

Proposed amendments to the *Charter of ING Bank Śląski S.A.*

The Bank Management Board hereby advise the Shareholders of the amendments proposed to the *Charter of ING Bank Śląski S.A.*:

1. adding **§8.3.2)g)** in the following wording:

“ g) 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,”

2. the existing wording of **§8.3.8.g)** shall be deleted, and in consequence, the numbering of the existing provisions marked as items §8.3.8)h)-j) shall be changed to §8.3.8)g)-i) respectively,

Current wording of §8.3.8.g):

“g) agency in securities lending and borrowing,”

3. in **§8.3 item 10)** shall be deleted,

Current wording of §8.3 item 10):

„10) maintaining shareholder registers.”

4. in **§19.2 the first sentence** shall be worded as:

“The number of the Supervisory Board Members shall not exceed 11 persons.”

Current wording of §19.2:

“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.”

5. **§11a** shall be worded 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, but not earlier than on 27 April 2026, until 26 April 2029 (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."

Current wording of §11a:

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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).
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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."

