest the sustainability reporting and give advice as to the termination of the agreement with such an entity, similar as in the case of the entity authorised to audit financial statements,
- an amendment in §26.1 by deleting the limitation as to the maximum number of the Management Board Members. Under the draft amendment, the Management Board shall consist of at least three members without specifying an upper limit. The amendment is dictated by the organisational changes planned in the Bank's organisational structure which provide for the establishment of a new division (in addition to the currently existing ones) and that will also result in increasing the number of the Management Board Members. The change will also make it possible to be more flexible in shaping the Management Board's composition in the future, depending on the Bank's business needs,
- the amendment in §32.2 by deleting joint commercial representation whereby a commercial representative acts with a proxy. In keeping with the draft wording of §32.2, proxies will be able to act individually or jointly with another proxy. The amendment is to adapt the representation manner to the viewpoint dominating in the doctrine.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025**

on assessing satisfaction by the existing 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 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 Kotakowska,
3. Mr Michał Szczurek,
4. Mr Stephen Creese,
5. Ms Dorota Dobija,
6. Ms Aneta Hryckiewicz-Gontarczyk,
7. Mr. Arkadiusz Krasowski,
8. Mr Hans De Munck, and
9. 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 of 29 April 2025
on assessing satisfaction by the existing members of the Supervisory Board of the requirements referred to
in Article 22aa of the Banking Law Act (suitability assessment).

In line with regulations adopted by the Bank in regard to the suitability assessment, the General Meeting shall perform the individual secondary 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. An external entity - PwC Polska Kassel i Wspólnicy spółka komandytowa was also involved in the preliminary suitability assessment process.

Draft

Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 April 2025
on amending the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy.*

§ 1

Under 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. Section 3b) in §4 shall be as follows:
 - “b) Deputy Chair and Members who are Chair of the Risk Committee and Remuneration and Nomination Committee – 30%,

2. In §4 section 3 a new letter c) shall be added in the following wording:
 - “c) Member who is Chair of the Audit Committee – 75%,”at the same time section 3 in §4 shall be renumbered, and current wording in letter c) shall be now in letter d).

3. Section 5 in §4 shall be as follows:
 - “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.”

§2

As a result of the amendments listed 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 29 April 2025

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 16,600 (in words: sixteen thousand and six 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 set as a percentage of the base salary and shall be as follows:
 - a) Chair of the Supervisory Board – 100%,
 - b) Deputy Chair and Members who are Chair of the Risk Committee and Remuneration and Nomination Committee – 30%,
 - c) Member who is Chair of the Audit Committee – 75%,
 - d) Members other than Chairs of the Supervisory Board Committees – 15%.
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.

§ 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 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 of 29 April 2025
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 2023, 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 change recommended is to ensure that the remuneration of the Supervisory Board Members is at a market level and consistent with the *Good Practice of Audit Committees 2021*, according to which remuneration of the Audit Committee Chair should not differ from remuneration of the Supervisory Board Chair. At the same time, the existing provisions of the *Policy* concerning performance of the tasks on the Supervisory Board without payment if the Supervisory Board Members hold other functions in the ING Group entities were clarified.

