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# Independent Auditor's Report

## To the General Shareholders' Meeting and Supervisory Board of ING Bank Śląski SA

### Report on the Audit of the Annual Consolidated Financial Statements

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#### Opinion

We have audited the accompanying annual consolidated financial statements of ING Bank Śląski SA Group (the "Group"), whose parent entity is ING Bank Śląski SA (the „Parent Entity”), which comprise:

- the consolidated statement of financial position as at 31 December 2018,
- and, for the period from 1 January to 31 December 2018:
- the consolidated income statement;
  - the consolidated statement of comprehensive income;
  - the consolidated statement of changes in equity;
  - the consolidated cash flows statement;
- and
- accounting policy and additional notes.

(the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements of the Group:

- give a true and fair view of the consolidated financial position of the Group as at 31 December 2018 and of its consolidated financial performance and its consolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union (“IFRS EU”) and the adopted accounting policy;
- comply, in all material respects, with regard to form and content, with applicable laws and the provisions of the Parent Entity's articles of association;

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Our audit opinion on the consolidated financial statements is consistent with our report to the Audit Committee dated 1 March 2019.



## Basis for Opinion

We conducted our audit in accordance with:

- International Standards on Auditing as adopted by the National Council of Certified Auditors as National Standards on Auditing (the “NSA”); and
- the act on certified auditors, audit firms and public oversight dated 11 May 2017 (Official Journal from 2017, item 1089 with amendments) (the “Act on certified auditors”); and
- regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-listed entities and repealing Commission

Decision 2005/909/EC (Official Journal of the European Union L 158 from 27 May 2014, page 77 and Official Journal of the European Union L 170 from 11 June 2014, page 66) (the “EU Regulation”); and

- other applicable laws.

Our responsibilities under those standards are further described in the Auditor’s Responsibility for the audit of the consolidated financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Independence and Ethics

We are independent of the Group in accordance with the Code of Ethics for Professional Accountants (“IFAC Code”) issued by the International Ethics Standards Board for Accountants as adopted by the resolutions of the National Council of Certified Auditors, as well as other independence and ethical requirements, applicable to audit

engagement in Poland. We have fulfilled all ethical responsibilities resulting from those requirements and IFAC Code. During our audit the key certified auditor and the audit firm remained independent of the Group in accordance with requirements of the Act on certified auditors and the EU Regulation.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. They are the most significant assessed risks of material misstatements, including those due to fraud, described below and we performed appropriate audit procedures to address these matters. Key audit matters were addressed in

the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon we have summarised our response to those risks. We do not provide a separate opinion on these matters. We have determined the following key audit matters:

### Impairment allowances on loans and other receivables to customers

The carrying amount of loans and other receivables to customers amounted to PLN 102,907.4 million as at 31 December 2018. The result on impairment losses amounted to PLN (500.9) million for 2018 (Notes V.9 and V.20 of the consolidated financial statements).

#### Key audit matter

Loans and other receivables to customers are measured at amortised cost less impairment allowances or at fair value. The procedures to estimate credit losses comprise two major phases – identification of the impairment triggers or significant increase of credit risk and measurement of expected credit losses.

#### Our response

Our audit procedures conducted with the support of our internal credit risk and IT specialists included i.e.:

- critical assessment of the Group’s methodology used for estimating expected credit losses in terms of their compliance with the requirements of applicable financial

The impairment triggers and triggers indicating significant increase of credit risk are identified mainly on the basis of payment delinquencies, economic and financial standing of the debtor and current probability of default level as compared to the date of initial recognition of the exposure, while allowances for expected credit losses are estimated on an individual basis and collectively for homogenous loan portfolios collectively using statistical methods on the basis of risk parameters. Risk parameters such as probability of default (PD), loss given default (LGD) or exposure at default (EAD) are determined for homogenous groups of loan exposures based on historical data taking into account forward looking information on expected macroeconomic conditions.

Allowances for credit losses are the best estimate of expected credit losses on loans and other receivables to customers as at the balance sheet date to be incurred within the next 12 month period or within the lifetime of the exposure. We have considered this area as a key audit matter because of the size of the loan portfolio and the significant impact that estimation of expected credit losses may have on the consolidated financial statements. Furthermore, estimating allowances for credit losses involves certain uncertainty and requires from the Group's Management to use substantial judgement. The main risk area comprises the failure to identify existing impairment triggers and significant increase of credit risk as well as the application of inappropriate data to calculate the parameters of statistical model, which may not adequately reflect the expected credit losses existing as at a given balance sheet date and for loans that are assessed on an individual basis there is a risk of applying inappropriate assumptions regarding recovery scenarios, valuation of collateral or assumed timing of expected cash flows. Moreover, there is a risk of errors occurring during the impairment allowances calculation process.

- reporting standards and market practice;
- assessment of the design and implementation of relevant internal controls, including general IT system controls, applied in the process of identification of impairment or significant increase in credit risk triggers and estimation of expected credit losses.
- analysis of the structure and dynamics of the loan portfolio including quality ratios and provision coverage (i.e. share of overdue loans, coverage ratio) in order to identify groups of loans with underestimated impairment allowances.
- analysis of appropriateness of Group's identification of impairment and significant increase in credit risk triggers for the entire population of loans (overdue status, significant increase in PD, forbearance)
- independent recalculation of expected credit losses for a sample of impaired loans;
- critical assessment of assumptions and input data used for key credit risk parameters, PD, LGD and EAD including analysis of results of tests performed by the Group regarding appropriateness of models used for estimating of expected losses;
- recalculation of selected risk parameters and expected credit losses for a selected sample of exposures;
- an independent assessment of adequacy of provisions for expected credit losses through comparison with loss incurred historically on a given portfolio;
- For loans and other receivables to customers assessed individually on the basis of a selected sample – assessment of the appropriateness of identification of significant increase of credit risk and impairment triggers and for impaired assets – critical assessment of relevant assumptions adopted by the Group and independent recalculation of impairment allowances.

## Impact of the first-time adoption of International Financial Reporting Standard 9

Total impact of first-time adoption of IFRS 9 as at 1 January 2018 amounted to PLN (249) million and was recognized as a decrease in retained earnings as at that date. The impact referred mainly to a decrease in net carrying amount of loans and other receivables to customers by PLN 269.4 million due to recognition of allowances for expected credit losses (Note I.1.2.4 of the consolidated financial statements)

### Key audit matter

Implementation of new principles for recognition, classification and measurement of financial instruments in accordance with IFRS 9 *Financial instruments* starting from 1 January 2018 required an estimation of the impact of the new standard first-time adoption on the opening balance as at 1 January 2018 and accounting for the difference in the retained earnings as of that date.

Major changes within the classification and measurement of financial instruments required to determine business models as adopted by the Group to manage a given portfolio of financial instruments and to test the characteristics of contractual cash flows to be obtained from the financial instrument in order to determine whether contractual cash flows represent only the repayment of the principal and interest on the outstanding balance. In terms of impairment of financial instruments, implementation of the standard required the use of advanced statistical models in order to measure significant increase of credit risk and to estimate expected credit losses for the loan portfolio over the lifetime of the exposure.

We have considered this area to be a key audit matter because the application of the new standard required significant changes in business processes, information and reporting systems and obtaining of new data sets to be used for the purpose of financial assets valuation. Assessment whether the classification and measurement criteria are met as well as calculation of expected credit losses required from the Management of the Parent Entity to use substantial judgement. The main risk areas involved in the implementation of the new standard comprised appropriate determination of business models for the Group's financial assets and interpretation of the results of the tests of characteristics of contractual cash flows as well as estimation of

### Our response

In addition to the procedures performed in the area of impairment of loan portfolio described in section "Impairment allowances on loans and other receivables to customers" above, our procedures included i.e.:

- assessment of the methodology applied by the Group for the classification and measurement of financial instruments in terms of its compliance with the requirements of applicable financial reporting standards, as well as the market practice;
- assessment of the design and implementation of relevant internal controls in the process of assigning business model to financial assets and tests of characteristics of contractual cash flows;
- evaluation of the correctness of assigning financial assets to defined business models, including analysis of sales of financial instruments made during the period;
- independent testing of the correctness of tests of characteristics of contractual cash flows on a given sample of loan agreements;
- assessment of completeness and appropriateness of disclosures, including those related to the first-time adoption of IFRS 9 and quantitative and qualitative requirements, relating in particular to credit risk of financial assets.

expected credit losses described in more details under “Impairment allowances on loans and other receivables to customers” section above. Furthermore, IFRS 9, by amending IFRS 7 *Financial Instruments: Disclosures*, resulted in an extended scope of disclosures required in the consolidated financial statements.

### **Responsibility of the Management Board and Supervisory Board of the Parent Entity for the consolidated financial statements**

The Management Board of the Parent Entity is responsible for the preparation, of consolidated financial statements that give a true and fair view of the consolidated financial position of the Group and of its consolidated financial performance in accordance with International Financial Reporting Standards, as adopted by the European Union, the adopted accounting policy, the applicable laws and the provisions of the Parent Entity’s articles of association and for such internal control as the Management Board of the Parent Entity determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Management Board of the Parent Entity is responsible for assessing the

Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management Board of the Parent Entity either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

According to the accounting act dated 29 September 1994 (Official Journal from 2019, item 351) (the “Accounting Act”), the Management Board and members of the Supervisory Board of the Parent Entity are required to ensure that the consolidated financial statements are in compliance with the requirements set forth in the Accounting Act. Members of the Supervisory Board of the Parent Entity are responsible for overseeing the Group’s financial reporting process.

### **Auditor’s Responsibility for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with NSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

The scope of audit does not include assurance on the future viability of the Group or on the efficiency or effectiveness with which the Management Board of the Parent Entity has conducted or will conduct the affairs of the Group.

As part of an audit in accordance with NSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the

effectiveness of the Group's internal control;

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management Board of the Parent Entity;
- conclude on the appropriateness of the Management Board of the Group use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Parent Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report on the audit of the consolidated financial statements to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report on the audit of the consolidated financial statements. However, future events or conditions may cause the Group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the

entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee of the Parent Entity regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide the Audit Committee of the Parent Entity with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee of the Parent Entity, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current reporting period and are therefore the key audit matters. We describe these matters in our auditors' report on the audit of the consolidated financial statements unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other information, including the report on activities

### *Other Information*

The other information comprise the information included in the consolidated annual report of the Group, but does not include the

consolidated financial statements and our auditor's report thereon (the "Other information").

### *Responsibility of the Management Board and Supervisory Board*

The Management Board of the Parent Entity is responsible for the Other information in accordance with applicable laws.

The Management Board and members of the Supervisory Board of the Parent Entity are required to ensure that the report on activities of the for the year ended 31 December 2018

(the "Report on activities"), including the corporate governance statement and the statement on non-financial information referred to in art. 55 paragraph 2b of the Accounting Act which are separate parts of the Report on activities, are in compliance with the requirements set forth in the Accounting Act.

### *Auditor's Responsibility*

Our opinion on the consolidated financial statements does not cover the Other information.

In connection with our audit of the consolidated financial statements, our responsibility was to read the Other information and, in doing so, consider whether the Other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement in the Other information, we are required to report that fact.

In accordance with the Act on certified auditors our responsibility was to report if the Report on activities was prepared in accordance with

#### *Opinion on the Report on activities*

Based on the work undertaken in the course of our audit of the consolidated financial statements, in our opinion, the accompanying Report on activities, in all material respects:

- has been prepared in accordance with applicable laws, and
- is consistent with the consolidated financial statements.

#### *Opinion on the statement on corporate governance*

In our opinion, the corporate governance statement, which is a separate part of the Report on activities, includes the information required by paragraph 70 subparagraph 6 point 5 of the Decree of the Ministry of Finance dated 29 March 2018 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent of information required by the laws of a non-member state (Official Journal from 2018, item 757) (the "decree").

#### *Information about the statement on non-financial information*

In accordance with the requirements of the Act on certified auditors, we report that the Group has prepared a statement on non-financial information referred to in art. 55 paragraph 2b of the Accounting Act as a separate part of the Report on activities.

applicable laws and the information given in the Report on activities is consistent with the consolidated financial statements.

Moreover, in accordance with the requirements of the Act on certified auditors our responsibility was to report whether the Group included in the statement on corporate governance information required by the applicable laws and regulations, and in relation to specific information indicated in these laws or regulations, to determine whether it complies with the applicable laws and whether it is consistent with the consolidated financial statements and to inform whether the Group prepared a statement on non-financial information.

Furthermore, based on our knowledge about the Group and its environment obtained in the audit of the consolidated financial statements, we have not identified material misstatements in the Report on activities.

Furthermore, in our opinion, the information identified in paragraph 70 subparagraph 6 point 5 letter c-f, h and letter i of the decree, included in the corporate governance statement, in all material respects:

- has been prepared in accordance with applicable laws; and
- is consistent with the consolidated financial statements.

We have not performed any assurance procedures in relation to the statement on non-financial information and, accordingly, we do not express any assurance conclusion thereon.

## Report on other legal and regulatory requirements

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### Information on compliance with prudential regulations

The Management Board of the Parent Entity is responsible for the Group's compliance with the applicable prudential regulations defined in separate laws, in particular for the appropriate determination of the capital ratios.

Our responsibility was to inform in our auditor's report whether the Group complies with the applicable prudential regulations defined in separate laws, in particular whether the Group appropriately determined the capital ratios presented in Note I.6.4 "Risk management and equity".

The audit objective was not to express an opinion on the Group's compliance with the

applicable prudential regulations and therefore we do not express such an opinion.

Based on our audit of the consolidated financial statements of the Group, we inform that we have not identified any instances of non-compliance, in the period from 1 January to 31 December 2018, of the Group with the applicable prudential regulations, defined in separate laws, in particular with respect to the determination of the capital ratios as at 31 December 2018, that could have a material impact on the consolidated financial statements.

### Statement on services other than audit of the financial statements

To the best of our knowledge and belief, we did not provide prohibited non-audit services referred to in art. 5 paragraph 1 second subparagraph of the EU Regulation and art. 136 of the act on certified auditors.

Services other than audit of the financial statements, which were provided to the Group

and entities under the control of the Parent Entity in the audited period are listed in Statement of the Management Board of ING Bank Śląski S.A. on the application of corporate governance principles section in the Audit Committee point of Report on activities.



## Appointment of the audit firm

We have been appointed for the first time to audit the annual consolidated financial statements of the Group by resolution of the Supervisory Board dated 18 January 2013 and reappointed in the following years, including the resolution dated 27 June 2018, to audit the annual consolidated financial statements for the year ended 31 December 2018. Our period of total uninterrupted engagement is 6 years, covering the periods ended 31 December 2013 to 31 December 2018. Due to the fact that we

exceeded the maximum uninterrupted audit term of 5 years, as set out in article 134 point 1 of the act on auditors, we performed the audit of financial statements for the year ended 31 December 2018 after the Management Board received a permission from Polish Financial Supervision Authority to extend the term of performing the audit of financial statements of the Group by one year to KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

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On behalf of audit firm

**KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.**

Registration No. 3546

*Signed on the Polish original*

Magdalena Grzesik

Key Certified Auditor  
Registration No. 12032

Warsaw, 1 March 2019

*Signed on the Polish original*

Tadeusz de Ville

Limited Partner, Proxy