

### **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. **§ 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 instruments,
- f) execution of orders to purchase or sell financial instruments for the account of the originator;

provided that the activities referred to in items a) to d) and f) may concern securities issued by the State Treasury or the National Bank of Poland, other financial instruments that have not been admitted to organised trading, as well as bonds referred to in Article 39p.1 of the Toll Motorways and the National Road Fund Act of 27 October 1994, bonds, referred to in Article 67.3 and Article 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 Article 34ga.1 of the Act on Sureties and Guarantees Granted by the State Treasury and Certain Legal Persons of 8 May 1997, however, the activities referred to in item b) may also concern the following instruments admitted to organised trading: bonds, mortgage bonds and other transferable securities incorporating property rights equivalent to the rights attached to the debt or derivatives based on bonds, mortgage bonds, other transferable securities incorporating property rights equivalent to the rights attached to the debt, interest rate or currency as their underlying instrument”,

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

provided that the activities referred to in items a) to d) may concern securities issued by the State Treasury or the National Bank of Poland, other financial instruments that have not been admitted to organised trading, as well as bonds referred to in Article 39p.1 of the Toll Motorways and the National Road Fund Act of 27 October 1994, 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, however, the activities referred to in item b) may also concern the following instruments admitted to organised trading: bonds, mortgage bonds and other transferable securities incorporating property rights equivalent to the rights attached to the debt or derivatives based on bonds, mortgage bonds, other transferable securities incorporating property rights equivalent to the rights attached to the debt, interest rate or currency as their underlying instrument”,

2. In **§ 8.3.11)** letter “j” is added as follows:

“j) intermediation and cooperation in obtaining loans and advances,”

3. **§ 21** shall read as follows:

“§ 21.

“1. The Supervisory Board shall elect a Chair and one or two Deputy Chairs from among its Members.

2. In the event of the election of two Deputy Chairs, the Supervisory Board shall entrust one of them with the function of the 1st Deputy Chair.”

The existing wording of § 21:

“§ 21.

The Supervisory Board shall elect the Chair, Deputy Chair, and Secretary out of their number.”

4. **§ 24.1** shall read as follows:

“1. Supervisory Board shall adopt resolutions if more than half of its Members – including the Chair or at least one of Deputy Chairs – present at the session, and all the Board Members have been invited.”

The existing wording of § 24.1:

“1. The Supervisory Board shall adopt resolutions if more than half of its Members – including the Chair or Deputy Chair – are present at the session, and all the Board Members have been invite.”



5. **§ 36.1.3)** shall read as follows:

“3) reserve capitals,”

The existing wording of § 36.1.3):

“3) reserves,”

6. **§ 39** shall read as follows:

“§ 39.

Reserve capitals are established irrespective of the Bank’s supplementary capital from the annual net profit. The General Meeting shall decide on the amount and utilisation of the reserve capital. The reserve capital may be used for:

- 1) covering specific losses and expenses,
- 2) increasing share capital from the Bank’s resources,
- 3) purchasing own shares by the Bank in cases provided for by the law,
- 4) paying out dividends, interim dividend included.”

The existing wording of § 39:

“§ 39.

The reserve capital shall be established independent of the supplementary capital of the Bank out of the write-offs from the profit after taxes, in the amount resolved by the General Meeting. The reserve capital may be used to cover specific losses and expenditures, and to raise the initial capital out of the Bank’s funds.”

7. **In § 40**, the following sentence is added after the current content:

“The Management Board is also authorised to use the reserve capital allocated by the General Meeting for the purpose specified in § 39 (4) in the case specified in § 42 (2).”

The existing wording of § 40:

“§ 40.

The decision on the use of the reserve and supplementary capital shall be taken by the General Meeting.”

8. **§ 42** shall be renumbered as section 1 and the following section 2 shall be added:

“2. The Management Board is authorised to pay interim dividend to shareholders on account of the expected dividend at the end of the financial year if the Bank has sufficient funds for the payment. The interim dividend shall be paid within the limits provided for by law and shall require the approval of the Supervisory Board and agreement with the Polish Financial Supervision Authority.”

The existing wording of § 42:

“§ 42.



The Bank's profit after taxes shall be allocated, in the amount resolved by the General Meeting, for the following:

- 1) supplementary capital,
- 2) reserves,
- 3) general bank risk fund,
- 4) dividend for the shareholders that may also be offered in the form of the shares of the new issue,
- 5) other purposes.”

