ING Bank Śląski S.A.

2026-03-10 Report No. 9/2026: Details of the buy-back of the seventh tranche of own shares under the Bank's Identified Staff Incentive Scheme.

The Management Board of ING Bank Śląski S.A. (the "Bank") announce that on 10 March 2026 a resolution was adopted to commence the buy-back of the seventh tranche of own shares and to determine its parameters as part of the implementation of the Incentive Scheme (the "Scheme") adopted by way of Resolution No. 29 of the General Meeting of 7 April 2022 on establishing the Incentive Scheme for Identified Staff of the Bank and authorising the Management Board of ING Bank Śląski S.A. to buy own shares to carry out the Incentive Scheme (the "GM Resolution").

The buy-back of the seventh tranche of own shares will take place under the conditions set forth in Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "MAR Regulation") and in keeping with Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the MAR Regulation with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilisation measures (the "Technical Standard").

The purpose of the buy-back of own shares is to fulfil the obligations under the Scheme to allocate own shares free of charge as a component of variable remuneration to employees (including members of the Management Board) of the Bank and of companies in the Bank's group subject to mandatory consolidation, ING Bank Hipoteczny S.A. excluded, qualified as Identified Staff (persons having material impact on the Bank's risk profile, as defined in the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and internal control system and remuneration policy in banks).

The buy-back of shares under the Scheme will take place on the basis of a Polish Financial Supervision Authority’s permission held by the Bank in 2023-2027 (in accordance with the GM Resolution, the authorisation for the Management Board to buy own shares is valid until 7 April 2027). The total amount that may be allocated to buy own shares, including the costs of their acquisition, will be no more than PLN 200 million. The maximum number of own shares to be acquired will not exceed 800,000 shares, representing 0.6% of the total number of votes in the Bank, and in no case shall the total nominal value of the acquired own shares, taking into account own shares acquired earlier by the Bank and its subsidiaries, which have not been sold or redeemed, exceed 0.6% of the Bank's share capital.

As per the Resolution of the Management Board, the Bank will proceed with the buy-back of the seventh tranche of the Bank's own shares in the number of 20,976 shares, in the period from 11 March 2026 to 30 March 2026. In the event of an earlier buy-back of the maximum number of shares provided for under seventh tranche, the buy-back will be completed before the end of the aforementioned period.

The buy-back programme will be conducted and managed by Trigon Dom Maklerski S.A., which will make its trading decisions with respect to the detailed schedule of share acquisition independently of the Bank. Shares will be acquired through transactions concluded on the regulated market of the Warsaw Stock Exchange.

The unit price of own shares purchased under the Scheme may not be lower than PLN 50 and higher than PLN 500, with the proviso that the price for the acquired own shares will be each time determined upon taking into account Article 5 of the MAR Regulation and the Technical Standard. The Bank may acquire no more than 25% of the average daily turnover of shares recorded in the period of 20 trading days preceding the day of acquisition.

The funds allocated for the acquisition of shares will come from the reserve capital created for that purpose by Resolution No. 30 of the General Meeting of 7 April 2022 on establishing reserve capitals and distribution of 2021 profit and past-year undivided profit.

The Bank's Management Board will publish information on share purchase transactions in accordance with applicable laws.

Legal grounds: Article 2.1 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, in conjunction with Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation).