

Proposed amendments to the *Charter of ING Bank Śląski S.A.*

The Bank Management Board provides the Shareholders with the content of the proposed amendments to the *Charter of ING Bank Śląski S.A.* below:

1. in **§ 8.3.3a)** after the words “National Road Fund”, a new fragment is added as follows “bonds, referred to in Art. 67.3 and Art. 71.1 of the Act of 31 March 2020 amending the Act on Special Solutions Related to Preventing, Counteracting, and Combating COVID-19, other infectious diseases and crisis situations caused by them and certain other acts, as well as the bonds referred to in Art. 34ga.1 of the Act on Sureties and Guarantees Granted by the State Treasury and Certain Legal Persons of 8 May 1997”, as a result of which § 8.3.3a) shall read as follows:

“3a) performing activities other than brokerage activity, such as:

- a) accepting and transmitting orders to purchase or sell financial instruments,
- b) acquiring or selling financial instruments on own account,
- c) investment advising,
- d) offering financial instruments,
- e) providing services in performance of previously concluded issue underwriting agreements or in conclusion and performance of other agreements of similar nature concerning financial instrument,

provided that the subject of the activities referred to in point a) -d) may be securities issued by the State Treasury or the National Bank of Poland or other financial instruments not admitted to organised trading and bonds referred to in Art. 39p.1 of the Act on Toll Motorways and on the National Road Fund of 27 October 1994, the bonds referred to in Art. 67.3 and Art. 71.1 of the Act of 31 March 2020 amending the Act on Special Solutions Related to Preventing, Counteracting, and Combating COVID-19, other infectious diseases and crisis situations caused by them and certain other acts, as well as the bonds referred to in Art. 34ga.1 of the Act on Sureties and Guarantees Granted by the State Treasury and Certain Legal Persons of 8 May 1997, except that in the scope of activities specified in point b), its subject may also be bonds, mortgage bonds and other transferable securities incorporating property rights corresponding to the rights resulting from the contracted debt or derivative instruments whose underlying instruments are bonds, mortgage bonds, other transferable securities incorporating property rights corresponding to the rights resulting from the debt incurred, interest rate or currency”.

The existing wording of § 8.3.3a):

“3a) performing activities other than brokerage activity, such as:

- a) accepting and transmitting orders to purchase or sell financial instruments,
- b) acquiring or selling financial instruments on own account,,
- c) investment advising,
- d) offering financial instruments,
- e) provision of services in the performance of concluded underwriting agreements or the conclusion and performance of other contracts of a similar nature, if their subject matter are financial instruments,



provided that the subject of the activities referred to in point a) -d) may be securities issued by the State Treasury or the National Bank of Poland or other financial instruments not admitted to organised trading and bonds referred to in Art. 39p.1 of the Act on Toll Motorways and on the National Road Fund of 27 October 1994, except that in the scope of activities specified in point b), its subject may also be bonds, mortgage bonds and other transferable securities incorporating property rights corresponding to the rights resulting from the contracted debt or derivative instruments whose underlying instruments are bonds, mortgage bonds, other transferable securities incorporating property rights corresponding to the rights resulting from the debt incurred, interest rate or currency".

2. In **§ 8.3.13** the words "share books" shall be replaced with the words "shareholder registers", as a result of which § 8.3.13) shall read as follows:

"13) keeping shareholder registers"

The existing wording of § 8.3.13):

"13) keeping share books"

3. **§ 14a.3** shall read as follows:

"3. The Bank provides real-time broadcast of the General Meeting on the Internet. Moreover, the Bank may organise General Meetings in a manner enabling participation in the General Meeting using electronic means of communication, including in particular:

- 1) two-way real-time communication of all persons participating in the General Meeting, under which they may take the floor during the General Meeting, staying in a place other than the place of the General Meeting,
- 2) exercising the voting right in person or through a proxy before or during the General Meeting".

The existing wording of § 14a.3:

„3. The Bank may organise the General Meeting in a manner enabling shareholders to participate in the General Meeting using electronic communication means, including in particular:

- 1) real-time transmission of the Meeting,
 - 2) two-way communication in real time, enabling the shareholders to express themselves during the General Meeting,
 - 3) exercising the voting right in person or through a proxy before or during the General Meeting.
- Notwithstanding the foregoing, the Bank may only broadcast the General Meeting on the Internet".

4. In **§ 14a.4**, the following sentence is added to the current content: "Detailed rules for participation in the General Meeting with the use of electronic communication means are specified by the Supervisory Board in the form of Bylaw".

The existing wording of § 14a.4:

„4. The principles of shareholders participation in the General Meeting and the mode of operations in the General Meeting, as well as communication between the shareholders and the Bank by electronic means, including electronic notice of granting proxy are set out in the Bylaw of the General Meeting. The Bylaw of the General Meeting shall have the right to authorise the Management Board to determine methods for communication between the shareholders and the Bank by electronic means, other than the ones set out in the Bylaw.