

Amendments proposed to the Charter of ING Bank Śląski S.A.

The Bank Management Board hereby advise the Shareholders of the amendments proposed to the Charter of ING Bank Śląski Spółka Akcyjna:

1. In **Article 8.3.3a)e)**, the words “stand-by underwriting and firm commitment underwriting” are replaced with words “issue underwriting”, whereby Article 8.3.3a)e) shall be worded:

“e) providing services in performance of previously concluded issue underwriting agreements or in conclusion and performance of other agreements of similar nature concerning financial instruments”

The current wording of Article 8.3.3a)e):

“e) providing services in performance of previously concluded agreements on stand-by underwriting and firm commitment underwriting or in conclusion and performance of other agreements of similar nature concerning financial instruments”

2. **Article 11a** shall be worded:

“Article 11a.

1. The Management Board shall be authorised to increase the share capital by the amount not higher than PLN 26,000,000 (twenty six million) from 22 April 2020 to 21 April 2023 (authorised capital).
2. The Management Board may exercise their right by increasing the share capital once or a few times as per section 1.
3. The Management Board resolutions concerning issue price fixing shall be approved by the Supervisory Board.
4. The authorisation referred to in section 1 shall not apply to the right to increase capital from own funds of the Bank.
5. The Management Board shall not issue preferred shares or grant individual rights to an individually designated shareholder.
6. The Management Board shall be authorised to deprive shareholders of pre-emptive rights under the authorised capital, in full or in part, upon the Supervisory Board’s approval.”

The current wording of Article 11a:

“Article 11a.

1. The Management Board shall be authorised to increase the share capital by the amount not higher than PLN 26,000,000 (twenty six million) by 21 April 2020 (authorised capital).
2. The Management Board may exercise their right by increasing the share capital once or a few times as per section 1.
3. The Management Board resolutions concerning issue price fixing shall be approved by the Supervisory Board.
4. The authorisation referred to in section 1 shall not apply to the right to increase capital from own funds of the Bank.

5. The Management Board shall not issue preferred shares or grant individual rights to an individually designated shareholder.
 6. The Management Board shall be authorised to deprive shareholders of pre-emptive rights under the authorised capital, in full or in part, upon the Supervisory Board's approval."
3. **Article 25.1.10)** shall be worded:

"10) giving – save for provisions of items 4) and 11) – consent to:

- a) the Bank assuming an obligation or taking an action involving disposal of assets, where the value of a single transaction or the aggregated value of a series of transactions towards one entity or entities related to that entity exceeds 10% of the Bank's own funds,
- b) making a significant transaction with the related entity by the Bank within the meaning of the Act on Public Offering and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies (the Act on Public Offering")
the Board's approval shall be however not required for the transactions made on an arm's length basis in the ordinary course of company business or for the transactions listed under b) – also in the cases other than provided for by the Act on Public Offering."

The current wording of Article 25.1.10):

"10) giving consent to the Bank assuming an obligation or taking an action involving disposal of assets, where the value of a single transaction or the aggregated value of a series of transactions towards one entity or entities related to that entity exceeds 10% of the Bank's own funds, subject to the provisions of items 4) and 11)"

4. **Article 25.2** shall be worded:

"2. Save for sections 1.10) and 1.11) hereof, the powers of the Supervisory Board also include giving advice on the conclusion of agreements with entities related to the Bank within the meaning of the Act on Public Offering where the agreements concern assuming obligations or disposal of assets with the value exceeding 5% of the Bank's own funds, and other agreements with such entities that may have a material impact on the Bank's financial or legal standing; the Supervisory Board may determine the types of agreements that require its advice."

The current wording of Article 25.2:

"2. The powers of the Supervisory Board also include giving advice on the conclusion of agreements with entities related to the Bank within the meaning of the regulations concerning the disclosure duties of listed companies, where the agreements concern assuming obligations or disposal of assets with the value exceeding 5% of the Bank's own funds, and other agreements with such entities that may have a material impact on the Bank's financial or legal standing; The Supervisory Board may determine the types of agreements that require its advice."

5. **Article 33.1** shall be worded:

“1. There are Divisions operating within the Bank’s organisational structure which due to their functions are divided into Client Divisions and Support Divisions. Each Division is supervised by one Management Board Member. The Divisions encompass Departments, Centres and other organisational forms and units.”

The current wording of Article 33.1:

“1. The organisational structure of the Bank is as follows:

- 1) the Head Office, composed of Divisions, Departments and other organisational units or forms,
- 2) Branches grouped in Regions and Areas, divided into the Corporate Network and the Retail Network in terms of functions.”