

Draft resolutions of the General Meeting

The Management Board hereby give notice of the draft resolutions including enclosures therewith to be discussed by the Ordinary General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on appointing the Chairman 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 Mr/ Ms as the Chairperson of the Ordinary General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2018 and ended 31 December 2018.

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 2018 and ended 31 December 2018 including:

1. the income statement for the period started 1 January 2018 and ended 31 December 2018, with net profit of PLN 1,525.9 million,
2. the statement of comprehensive income for the period started 1 January 2018 and ended 31 December 2018,
3. the statement of financial position as at 31 December 2018, with total assets and liabilities and equity of PLN 137,711.5 million,
4. the statement of changes in equity for the period started 1 January 2018 and ended 31 December 2018,
5. the cash flow statement for the period started 1 January 2018 and ended 31 December 2018, and
6. accounting policies and additional notes.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group covering the Report on Operations of ING Bank Śląski S.A. in 2018, including the Report on Observance of Corporate Governance Principles.

Under Article 395 §2 item 1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby approve the Management Board Report on Operations of ING Bank Śląski S.A. Group covering the Report on Operations of ING Bank Śląski S.A. in 2018.

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 Report on Observance of Corporate Governance Principles in 2018, 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 report is a separate part of the Management Board Report on the Bank's Operations in 2018.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2018 and ended 31 December 2018.

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 2018 and ended 31 December 2018 including:

1. the consolidated income statement for the period started 1 January 2018 and ended 31 December 2018, with net profit attributable to the shareholders of the parent entity of PLN 1,525.9 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2018 and ended 31 December 2018,
3. the consolidated statement of financial position as at 31 December 2018, with total assets and liabilities and equity of PLN 141,589.6 million,
4. the consolidated statement of changes in equity for the period started 1 January 2018 and ended 31 December 2018,

5. the consolidated cash flow statement for the period started 1 January 2018 and ended 31 December 2018, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledging 2018 reports of ING Bank Śląski S.A. Supervisory Board and assessment of Bank's remuneration policy.

Under Article 382 §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.:

1. acknowledge the reports of the Supervisory Board on the results of assessment of:
 - 1) the annual financial statements of ING Bank Śląski S.A. for 2018,
 - 2) the annual consolidated financial statements of ING Bank Śląski S.A. Group for 2018,
 - 3) the Management Board Report on Operations of ING Bank Śląski S.A. Group covering the Report on Operations of ING Bank Śląski S.A. in 2018,
 - 4) the Management Board motion regarding distribution of the profit earned by the Bank in 2018 and past-year loss coverage,
2. acknowledge the reports and assessments of the Supervisory Board of ING Bank Śląski S.A. for 2018 as set out in the "Principles of Corporate Governance for Supervised Institutions" and "the 2016 Code of Best Practice for WSE Listed Companies" as adopted by the Bank:
 - 1) the assessment of the Bank's standing in 2018 including the internal control system, risk management, compliance and internal audit function,
 - 2) the reports on the operations of the Supervisory Board and their committees in 2018 along with the assessment of the Supervisory Board's work during that period,
 - 3) the report on the evaluation of the remuneration policy at the Bank in 2018,
 - 4) the assessment of Bank's compliance in 2018 with disclosure duties as to application of the principles of corporate governance laid down in the WSE Rules and regulations on current and interim disclosures made by securities issuers,
 - 5) the assessment of Bank's application in 2018 of the *Principles of Corporate Governance for Supervised Institutions*,
 - 6) rationality assessment for the Bank's policy concerning charitable, sponsorship and similar activities in 2018.

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 covering the Report on Operations of ING Bank Śląski S.A. in 2018 and the Supervisory Board Report referred to in item 2) sub-item 3) of this Resolution, the General Meeting hereby state that the remuneration policy adopted by the Bank fosters Bank development and the safety of its operations.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the President of the Bank Management Board in 2018.

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 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2018.

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 Bolesławski – Vice-President of the Bank Management Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2018.

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 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2018.

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 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2018.

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 Management Board

between 1 June 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2018.

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 Justyna Kesler – Vice-President of the Management Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2018.

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 Patrick Roesink – Vice-President of the Management Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Chairperson of the Supervisory Board in 2018.

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 Antoni F. Reczek – Chairperson of the Supervisory Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Deputy Chairperson of the Supervisory Board in 2018.

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 – Deputy Chairperson of the Supervisory Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in 2018.

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 – Secretary to the Supervisory Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2018.

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 Ad Kas – Member of the Supervisory Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2018.

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 Kutela – Member of the Supervisory Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2018.

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 Christopher Steane – Member of the Supervisory Board

between 1 January 2018 and 5 April 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2018.

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 – Member of the Supervisory Board

between 5 April 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2018.

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 Norman Tambach – Member of the Supervisory Board

between 1 January 2018 and 31 December 2018.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on distribution of 2018 profit and past-year loss coverage.

Pursuant to 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 2018 net profit of ING Bank Śląski S.A together with the past-year loss coverage per the following specification:

(in PLN)

1. profit before tax	2,011,654,326.08
2. fiscal charges	485,796,989.09
3. net profit to be earmarked for:	1,525,857,336.99
a) past-year loss coverage	260,128,200.95
<i>including: past-year loss following the implementation of International Financial Reporting Standard No. 9 as of 1 January 2018</i>	240,928,550.10
b) reserve capital	810,379,136.04
c) dividend	455,350,000.00

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on 2018 dividend payout.

In conjunction with Resolution No. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 29 March 2019 on 2018 profit and past-year loss coverage and pursuant to Articles 347 and 348 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve as follows:

§1

1. ING Bank Śląski S.A. shall pay out final dividend for 2018 totalling PLN 455,350,000.00; that is PLN 3.50 per share in gross terms, on the following terms and conditions:
 - 1) 18 April 2019 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 2019 (payment date),
 - 3) the dividend shall be paid out on terms and conditions set out in the *Dividend Payout Procedure* as adopted by way of Resolution No. 24 of the General Meeting of ING Bank Śląski S.A. on 5 April 2018.
2. All shares issued by the Bank, i.e. 130,100,000 shares, shall be covered by the dividend payout.

§2

The General Meeting obliges the Company Management Board to execute this resolution.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on amendments to the *Charter of ING Bank Śląski Spółka Akcyjna*.

Article 1

Pursuant to Article 430.1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. resolve to adopt the following amendments to the Bank *Charter*:

1. §8a shall read as follows:

“§8a

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

2. §22.6.2) shall read as follows:

“2) the majority of Remuneration and Nomination Committee and Risk Committee members, including chairpersons of those Committees.”

Article 2

The amendment of the *Charter* specified in Article 1 shall require approval of the Polish Financial Supervision Authority.

**Justification
for the draft Resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna
of 29 March 2019
on the amendments to the *Charter of ING Bank Śląski Spółka Akcyjna*.**

The proposed amendments to the Bank Charter are aimed at:

1. Inclusion of the activities in the Charter that are performed by the Bank pursuant to the Act on Provision of Family Support and the Foster Care System of 9 June 2011.

Pursuant to Article 187a of the aforesaid act, the Bank accepts applications and enclosures with applications for granting benefits pursuant to a governmental programme “Dobry start” (Good Start). Pursuant to Article 65.2 of the Act on Trust Services and Electronic Identification and Certain Other Acts of Law of 5 July 2018, a bank that performs the aforesaid activities should adjust its charter within 12 months from the effective date of the Act to the wording of provision of Article 187a.5 of the Act on Family Support and the Foster Care System. The Act became effective on 11 September 201, whereas Article 41 (amending Article 187a of the Act on Provision of Family Support and the Foster Care System) and Article 65 became effective at their announcement date, i.e. on 10 August 2018, effective as of 1 July 2018.

2. Recognition in the Charter of the requirements concerning participation of independent members of the Supervisory Board in the Risk Committee, pursuant to the Guidelines of the European Banking Authority (EBA) concerning internal governance ("EBA Guidelines").

It is a confirmation of practical compliance of the Bank (as a systemically important institution) with the rule that a majority of the members of the Risk Committee, including their chairperson, should be independent members (Section 53 of the EBA Guidelines). A similar requirement has already been provided for in the Bylaws of the Risk Committee, and also in the Bylaw 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 29 March 2019**

on amendment to the Charter of ING Bank Śląski Spółka Akcyjna.

Article 1

Pursuant to Article 430.1 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. resolve to adopt the following amendment to the Bank Charter:

In §8.3.11) letter i) is added, reading:

"i) intermediation as to the services provided by the mutual funds companies referred to in Article 45.2.2) of the Act on Mutual Funds and Management of Alternative Mutual Funds of 27 May 2004,"

Article 2

The amendment of the Charter specified in Article 1 shall require approval of the Polish Financial Supervision Authority.

**Justification
for the draft Resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna
of 29 March 2019
on the amendment to the Charter of ING Bank Śląski Spółka Akcyjna.**

The amendment of Bank Charter is connected with the planned introduction of a new service for ING Bank Śląski S.A. clients. For the new service, ING Bank Śląski S.A. would intermediate in conclusion of investment advisory agreements on behalf of mutual funds companies ("Company").

It should be underlined that the investment advisory service would be provided by the mutual funds company.

Pursuant to Article 45a of the Mutual Funds Act, the Company may by way of an agreement made in writing entrust the entrepreneur or a foreign entrepreneur with performance of activities connected with the business pursued by the Company.

Article 6.1.7) of the Banking Law Act reads that the Bank may perform the so-called "other financial services". The notion includes but it is not limited to the auxiliary activity of banks for other finance sector companies, e.g. being intermediation in performance of other financial services. Therefore, the Bank may act as an intermediary in conclusion of investment advisory agreements between the mutual funds company and the client.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on appointing the Supervisory Board Member for a new term of office.

Pursuant to Article 22.2 of the Banking Law Act of 29 August 1997 and §19.1 of the Bank Charter, 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 Ms/Mr complies with the requirements for the Supervisory Board Member as set out in Article 22aa of the Polish Banking Law Act.

Having regard to the aforesaid 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 29 March 2019**

on the collective suitability assessment of the Supervisory Board.

Pursuant to §18.3 of the Bank Charter, and in conjunction with Article 22.2 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 state that the competences of the individual members of the Supervisory Board appointed by Resolutions Nos. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 29 March 2019 are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank. At the same time, the Supervisory Board with all its Members have the

adequate level of the knowledge, skills and experience to understand the operations performed by the Bank, including key risks.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019**

on the amendments to the Supervisory Board Members Remuneration Policy.

Pursuant to Article 392 §1 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and §18.2 of the Bank Charter, the General Meeting of ING Bank Śląski S.A. pass the amendments to the *ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy* (the “*Policy*”) which consist in the increase of the Supervisory Board Members’ base salary from PLN 11,300.00 to PLN 12,100.00. In consequence, the *Policy* shall be worded as enclosed herewith.

This Resolution shall come into force upon being passed and shall apply to the remuneration due and payable to the Supervisory Board members as of 1 April 2019.

Enclosure with Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski S.A.
of 29 March 2019

ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy

CHAPTER 1 - GENERAL PROVISIONS

This *ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy* (hereinafter referred to as the “*Policy*”) has been developed, upon taking account of the *Principles of Corporate Governance for Supervised Institutions*, as introduced by way of the Polish Financial Supervision Authority Resolution of 22 July 2014.

CHAPTER 2 - CRITERIA OF SETTING THE REMUNERATION OF THE SUPERVISORY BOARD MEMBERS

- 2.1. The remuneration of the Supervisory Board Members shall be set by the General Meeting, upon accounting for the scale of the Bank’s operations and financial standing.
- 2.2. The monthly remuneration of the Supervisory Board Members shall include:
 - a. base salary, and
 - b. an allowance for additional functions held on the Supervisory Board or its committees, as referred to in item 2.4. below.
- 2.3. The base salary on account of membership on the Supervisory Board shall be PLN 12,100.00 (in words: twelve thousand and one hundred zlotys 00/100) per month in gross terms.

- 2.4. 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 and Secretary to 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%.
- 2.5. The remuneration shall be due and payable regardless of the frequency of the Supervisory Board meetings.
- 2.6. Members of the Supervisory Board who also hold other functions in ING Group shall perform their tasks on the Supervisory Board without payment. Members of the Supervisory Board shall waive their right to remuneration in writing.

CHAPTER 3 - PRINCIPLES OF REMUNERATION PAYMENT TO THE SUPERVISORY BOARD MEMBERS

- 3.1. The remuneration of a Supervisory Board Member for a given month shall be paid on the last business day of the month.
- 3.2. 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.
- 3.3. The Bank shall withhold the mandatory taxes and contributions from the remuneration on terms and conditions set out in separate regulations.

CHAPTER 4 - FINAL PROVISIONS

- 4.1. The Policy shall come into force as of the day specified in the resolution of the General Meeting.
- 4.2. This Policy may be amended the way it was established.

**Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 29 March 2019
on the amendments to the Supervisory Board Members Remuneration Policy.**

ING Bank Śląski S.A. Supervisory Board Members Remuneration Policy (the “Policy”) has been instituted as of 1 April 2016. The remuneration of the Supervisory Board Members is subject to annual review based on the market analyses.

The Sedlak & Sedlak report provides for detailed analysis of remuneration performed among 76 Supervisory Board members representing 13 banks (based on 2017 financial statements). The analysis of remuneration of ING Bank Śląski S.A. Supervisory Board Members has been performed based on the report's results.



ING Bank Śląski S.A.

The report analysis shows that the remuneration of ING Bank Śląski S.A. Supervisory Board Members is below the market median. Therefore, it is proposed to increase the base salary by 7,1%.