

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 26 April 2023**

on appointing the Chair 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 Chair of the Ordinary General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2022 and ended 31 December 2022.

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 2022 and ended 31 December 2022 including:

1. the income statement for the period started 1 January 2022 and ended 31 December 2022, with net profit of PLN 1 714.4 million,
2. the statement on total income for the period started 1 January 2022 and ended 31 December 2022,
3. the statement of financial position as at 31 December 2022, with total assets and liabilities and equity of PLN 211 159.3 million,
4. the statement of changes in equity for the period started 1 January 2022 and ended 31 December 2022,
5. the cash flow statement for the period started 1 January 2022 and ended 31 December 2022, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2022 covering the Report on Operations of ING Bank Śląski S.A., including the statement on the application of corporate governance principles, as well as reviewing and approving the Report on non-financial



information of ING Bank Śląski S.A. Group for 2022, including non-financial information of ING Bank Śląski S.A.

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 49b section 9 and Article 55 section 2c of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve:

1. the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2022, covering the Report on Operations of ING Bank Śląski S.A.,
2. the Report on non-financial information of ING Bank Śląski S.A. Group for 2022, including non-financial information of ING Bank Śląski S.A.

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 principles in 2022, 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 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2022 and ended 31 December 2022.

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 2022 and ended 31 December 2022 including:

1. the consolidated income statement for the period started 1 January 2022 and ended 31 December 2022, with net profit of PLN 1 714.4 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2022 and ended 31 December 2022,
3. the consolidated statement of financial position as at 31 December 2022, with total assets and liabilities and equity of PLN 217 266.1 million,
4. the consolidated statement of changes in equity for the period started 1 January 2022 and ended 31 December 2022,
5. the consolidated cash flow statement for the period started 1 January 2022 and ended 31 December 2022, and
6. accounting policies and additional notes.

Draft

Resolution No. ...



**of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on accepting ING Bank Śląski S.A. Supervisory Board Report for 2022.

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 report for 2022 covering:

- 1) a summary on the operations of the Supervisory Board and its committees in the financial year 2022, including information on the composition of the Supervisory Board and its committees,
- 2) the results of assessment of:
 - the annual financial statements of ING Bank Śląski S.A. for 2022,
 - the annual consolidated financial statements of the ING Bank Śląski S.A. Group for 2022,
 - the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2022 covering the Management Board Report on Operations of ING Bank Śląski S.A.,
 - the report on non-financial information of ING Bank Śląski S.A. Group for 2022, including non-financial information of ING Bank Śląski S.A.,
 - the motion of the Management Board on distribution of 2022 profit,
- 3) assessment of the Bank's consolidated standing in 2022, including an assessment of the internal control-, risk management- and compliance systems and the internal audit function,
- 4) 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 WSE Rules and regulations on current and interim information provided by securities issuers,
- 5) assessment of ING Bank Śląski S.A.'s application of "Principles of Corporate Governance for Supervised Institutions" in 2022,
- 6) assessment of the rationality of ING Bank Śląski S.A.'s expenditure borne in connection with the policy concerning charitable and sponsorship initiatives in 2022,
- 7) update on the implementation status of the diversity policy for the ING Bank Śląski S.A. Management Board and Supervisory Board in 2022,
- 8) assessment of the performance by the Management Board of its disclosure duties towards the Supervisory Board,
- 9) update on total remuneration due from the Bank on account of all audits ordered by the Supervisory Board throughout 2022.

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 principles at banks, based on:

- information provided in the abovementioned Supervisory Board report, including the self-assessment of the Supervisory Board work in 2022,
- 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,
- self-assessment of adequacy of internal regulations concerning operations of the ING Bank Śląski S.A. Supervisory Board adopted by the Supervisory Board,

the General Meeting of ING Bank Śląski S.A. assesses that internal regulations concerning operations of the Supervisory Board are adequate and that operations of the Supervisory Board are effective and efficient.



**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on the opinion to the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2022, and to the assessment of 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 2022.

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 Management Board Report on Operations of ING Bank Śląski S.A. Group in 2022 covering the Report on the Bank's Operations and the Supervisory Board Report on the assessment of the remuneration policy at the Bank in 2022, 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 26 April 2023**

on acknowledging fulfilment of duties by the President of the Bank Management Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting**



of ING Bank Śląski Spółka Akcyjna of 26 April 2023

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.

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. Mrożek – Vice-President of the Bank Management Board

between 1 January 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2022.

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 2022 and 31 January 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Chairman of the Supervisory Board in 2022.



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 – Chairman of the Supervisory Board

between 1 January 2022 and 31 December 2022 as the Chairman of the Supervisory Board.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the First Deputy Chair of the Supervisory Board in 2022.

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 of the Supervisory Board

between 1 January 2022 and 31 December 2022, including the fulfilment of duties as Deputy Chair of the Supervisory Board until 16 May 2022 and as the First Deputy Chair of the Supervisory Board from 16 May 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Deputy Chair of the Supervisory Board in 2022.

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 2022 and 31 December 2022, including the fulfilment of duties as the Secretary to the Supervisory Board until 16 May 2022 and as the Deputy Chair of the Supervisory Board from 16 May 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.

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 Aris Bogdaneris – Member of the Supervisory Board

between 7 April 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.

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 2022 and 31 December 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.

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 – Member of the Supervisory Board

between 1 January 2022 and 31 December 2022.



**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2022.

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 Remco Nieland – Member of the Supervisory Board

between 1 January 2022 and 7 April 2022.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on distribution of 2022 profit.

Pursuant to Article 395 § 2 item 2 of the Act of 15 September 2000 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. hereby distributes the 2022 net profit of ING Bank Śląski S.A. in the amount of PLN 1 714 407 093.95 as follows:

- 1) the amount of PLN 513 895 000.00 shall be allocated to increase the reserve capital earmarked for dividend payout, including interim dividend payments,
- 2) the amount of PLN 1 200 512 093.95 shall be allocated to increase the general reserve capital.

**Rationale
to the draft resolution of the Ordinary General Meeting of
ING Bank Śląski Spółka Akcyjna of 26 April 2023
on distribution of 2022 profit**

The Bank Management Board submitted to the General Meeting a recommendation on the proposed distribution of 2022 profit as per the abovementioned specification on the following grounds.

As at 31 December 2022, the capital ratios were respectively:

- Tier I (T1) capital ratio for the Bank 15.10% and for the Bank Group 13.70%,
- total capital ratio for the Bank 16.77% and for the Bank Group 15.23%.

On 6 December 2022, the Polish Financial Supervision Authority (PFSA) adopted a stance on the banks dividend policy in 2023 (dividend for 2022). The Bank satisfies the PFSA criteria and requirements enabling the dividend payout from the 2022 profit; this was confirmed in the individual dividend recommendation received from the Polish Financial Supervision Authority on 16 March 2023. In the individual dividend recommendation, the PFSA communicated that as at 31 December 2022, the Bank satisfied the requirements for the payment of up to



100% of dividend from the Bank's 2022 profit. The PFSA recommended that the Bank mitigate the inherent risk of operations by not taking, without prior consultation with the supervision authority, actions in particular being beyond the ordinary business and operational activity which may result in a reduction in own funds, including possible dividend payments from undivided profit from previous years as well as repurchase or redemption of own shares. At the same time, the PFSA expects the Management Board, while taking the decisions, to take into account both the PFSA stance on the dividend policy as well as the dynamic developments in the banking sector environment and the risks the Bank is exposed to, including first and foremost the risk related to the decision of the CJEU for case no. C-520/21 and potential deterioration of the credit quality due to increased inflation, limited economic growth as well as high cost of debt service by borrowers. The PFSA also points out to the fact that it is necessary to comply with regulatory requirements, including those concerning limits for large exposures, whose risk of breach grows when own funds are being reduced, and that the Bank fulfils the effective regulatory requirements after the payout of the potential dividend from the earned profit, also should adverse but predictable developments in the Bank's environment occur.

Having regard to the above, despite the fact that the dividend payout criteria for 2022 have been met, the Management Board recommend dividend payout holdback. The Management Board are of the opinion that there are sector-specific uncertainties, the effects of which may materialise throughout 2023, such as indirect impact on the Bank of the CJEU decision for case no. C-520/21 and uncertainties in the regulatory environment, macroeconomic and market situation. The aim of the Management Board recommendation on distribution of 2022 profit is to retain the capital security by the time the scale of impact of the above listed potential risks on the Bank has been confirmed. If these risks do not materialise significantly and the Bank's capital situation remains sound, in the course of 2023 the Management Board will consider the option of the interim dividend payout for the anticipated dividend for 2023. It would be funded from the reserve capital earmarked for the dividend payout (including interim payments for the anticipated dividend), which would be formed partially of the 2022 profit and partially of the 2019 profit. The interim dividend payout would be conditional on the Supervisory Board approval and prior decision of the supervisory authority (PFSA).

Having regard to the above, the Management Board recommend that the General Meeting allocate the amount of PLN 513 895 000.00 from the 2022 profit to increase the reserve capital earmarked for the dividend payout, including interim dividend payments. This amount represents 30% of the separate and consolidated profit of ING Bank Śląski S.A. for 2022. Utilisation of the reserve capital earmarked for the dividend payout will be conditional on positive decisions of the supervisory authority, as per the individual dividend recommendation.

The Management Board recommend that the General Meeting allocate the remaining part of the 2022 profit in the amount of PLN 1 200 512 093.95 to increase the general reserve capital.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

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. hereby resolve on an amendment to the Bank Charter, whereby the following sub-item “j” is added in § 8 section 3 item 11:

“j) intermediation in obtaining loans and advances,”

§ 2

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

§ 3

Resolution No. 28 of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 7 April 2022 on the amendment to the Charter of ING Bank Śląski Spółka Akcyjna shall no longer be effective.

Rationale
to the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023
on amending the Charter of ING Bank Śląski Spółka Akcyjna

With Resolution No. 28 of 7 April 2022, the General Meeting adopted an amendment to the Bank Charter and added the following sub-item j) to § 8 Section 3 item 11): “j) intermediation and cooperation in obtaining loans and advances”. The amendment to the Bank Charter was primarily related to the planned implementation of a new service as part of imoje payment Gateway. Under the new service, the Bank will intermediate in concluding agreements on hire purchase or lease on behalf of the partners cooperating with the Bank.

The amendment to the Charter resolved by the General Meeting required approval of the Polish Financial Supervision Authority. In the course of the proceedings to obtain said approval, and upon considering the Bank’s explanations regarding the scope of the service, the PFSA expressed its expectation as to the modification of the drafted provision of § 8 section 3 item 11) sub-item j) of the Bank Charter by indicating the following wording: “intermediation in obtaining loans and advances”.

Therefore, it is reasonable that the General Meeting passes a resolution in the proposed wording while repealing Resolution No. 28 of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 7 April 2022.

Draft

Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023

on amending the Charter of ING Bank Śląski Spółka Akcyjna.

§ 1

Pursuant to Article 430 § 1 of the Act of 15 September 2000 of the Code of Commercial Companies, the General Meeting of ING Bank Śląski S.A. resolves to amend § 8 section 3 item 3a) of the Bank Charter which shall now read as follows:

“3a) 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 if they concern financial instruments,
- f) execution of orders to purchase or sell financial instruments for the account of the originator,”.

§ 2

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

Rationale **to the draft resolution of the Ordinary General Meeting** **of ING Bank Śląski Spółka Akcyjna of 26 April 2023** **on amending the Charter of ING Bank Śląski Spółka Akcyjna**

The amendment to the Bank Charter involves the removal of the existing proviso in § 8 section 3 item 3a, following sub-item f) in the following wording: *“provided that the activities referred to in items a) to d) and f) may concern securities issued by the State Treasury or the National Bank of Poland, other financial instruments that have not been admitted to organised trading, as well as bonds referred to in Article 39p.1 of the Toll Motorways and the National Road Fund Act of 27 October 1994, bonds, referred to in Article 67.3 and Article 71.1 of the Act of 31 March 2020 amending the Act on Special Solutions Related to Preventing, Counteracting, and Combating COVID-19, other infectious diseases and crisis situations caused by them and certain other acts, as well as the bonds referred to in Article 34ga.1 of the Act on Sureties and Guarantees Granted by the State Treasury and Certain Legal Persons of 8 May 1997, however, the activities referred to in item b) may also concern the following instruments admitted to organised trading: bonds, mortgage bonds and other transferable securities incorporating property rights equivalent to the rights attached to the debt or derivatives based on bonds, mortgage bonds, other transferable securities incorporating property rights equivalent to the rights attached to the debt, interest rate or currency as their underlying instrument”* and replacing it with a newly added phrase in § 8 section 3 item 3a) *“within the scope defined in Article 70 Section 2 of the Financial Instruments Trading Act”*.

The wording of the proviso used to date corresponded to the full language of Article 70 Section 2 of the Financial Instruments Trading Act which indicated that the Bank may perform certain brokerage activities without permission to operate a brokerage business, provided those activities concern financial instruments listed in that provision. With the amendments made by the legislator to the text of that provision, it became necessary for the Bank to adapt the language of the Bank Charter accordingly.

The proposed language of the Resolution is to avoid the need to update the language of the Bank Charter whenever there is an amendment to Article 70 Section 2 of the Financial Instruments Trading Act. To that end, a general proviso is added that the Bank’s activity would be within the scope defined in Article 70 Section 2 of the Financial Instruments Trading Act.

Draft



**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on amending the Charter of ING Bank Śląski Spółka Akcyjna

§ 1

Pursuant to Article 430 § 1 of the Act of 15 September 2000 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. resolves to make the following amendments to the Bank Charter:

1. In § 11, the following section 4 is added:

“4. Redemption of shares or acquisition of own shares by the Bank shall require permission of the Polish Financial Supervision Authority, 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 investment firms and amending Regulation (EU) No 648/2012.”

2. In § 21, the following sections 3 and 4 are added:

“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 First Deputy Chair, and in the event of his/her absence by the other Deputy Chair.”

**Rationale
to the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023
on amending the Charter of ING Bank Śląski S.A.**

The purpose of the proposed amendments to the Bank Charter is to:

- indicate that the share redemption or the share buy-back require permission of the Polish Financial Supervision Authority (PFSA), in keeping with the expectation expressed by the PFSA,
- make the responsibilities of the Supervisory Board Chair and Deputy Chair more specific following the amendments to the Commercial Companies and Partnerships Code (CCPC).

The amendment to §11 is to indicate that the share redemption or own share acquisition require permission of the Polish Financial Supervision Authority, 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.



The provision is for information only because the requirement to get permission derives explicitly from the applicable laws. The provision is to be added to the Charter due to the expectation of the PFSA expressed in the letter of 27 May 2022 addressed to banks.

The amendment to § 21 involves adding new sections 3 and 4 concerning the functions of the Supervisory Board Chair and Deputy Chairs.

The amendments are related to the wording of Article 389 §1 of the CCPC effective since 13 October 2022. Under that provision, the work of the supervisory board is managed by the chair who has the duty to organise the work properly, and in particular to convene the meetings of the supervisory board. At the same time, the said provision indicates that a company's charter may give certain rights relating to the organisation of the supervisory board and the manner in which it operates, to other supervisory board members as well. Thus, the proposed amendment to the Charter addresses the responsibilities of the Supervisory Board Chair, as well as the rights and duties of Deputy Chairs replacing the Chair in the event he or she is absent or hindered in his/her function. The amendment proposed is consistent with the existing provisions of the Bylaw of the Supervisory Board.

The Bank has obtained the Polish Financial Supervision Authority's permission to make the amendments to the Charter covered hereby.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on amending the *Charter of ING Bank Śląski Spółka Akcyjna* to authorise the Management Board to increase the share capital within the limits of the authorised capital and to exclude the pre-emptive right.

§ 1

Pursuant to Article 430 § 1, Article 444, Article 445 § 1 and Article 447 §§1 and 2 of the Act of 15 September 2000 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. resolves to make an amendment to the Bank Charter and authorise the Management Board to increase the share capital within the authorised capital for the coming period by making an amendment to § 11a which shall read as follows:

“§ 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 Management Board may award shares only in consideration for cash deposits.
6. The Management Board shall not award 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."

§ 2

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

§ 3

The purpose of the proposed amendment to the Charter is to authorise the Bank Management Board to increase the share capital on the terms and conditions set out in Article 444ff of the Commercial Companies and Partnerships Code (the authorised capital) for another period, following the expiry of the current authorisation added in §11a of the Bank Charter by Resolution No. 23 of the Bank Ordinary General Meeting of 2 April 2020. Granting another authorisation to the Management Board to issue the authorised capital will allow the Management Board to take fast actions to strengthen the Bank in terms of capital if and when needed.

Rationale
to the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023
on amending the Charter of ING Bank Śląski Spółka Akcyjna to authorise the Management Board to
increase the share capital within the limits of the authorised capital and to exclude the pre-emptive right,
along with the opinion of the Bank Management Board.

The Bank Management Board was initially authorised to issue the authorised capital pursuant to Resolution No. 27 of the Bank Ordinary General Meeting of 21 April 2017. That initial authorisation was then extended by Resolution No. 23 of the Bank Ordinary General Meeting of 2 April 2020 for a period started 22 April 2020 until 21 April 2023.

The purpose of the proposed amendment to the Bank Charter is to authorise the Management Board to increase the share capital within the authorised capital for another period, pursuant to Article 444 § 2 of the CCPC. To that end, it is proposed that § 11a of the Charter be amended in that a new authorisation is added which shall be effective from the date on which the amendment to the Bank Charter concerning this provision is entered to the register of entrepreneurs of the National Court Register until 26 April 2026, while keeping the limit on the authorised capital (PLN 26,000,000), which is the same as in the current authorisation. The other terms and conditions of the existing authorisation arising from § 11a of the Charter would also have been kept in regard to the new authorisation; however, it is proposed that a new section 5 is added to specify that the Management Board may only award shares in consideration of cash deposits (which derives from Article 444 § 4 of the CCPC) and an editorial change is made to adapt the wording to the current wording of Article 444 § 6 of the CCPC.

Most significantly, the Management Board's right to deprive shareholders of the pre-emptive right during the share issue as part of the authorised capital, in full or in part, with the Supervisory Board's consent has been kept in the proposed provision. The issue price of the shares to be issued as part of the authorised



capital will be fixed by the Management Board, upon accounting for the market conditions existing when the resolution to that effect is made.

In practice, the Management Board have not acted on any of the authorisations to issue authorised capital yet. However, the Management Board are of the view that the reasons for introducing authorised capital remain valid. It is in particular reasonable to keep the Management Board's ability to take fast actions to give the Bank a capital injection if and when needed. A resolution of the General Meeting is required in each case under the standard procedure for the share capital increase which considerably protracts the process. This may be of importance should there be a threat that the Bank will not be able to fulfil the capital requirements, and also in terms of the ability to prevent such a risk. As part of the authorised capital, the Management Board would then be able to effect a targeted issue addressed to the strategic investor in an effective manner. Therefore, it is proposed that the authorisation to exclude or to limit the pre-emptive rights to shares issued within the authorised capital also be kept. Both the Management Board's decisions regarding the exclusion or limitation of the pre-emptive right of the existing shareholders and those concerning the share issue price will remain under the control of the Supervisory Board whose consent is required in both those cases. That control is to ensure protection of the interests of the Bank and of its shares. Given the above, the Bank Management Board are of the view that it is fully justified and in the best interest of the Bank and its shareholders for the General Meeting to pass a resolution to authorise the Management Board to increase the share capital within the authorised capital, with the option of excluding by the Management Board of the pre-emptive right of the existing Bank shareholders, in full or in part.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

on changes to the composition of the Supervisory Board*.

Pursuant to Article 22 section 2 of the Banking Law Act of 29 August 1997 and § 19 section 1 of the Bank Charter, the General Meeting of ING Bank Śląski S.A., having regard to the recommendation of the Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A., states that Mr/Ms fulfils the requirements for a Member of the Supervisory Board specified in Article 22aa of the Banking Law Act.

With the above assessment in mind, the General Meeting of ING Bank Śląski S.A. appoints Mr/Ms as Member of the Supervisory Board of ING Bank Śląski S.A.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023**

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



Under §18 item 3 of the Charter of ING Bank Śląski S.A. in conjunction with Article 22a §2 of the Banking Law Act of 29 August 1997, having regard to the recommendation of the Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A., the General Meeting of ING Bank Śląski S.A. hereby ascertain that each and every member of the ING Bank Śląski S.A. Supervisory Board, listed hereinbelow, i.e.:

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

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, named herein, as well as those of the member/members of the Supervisory Board appointed by way of Resolution(s) No(s). ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 26 April 2023, 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 have the adequate knowledge, abilities and experience enabling them to understand the actions of the Bank, the main risks included.

** The draft resolutions may be subject to changes or additions depending on shareholders' proposals for changes in the composition of the Supervisory Board and the results of the suitability assessment carried out by the Bank.*

Rationale
to the draft resolutions of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 26 April 2023
on the change in the composition of the Supervisory Board
and on assessing satisfaction by the members of the Supervisory Board of the requirements
referred to in Article 22aa of the Banking Law Act (suitability assessment)

On 26 January 2022, the Bank received a statement from Mr Aris Bogdaneris informing about his resignation from the position of a member of the Bank's Supervisory Board as of the date of the next Ordinary General Meeting of the Bank. Accordingly, it is reasonable for the General Meeting to consider the Board replenishment.

Furthermore, in accordance with the suitability assessment regulations adopted by the Bank, the General Meeting should carry out a periodic individual assessment of the current Supervisory Board members and a collective assessment of the suitability of the Supervisory Board.

Support in the suitability assessment process is provided by the Remuneration and Nomination Committee of the Supervisory Board, which will prepare appropriate recommendations for the General Meeting, following the shareholders' presentation of candidates for Board member.

