

## 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 11 April 2024**

### **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 11 April 2024**

### **on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2023 and ended 31 December 2023.**

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 2023 and ended 31 December 2023 including:

1. the income statement for the period started 1 January 2023 and ended 31 December 2023, with net profit of PLN 4,440.9 million,
2. the statement on total income for the period started 1 January 2023 and ended 31 December 2023,
3. the statement of financial position as at 31 December 2023, with total assets and liabilities and equity of PLN 239,599.8 million,
4. the statement of changes in equity for the period started 1 January 2023 and ended 31 December 2023,
5. the cash flow statement for the period started 1 January 2023 and ended 31 December 2023, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

### **on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2023 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules, as well as reviewing and approving the Report on non-financial information of ING Bank Śląski S.A. Group for 2023, 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 2023, 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 2023, 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 rules in 2023, 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 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2023 and ended 31 December 2023.**

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 2023 and ended 31 December 2023, including:

1. the consolidated income statement for the period started 1 January 2023 and ended 31 December 2023, with net profit of PLN 4,440.9 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2023 and ended 31 December 2023,
3. the consolidated statement of financial position as at 31 December 2023, with total assets and liabilities and equity of PLN 245,361.4 million,
4. the consolidated statement of changes in equity for the period started 1 January 2023 and ended 31 December 2023,
5. the consolidated cash flow statement for the period started 1 January 2023 and ended 31 December 2023, and
6. accounting policies and additional notes.

Draft

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



## of ING Bank Śląski Spółka Akcyjna of 11 April 2024

**on acknowledging the 2023 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 2023 covering:

- 1) the summary of the operations of the Supervisory Board and its committees in the financial year 2023 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 2023,
  - the annual consolidated financial statements of the ING Bank Śląski S.A. Group for 2023,
  - the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2023 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 2023, including non-financial information of ING Bank Śląski S.A.,
  - the Management Board motion on distribution of 2023 profit and undivided profit from previous years,
- 3) the evaluation of the Bank's standing in 2023 on a consolidated basis, including the assessment of the internal control system, risk management system, compliance and the internal audit function,
- 4) the assessment of the Bank's application of corporate governance rules 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) the assessment of ING Bank Śląski S.A.'s application of "Principles of Corporate Governance for Supervised Institutions" in 2023,
- 6) the assessment of legitimacy of the ING Bank Śląski S.A. expenditure borne in connection with the policy concerning charitable and sponsorship initiatives in 2023,
- 7) the update on the implementation status of the diversity policy for the ING Bank Śląski S.A. Management Board and Supervisory Board in 2023,
- 8) the assessment of performance by the Management Board of disclosure duties towards the Supervisory Board, and
- 9) the total remuneration due from the Bank for all the research and analyses commissioned by the Supervisory Board in 2023.

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 2023,
- 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.



**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on the opinion to the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2023 and to the evaluation of the Bank's remuneration policy.**

Under Article 395 § 2<sup>1</sup> 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 2023.

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 2023 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 2023, 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 11 April 2024**

**on acknowledging fulfilment of duties by the President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

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



**of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Chairman of the Supervisory Board in 2023.**



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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the First Deputy Chair of the Supervisory Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Deputy Chair of the Supervisory Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2023.**

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 1 January 2023 and 26 April 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2023.**

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 2023 and 31 December 2023.

Draft

**Resolution No. ...**





**of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2023.**

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 26 April 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2023.**

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 26 April 2023 and 31 December 2023.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on distribution of 2023 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 2023 net profit of ING Bank Śląski S.A. together with the undivided profit from previous years, per the following specification:

- 1) net profit for 2023 in the amount of PLN 4,440,878,562.72 shall be allocated to:
  - a) dividend payout: PLN 3,330,560,000.00,
  - b) general reserve capital: PLN 1,110,318,562.72,
- 2) undivided profit from previous years in the amount of PLN 8,106,953.30 shall be allocated to increase the general reserve capital.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**



## **on 2023 dividend payout and payout from the reserve capital earmarked for the dividend payout.**

In conjunction with Resolution No. .... of the Ordinary General Meeting of ING Bank Śląski S.A. of 11 April 2024 on distribution of 2023 profit and undivided profit from previous years, and pursuant to Articles 347, 348 and 398 § 5 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and § 40 of the Bank's Charter, the Ordinary General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

### § 1

1. Pay dividend from the 2023 profit in the amount of PLN 3,330,560,000.00.
2. Use the reserve capital earmarked for that purpose for dividend payout, in the amount of PLN 1,008,275,000.00.
3. Having regard to the sections 1 and 2, ING Bank Śląski S.A. will pay the dividend totalling PLN 4,338,835,000.00, that is PLN 33.35 per share in gross terms, on the following terms and conditions:
  - 1) 17 April 2024 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 6 May 2024 (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.
4. 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 11 April 2024 on distribution of 2023 profit and undivided profit from previous years and on 2023 dividend payout and payout from the reserve capital earmarked for the dividend payout**

The Bank Management Board submitted to the General Meeting a recommendation on distribution of 2023 profit and undivided profit from previous years and on 2023 dividend payout and payout from the reserve capital earmarked for the dividend payout as per the abovementioned specification on the following grounds.

As at 31 December 2023, the capital ratios were respectively:

- Tier I (T1) capital ratio for the Bank at 16.50% and for the Bank Group at 15.32%,
- total capital ratio for the Bank at 18.02% and for the Bank Group at 16.73%.

On 14 December 2023, the Polish Financial Supervision Authority (PFSA) adopted a stance on the banks' dividend policy in 2024 (dividend for 2023). 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 2023 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 2023 profit in dividend; it was confirmed in the individual dividend recommendation received from the Polish Financial Supervision Authority on 21 February 2024. 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 3,330,560,000.00 from the 2023 profit for the dividend payout. This amount represents 75% of the separate and consolidated profit of ING Bank Śląski S.A. for 2023. The Management Board recommend that the General Meeting allocate the remaining part of the 2023 profit in the amount of PLN 1,110,318,562.72 as well as the undivided profit from previous years in the amount of PLN 8,106,953.30 to increase the general reserve capital.

On 1 December 2023, the Bank Management Board received a letter in which PFSA stated that, having analysed the current financial standing of the Bank and the arguments presented by the Bank, PFSA did not voice any reservations as to the possibility of dividend payout by the Bank in the amount of PLN 1,008,275,000.00 from the reserve capital earmarked for dividend payout. The amount mentioned above comprises PLN 494,380,000.00 from the 2019 profit and PLN 513,895,000.00 from the 2022 profit, earmarked with the decisions of the General Meeting to increase the reserve capital earmarked for dividend payout.

The total recommended dividend amount from the 2023 profit and from the reserve capital earmarked for the dividend payout is PLN 4,338,835,000.00, i.e. the Bank Management Board hereby propose the dividend payout in the amount of PLN 33.35 per share.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**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. The existing wording of § 8.2.12) shall be deleted, and in consequence, the numbering of the existing provisions marked as items 13) to 18) in § 8.2 shall be changed to, respectively, 12) to 17).
2. The existing wording of § 8.3.2) shall be deleted, and in consequence, the number of the existing provision marked as item 3) in § 8.3 shall be changed to item 2) and it shall be worded as follows:  
"2) 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;
  - e) offering financial instruments;"
3. The numbering of the existing provision marked as item 3a) in § 8.3 shall be changed to item 3).
  4. In § 8.3.8, the phrase "rendering trust services and" shall be deleted.
  5. The existing wording of § 8.4 of the Charter shall be deleted, and in consequence, the numbering of the existing provisions marked as sections 5 and 6 in § 8 shall be changed to, respectively, sections 4 and 5.
  6. § 20.2.3) shall read as follows:  
"3) in the case of recalling the Supervisory Board Member by the General Meeting, as of the day of the recall,"

## § 2

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

### **Rationale for the draft resolution of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 11 April 2024 on amending the *Charter of ING Bank Śląski Spółka Akcyjna*.**

The primary objective of amending the Charter is to adapt it to the legal changes made by way of the Act on amending certain acts to ensure growth of the financial market and to protect investors on that market of 16 August 2023 (hereinafter: "Amending Act").

With the Amending Act, the regulations such as i.a. Article 111 of the Act on Trading in Financial Instruments and Article 31 of the Banking Law Act were amended. The above changes make it necessary to amend the provisions of the Charter pertaining to the brokerage activity of the Bank (in line with Article 48 Section 2 of the Amending Act, the Bank requested the Polish Financial Supervision Authority's approval in that regard). The draft also covers other adjustments concerning the Bank business which stem from the Amending Act. Further, it provides for clarification of the provision concerning the moment of expiry of the mandate of the Supervisory Board Member in the event of his/her recall.

The draft amendments to the Bank Charter cover:

- change of §8 section 2 item 12) whereby "financial term operations" are deleted from the business activity. As a result, the numbering of the subsequent items in §8 section 2 of the Charter shall change accordingly.

The change stems from analogous deletion of Article 5 section 2 item 4) of the Banking Law Act by the Amending Act. In line with the explanatory memorandum, amendments to Articles 5 and 6 of the Banking Law Act are to adapt the banking activities catalogue to the amended legal status. Under the new legal status, there are other provisions of the Charter on the financial instruments trading which serve as the basis for performing those activities.

- change to § 8 section 3 item 2) whereby a general statement about "trading in securities" is deleted. As a result, the numbering of the subsequent items in §8 section 3 of the Charter shall change accordingly.



The change is a direct consequence of the change in Article 6 section 1 item 3) of the Banking Law Act by the Amending Act, whereby the analogous general statement was deleted. The provisions of the Charter shall describe particular activities regarding financial instruments trading (upon the implementation of the amendments covered hereby, those shall be § 8 section 3 item 2) with regard to brokerage activity and § 8 section 3 item 3) with regard to Article 70 section 2 of the Act on Trading in Financial Instruments).

- change in § 8 section 3 item 3) (upon changing the numbering, that shall be the new § 8 section 3 item 2)) whereby the activities performed by the Bank within the brokerage activity shall be listed in detail.

The Amending Act changed the provision of Article 111 of the Act on Trading in Financial Instruments in that the brokerage activity shall be performed by the bank based on the provisions of its Charter rather than on the basis of a separate permission given by the PFSA as it used to be. At the same time, Article 31 of the Banking Law Act was amended in that a bank charter should list in detail all brokerage activities performed by the bank.

The activities listed in items a) to d) under the new wording of § 8 section 3 item 2) of the Charter represent the existing activities performed to date as part of the Bank's brokerage activity (within the Brokerage Office), pursuant to the permission of the Polish Financial Supervision Authority. The draft resolution also accounts for the offering of financial instruments (item e) as a new type of activity which the Bank plans to take up.

- change of §8 section 3 item 8) whereby trust services are deleted from the business activity,

Under the existing language of § 8 section 3 item 8) of the Charter, the Bank's business included rendering trust services and providing electronic identification means within the meaning of trust services regulations. However, in practice, the Bank has only performed the second activity described above; it has not rendered trust services. The Amending Act introduced section 4 to Article 34 of the Banking Law Act, whereby a bank that has not taken up an activity specified in its charter within 12 months from the permission date or a bank that has ceased to perform such an activity uninterruptedly for 12 months is required to make a prompt request for permission to amend the charter by deleting the activity that it does not perform.

Having regard to the above, it is justified that the Bank deletes a service from its Charter that the Bank does not render.

- Repealing the existing wording of § 8 section 4 of the Charter. As a result, the numbering of the subsequent items in §8 of the Charter shall change accordingly.

The existing language of § 8 section 4 of the Charter implied that the Bank may take up or acquire shares and share-based rights and participation interests, as well as acquire participation units in mutual funds. It reflected the analogous wording of Article 6 section 1 item 1) of the Banking Law Act, which was repealed by the Amending Act.

In view of the amendment to the Act, during the proceedings for approval of amendments to the Charter, the PFSA expressed its expectations regarding the deletion of that provision. At the same time, the PFSA confirmed that such a step would not affect or limit in any way the Bank's ability to continue the performance of the activities listed in that provision as part of the investment policy pursued by the Bank (for its own account); most significantly, there are no reasons why the Bank would be unable to take up and acquire shares in joint-stock companies or in limited-liability companies.



- change of § 20 section 2 item 3) whereby the moment of expiry of the mandate of the Supervisory Board Member in the event of his/her dismissal is clarified.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**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. Mr Aleksander Galos,
2. Ms Małgorzata Kołakowska,
3. Mr Michał Szczurek,
4. Mr Stephen Creese,
5. Ms Dorota Dobija,
6. Ms Monika Marcinkowska, and
7. Mr Hans De Munck,

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.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on determining the number of members of the Supervisory Board\*.**

Under Article 385 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and §19 item 2) of the Charter of ING Bank Śląski S.A., the General Meeting of ING Bank Śląski S.A. resolve that the Supervisory Board of ING Bank Śląski Spółka Akcyjna shall have .... members.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**on the appointment of a Supervisory Board Member for a new term of office\*.**



Under 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., considering the recommendation of the ING Bank Śląski S.A. Supervisory Board Remuneration and Nomination Committee, declare that Ms/Mr ..... satisfies the requirements applicable to the Supervisory Board Member as laid down in Article 22aa of the Banking Law Act.

Considering the above assessment, the General Meeting of ING Bank Śląski S.A. hereby appoint Ms/Mr ..... as a 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 11 April 2024**

**on the collective suitability assessment of the Supervisory Board\*.**

Under Article 18 item 3 of the Charter of ING Bank Śląski S.A., in conjunction with Article 22a section 2 of the Banking Law Act of 29 August 1997, 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. declare that the individual competences of the individual members of the Supervisory Board appointed by way of Resolutions Nos. .... of the Ordinary General Meeting of ING Bank Śląski S.A. of 11 April 2024, 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 amended or supplemented, depending on whether or not shareholders put forward candidates for the Supervisory Board, and depending on the results of the suitability assessment conducted by the Bank.*

**Rationale  
for the draft resolutions of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**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), on determining the number of members of the Supervisory Board, on the appointment of the Supervisory Board Members for a new term of office and on the collective suitability assessment of the Supervisory Board**

The term of office of the Supervisory Board ended on 31 December 2023. In line with Article 369 § 4 in conjunction with Article 386 § 2 of the Commercial Companies and Partnerships Code and § 20 section 2 item 1) of the Bank Charter, the mandates of the Supervisory Board members expire on the date of the general meeting approving the financial statement for the last full financial year when the members held the office. Therefore, it is necessary to determine the number of members of the Supervisory Board and appoint the Supervisory Board Members for a new term of office.

Furthermore, in line with regulations adopted by the Bank in regard to the suitability assessment, the General Meeting shall perform the individual re-assessment of the existing Supervisory Board members and the collective suitability assessment of the Supervisory Board.





The Supervisory Board Remuneration and Nomination Committee shall provide support in the suitability assessment process by preparing due recommendations for the General Meeting, once shareholders have proposed the candidates for the Supervisory Board members.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 11 April 2024**

**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. In § 2 section 2, the following sentence is added after the existing language: “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.”; as a consequence, § 2 Section 2 shall be worded as follows:
  - “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.”
2. W § 4 Section 2, the number “13,300” shall be replaced with “16,600”, and the phrase “thirteen thousand and three hundred” shall be replaced with the phrase “sixteen thousand and six hundred”; as a consequence, § 4 Section 2 shall be worded as follows:
  - “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 <sup>00/100</sup>) per month in gross terms.”
3. In § 6 Section 1, the following phrase shall be added after the existing language: “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.”; as a consequence, § 6 Section 1 shall be worded as follows:
  - „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.”
4. In § 6 Section 2b), the word “three-month” shall be replaced by the word: “six-month”; as a consequence, § 6 Section 2 b) shall be worded as follows:
  - “2. The employment contract may be terminated: (...)





b) by the Management Board member, upon giving a six-month notice and resigning from the function held;”

5. W § 6 Section 2c), the word “three-month” shall be replaced with the word “six-month”; as a result, §6 Section 2c) shall be worded as follows:

“2. The employment contract may be terminated: (...)

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;

## § 2

As a result of amendments mentioned 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 11 April 2024

### **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 fulfillment 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 <sup>00/100</sup>) 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) Chairperson of the Supervisory Board – 100%,
  - b) Deputy Chairperson of the Supervisory Board and Members who are Chairpersons of the Supervisory Board Committees – 25%,



- c) Members other than Chairpersons 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 ING Bank N.V. 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 no more than 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 11 April 2024  
on amending the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy.***

The amendments to the *Policy* in regard to increasing the base remuneration of Supervisory Board Members derive from the annual review of the supervisory board members' pay on the basis of the reports on the remuneration of the Supervisory Board and Management Board Members for 2022, 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 for Supervisory Board members are at a market level. The remaining amendments reflect the actual expiry date of the mandates of the Supervisory Board and Management Board Members and the notice periods defined in the employment contracts with the Management Board Members.

Draft

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



of ING Bank Śląski Spółka Akcyjna of 11 April 2024

**on amending the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.***

§ 1

Under §18 item 3) of the Charter of ING Bank Śląski S.A. in conjunction with recommendation 5 of Recommendation Z of the Polish Financial Supervision Authority on corporate governance rules at banks, the General Meeting of ING Bank Śląski S.A. hereby pass the following amendments to the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.* (hereinafter: the "Policy"):

1. § 4 Section 12 shall be worded as follows:

12. *The collective assessment of the Supervisory Board shall be performed in the event of a material change to the suitability assessment of individual Supervisory Board Members, when there are material changes on the Supervisory Board, in any other case that has a significant impact on the collective suitability of the Supervisory Board and on a periodic basis – at least once a year.*

2. § 4 Section 14 shall be worded as follows:

14. *In the event of changes to the responsibilities of a Supervisory Board Member, particularly due to a change in the composition of the Supervisory Board committees, the suitability assessment shall be performed by the Supervisory Board as an authority that has competence to establish committees. In that case, the provisions of Sections 16-24 shall apply accordingly. In other cases, wherever ad-hoc individual suitability assessment of a Supervisory Board Member or a collective suitability assessment of the Supervisory Board is needed, the said assessment should be made by the Remuneration and Nomination Committee and the assessment results are to be relayed to the Supervisory Board and also to the nearest General Meeting. If, as a result of the assessments referred to in the foregoing, the Supervisory Board finds it necessary to change its composition, §7 Section 4 shall apply as appropriate.*

§ 2

As a result of amendments mentioned 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 11 April 2024

***Policy of appointing, onboarding and recalling  
Members of the Supervisory Board of ING Bank Śląski S.A.***

**CHAPTER 1. GENERAL PROVISIONS**

§ 1

1. This *ING Bank Śląski S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy* (hereinafter referred to as the "Policy") has been developed, upon taking account of the provisions of the Banking Law Act and of Recommendation Z concerning corporate governance rules at banks.
2. Thanks to the principles defined in the Policy, it contributes to the effective supervision and management of the Bank.



§ 2

General principles regarding appointment

1. A Supervisory Board Member shall be appointed when:
  - a) the mandate of an existing Supervisory Board Member expires,
  - b) the number of the Supervisory Board Members is increased within the limits set out in the *ING Bank Śląski S.A. Charter*, particularly when the result of the collective suitability assessment of the Supervisory Board shows that the Supervisory Board should be expanded.
2. Members of the Supervisory Board shall be appointed by the General Meeting during a secret voting, upon considering the requirements set out in the Banking Law Act and in the Policy, including the scope of the fulfilment of requirements in accordance with the description of responsibilities and skills related to the function of a Supervisory Board Member.
3. The number of the Supervisory Board Members is determined by the General Meeting; it may not be higher than 11 Members and it may not be lower than five Members.
4. Subject to Section 6, there should be at least two Supervisory Board Members who are free from any ties with the Bank, its shareholders or employees, where ties are understood as ties that may have a material impact on the ability of such a Member to take impartial decisions (Independent Members).
5. The independence criteria of the Independent Members arise from the legal provisions and the *Best Practice of GPW Listed Companies* adopted by the Bank; they are defined in detail in the *Bylaws of the ING Bank Śląski S.A. Supervisory Board*.
6. The independence criteria should be met by:
  - a) the majority of the Audit Committee Members, including its chairperson; at least one of the Independent Members on the Audit Committee should also have qualifications in accounting or financial auditing,
  - b) the majority of the Remuneration and Nomination Committee and of the Risk Committee Members, including their respective chairpersons.
7. 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.
8. At least half of the Supervisory Board Members, including its Chairperson, should be the citizens of the Republic of Poland.

§ 3

Process of nominating candidates

1. Each shareholder shall have the right to nominate a candidate for the Supervisory Board Member. The nominees shall be proposed with justification and a brief CV covering in particular their education and professional history.
2. A nominee shall give consent to being a candidate for the Supervisory Board and shall declare whether or not s/he meets the criteria adopted by the Bank so that s/he can be considered an independent member of the Supervisory Board. S/he shall also submit other statements as required under the generally applicable laws, including information and statements required to assess suitability in accordance with this Policy. The candidate should provide information and statements as required for the purpose of suitability assessment as soon as s/he has been nominated; the information and statements shall be provided in the form compliant with the *Methodology of the suitability assessment of members of governing bodies at entities supervised by the Polish Financial Supervision Authority* (hereinafter: "PFSa Methodology").





3. The detailed procedure for the appointment of Supervisory Board Members has been described in the *Bylaws of the ING Bank Śląski S.A. General Meeting*.

§ 4

Candidate screening process and suitability assessment

1. When assessing suitability and appointing members of the Supervisory Board, one should consider the need to fulfil legal- and statutory requirements concerning the composition of the Supervisory Board, including in particular those described in § 2 Sections 2-8, and the ability for the Supervisory Board to appoint statutory committees from among the Supervisory Board Members.
2. The Bank put in place processes to ensure a composition of the Supervisory Board that allows for getting access to a broad scope of competences when appointing its members in order to acquire various perspectives and experience and to enable issuing independent opinions and reasonable decisions within the authority.
3. In order to ensure high quality of task performance by the Supervisory Board by selecting competent people, one shall apply, first and foremost, objective fact-based criteria and account for benefits deriving from diversity.
4. When taking a decision to appoint members of the managing bodies, the Bank takes into consideration the fact that more diverse governing bodies are conducive to constructive challenge and discussion based on various viewpoints.
5. Subject to Section 14, the suitability assessment of the Supervisory Board Members is performed by the General Meeting. The Remuneration and Nomination Committee shall provide support during the suitability assessment process; the Committee shall prepare the relevant recommendations for the General Meeting based on this Policy and the regulations adopted by the Management Board and by the Supervisory Board concerning the internal suitability assessment process at the Bank.
6. The suitability assessment shall include the individual (primary and secondary) assessment and the collective assessment of the Supervisory Board Members as a whole. The individual suitability assessment shall include the following criteria:
  - 1) knowledge, professional experience, skills and competence,
  - 2) guarantee of due performance of duties entrusted, i.e., criminal record, reputation, integrity and ethics, financial situation, independent judgement, including conflict of interest.
  - 3) devoting the time required to perform the tasks at the position, and
  - 4) combining functions.
7. The collective suitability assessment should ensure that the Supervisory Board are able to understand the Bank's business activity and the risks relating thereto.
8. The suitability assessment shall account for competences required to perform tasks of the individual Supervisory Board committees.
9. When performing a detailed assessment of the above criteria, the Bank shall consider the PFSA Methodology.
10. The individual assessment is performed at least:
  - 1) when there are material changes on the Supervisory Board, including:
    - a) when appointing new Members of the Supervisory Board,
    - b) when re-appointing Members of the Supervisory Board (for a new term of office),
  - 2) on a periodic basis – at least once a year,
  - 3) in other cases that have a material impact on the suitability of a Supervisory Board Member, or of the Supervisory Board as a whole.





11. If there are more than one premise for the assessment existing at the same time, the assessment may be performed once.
12. The collective assessment of the Supervisory Board shall be performed in the event of a material change to the suitability assessment of individual Supervisory Board Members, when there are material changes on the Supervisory Board, in any other case that has a significant impact on the collective suitability of the Supervisory Board and on a periodic basis – at least once a year.
13. If the collective suitability assessment of the Bank Management Board, performed in accordance with the Bank's internal regulations in that area, is negative, the General Meeting should consider re-assessment of the Supervisory Board's individual- and collective suitability for the performance of duties related to ensuring an adequate composition of the Bank Management Board. The Management Board shall provide information on the outcome of such an assessment to the General Meeting.
14. In the event of changes to the responsibilities of a Supervisory Board Member, particularly due to a change in the composition of the Supervisory Board committees, the suitability assessment shall be performed by the Supervisory Board as an authority that has competence to establish committees. In that case, the provisions of Sections 16-24 shall apply accordingly. In other cases, wherever ad-hoc individual suitability assessment of a Supervisory Board Member or a collective suitability assessment of the Supervisory Board is needed, the said assessment should be made by the Remuneration and Nomination Committee and the assessment results are to be relayed to the Supervisory Board and also to the nearest General Meeting. If, as a result of the assessments referred to in the foregoing, the Supervisory Board finds it necessary to change its composition, §7 Section 4 shall apply as appropriate.
15. If re-assessment is triggered by specific circumstances, the re-assessment may be limited to examining whether or not the assessed person still fulfils the suitability criterion in view of a given situation.
16. The individual assessment of a candidate for the Supervisory Board Member and the re-assessment of a Supervisory Board Member shall be performed at the following stages:
  - 1) giving an instruction to commence an assessment,
  - 2) determining the scope of the assessment (in the case of a re-assessment),
  - 3) preparing the documents and providing them to the candidate,
  - 4) completing the documents by the candidate/ Supervisory Board member,
  - 5) verifying the documents and performing a preliminary assessment,
  - 6) preparation of the recommendations by the Remuneration and Nomination Committee, and
  - 7) an assessment of the candidate by the General Meeting and a decision on his/ her appointment or recall, if any, in the event of a re-assessment.

An external entity is engaged for the purpose of a suitability assessment of Members, or candidates for Members, of the Supervisory Board as support for the Remuneration and Nomination Committee during the preliminary assessment process.

17. If the assessment result is positive, the Remuneration and Nomination Committee shall recommend the appointment of the candidate to the Supervisory Board. The General Meeting shall assess the candidate, by way of a resolution, and depending on the assessment result, the General Meeting shall take a decision on the candidate's appointment to the Supervisory Board.
18. Where it is identified that a candidate for the Supervisory Board lacks some specialist knowledge or there are other reservations that may be overcome within a short period of time, the Remuneration and Nomination Committee may recommend that the candidate be appointed to the Supervisory Board on the condition that the person supplements that knowledge within designated time, not longer than 3 months, or that the reservations are eliminated within time designated by the General Meeting. If the General Meeting decides to appoint a candidate for a position on the Supervisory Board provided that remedial measures are taken, the General Meeting shall approve the manner and the deadline for the completion of remedial measures. Upon completion of remedial measures, the candidate shall present a document to prove that the reservations have been eliminated.
19. If the result of the assessment made by the Remuneration and Nomination Committee is negative and



the conditions referred to in Section 18 have not materialised, the Committee shall issue negative recommendation regarding the appointment of the candidate for a position on the Supervisory Board.

20. Where the General Meeting decide not to appoint a candidate for the position on the Supervisory Board, then, depending on the results of the Supervisory Board's collective suitability assessment, the General Meeting shall analyse the measures required to ensure continuity of the Supervisory Board's operations and take adequate actions to implement them, such as resolving to take a break in the General Meeting's debates in order to report on and assess the suitability of new candidates, or recommend that the Management Board convene another General Meeting.
21. In the case of candidates for Supervisory Board Members, the suitability assessment shall be performed before their appointment. Should it be impossible, in exceptional cases, the suitability assessment should be performed without undue delay, not later than within 4 weeks from the moment the person assumes the position.
22. In the case of a re-assessment of a Supervisory Board Member, Sections 17 to 19 shall apply accordingly; however:
  - a) the recommendation of the Remuneration and Nomination Committee may cover:
    - i. keeping the Supervisory Board member on his/ her position,
    - ii. keeping the Supervisory Board member on his/ her position provided s/he completes remedial measures within the designated deadline,
    - iii. recalling a Supervisory Board member.
  - b) if such a need arises from the suitability assessment, the General Meeting shall make a decision on recalling a Supervisory Board Member, or the General Meeting shall approve the manner of and the deadline for the implementation of remedial measures. Where a Supervisory Board member is recalled, Section 20 is applied accordingly.
23. As part of the collective suitability assessment of the Supervisory Board where:
  - a) the assessment result is positive, the Remuneration and Nomination Committee shall recommend a positive collective suitability assessment of the Supervisory Board and that the Supervisory Board be kept as it is,
  - b) the assessment result is negative, the Remuneration and Nomination Committee shall recommend that remedial measures be taken and set the deadline for their implementation.
24. The General Meeting shall perform an assessment of the collective suitability of the Supervisory Board in the form of a resolution; depending on the results of that assessment, the General Meeting shall decide on the implementation of remedial measures. If the General Meeting decides that remedial measures should be implemented, the General Meeting shall approve the manner and the deadline for the completion of remedial measures.
25. Detailed principles concerning the internal process of the suitability assessment are set out in the regulations of the Bank Management Board and Supervisory Board.

### CHAPTER 3. ONBOARDING AND TRAINING

#### § 5

##### General principles of the onboarding process

1. The onboarding and training process for the Supervisory Board Members seeks to ensure individual and collective suitability of the members of the body and satisfaction by them of the requirements of their position, including, but not limited to:



- 1) facilitating their clear understanding of the applicable statutory-, executive- and administrative regulations, and of the bank's structure, business model, risk profile and bank governance arrangements,
  - 2) inducting them to the role of the body members,
  - 3) ensuring relevant general and as appropriate individually-tailored training programmes.
2. The Bank shall allocate sufficient time and financial resources for effective onboarding and training for the Supervisory Board Members, ensuring thereby that they are suitable and that they satisfy the requirements of their position. When establishing the resources and funds required to deliver effective policies and procedures for the onboarding and training of the Supervisory Board Members, the Bank should take into account available relevant industry benchmarks, for example relating to the available training budget and training days provided, including benchmarking results provided by the EBA.
  3. The Bank Management Board shall ensure performance of duties being development of a detailed training programme, considering the number of meetings devoted to onboarding and training, their costs and related administrative tasks.

## § 6

### Onboarding process set up

1. Newly appointed Supervisory Board Members shall receive essential information about the onboarding process not later than within 1 month from position assumption by them; they shall be inducted into their duties within 6 months from the position assumption date.
2. Where Supervisory Board Members are subject to specific knowledge and skills acquisition requirements, their training and onboarding are to supplement the lack of knowledge or skills in due time, if feasible, before the actual position assumption or immediately upon position assumption otherwise. Those goals should be achieved within 1 year after position assumption at the latest.
3. The Supervisory Board Members are required to satisfy the requirements of significance for the financial services sector, including job description-based education in banking and finance, economics, law, accounting, audit, administration, financial regulations, IT and quantitative methods, for example. The following areas have been identified as particularly requiring training and onboarding:
  - 1) financial markets,
  - 2) legal requirements and regulatory framework,
  - 3) strategic planning, understanding of the bank's business strategy and accomplishment thereof,
  - 4) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of the bank),
  - 5) accounting and auditing,
  - 6) assessment of the effectiveness of the bank's arrangements, ensuring effective governance, oversight and controls; and
  - 7) interpretation of the bank's financial information, the identification of key issues based on that information, and appropriate controls and measures.
4. The training programme shall also include raising awareness regarding the benefits of diversity in the governing bodies and at the bank.
5. Competent business units of the bank shall be engaged as needed in the process of developing training programmes, upon considering that the training programmes should not be limited to the areas of activity for which the individuals are directly responsible
6. The Supervisory Board Members are required to upgrade and broaden their knowledge and skills needed to perform their duties. Members of management bodies may request training to that effect.



## CHAPTER 4. RECALLING SUPERVISORY BOARD MEMBERS, LIMITING THE RISK OF VACANCIES AND FILLING VACANCIES ON THE SUPERVISORY BOARD

### § 7

General principles concerning the recall of a Supervisory Board Member and the procedure for filling vacancies on the Supervisory Board

1. A Supervisory Board Member shall in particular be recalled if the outcome of the re-assessment of the Supervisory Board Member's individual suitability is negative. Except in particularly justified cases, decisions to recall members of the Supervisory Board should not lead to several vacancies in the composition of the Board within a short period of time.
2. Where the Supervisory Board Member is recalled, the shareholders should promptly put forward a new candidate to hold a function on the Supervisory Board, unless the collective suitability assessment of the Supervisory Board shows that the Supervisory Board may operate with a lower number of members, provided that the minimum number of the Supervisory Board members as indicated in §2 Section 3 is met.
3. Except in exceptional situations, impossible to foresee in advance, changes in the composition of the Supervisory Board should be made in such a way as to ensure that the new candidate can be recruited and assessed well in advance.
4. If there is a sudden vacancy on the Supervisory Board, the Remuneration and Nomination Committee shall conduct a collective suitability assessment of the Supervisory Board. Upon reviewing the assessment results, the Chairperson or Deputy Chairperson of the Supervisory Board may decide to notify the Management Board of the need to convene an Extraordinary General Meeting in order to fill the vacancy on the Supervisory Board, or to fill the vacancy on the Supervisory Board during the nearest General Meeting.
5. Notwithstanding the provisions of Section 4, if – as a result of the expiry of a Supervisory Board Member's mandate – the number of the Supervisory Board Members is lower than five, the Chairperson or Deputy Chairperson of the Supervisory Board shall notify the Bank Management Board of the need to convene the Extraordinary General Meeting immediately to fill the vacancies on the Supervisory Board so that it meets at least the statutory minimum.
6. A Supervisory Board Member should not resign from that function during the term of office if such resignation could have a negative impact on the Supervisory Board's ability to operate, and in particular on the Board's ability to pass resolutions.
7. The resignation of the Supervisory Board Member from the function should be effective as of the future date, adequately remote, enabling the appointment of a new Supervisory Board Member after appropriate application of a suitability assessment.

## CHAPTER 5. FINAL PROVISIONS

### § 8

Establishment of and amendments to the Policy

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 approved by way of a General Meeting resolution.
3. The Policy shall be amended according to the same procedure that was followed when the Policy was first adopted.



4. As for any matters not regulated herein, the applicable commonly binding laws and internal regulations of the Bank shall apply, including but not limited to: the *ING Bank Śląski S.A. Charter*, the *Bylaws of the ING Bank Śląski S.A. General Meeting* and the *Bylaws of the ING Bank Śląski S.A. Supervisory Board*.

**Rationale**  
**for the draft resolution of the Ordinary General Meeting**  
**of ING Bank Śląski Spółka Akcyjna of 11 April 2024**  
**on amending the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.***

Amendments to the *Policy of appointing, onboarding and recalling Members of the Supervisory Board of ING Bank Śląski S.A.* include specifying its provisions in more detail, in keeping with the current practice regarding the suitability assessment Supervisory Board members. At the same time, the amendments are in line with the requirements of the *Methodology of the suitability assessment of members of governing bodies of entities supervised by the Polish Financial Supervision Authority* and the provisions of Recommendation Z on corporate governance rules at banks.

