

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 5 April 2018**

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 5 April 2018**

on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2017 and ended 31 December 2017.

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 2017 and ended 31 December 2017 including:

1. the income statement for the period started 1 January 2017 and ended 31 December 2017, with net profit of PLN 1,348.5 million,
2. the statement of comprehensive income for the period started 1 January 2017 and ended 31 December 2017,
3. the statement of financial position as at 31 December 2017, with total assets and liabilities and equity of PLN 122,105.2 million,
4. the statement of changes in equity for the period started 1 January 2017 and ended 31 December 2017,
5. the cash flow statement for the period started 1 January 2017 and ended 31 December 2017, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

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 2017, 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 2017.

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 2017, which was developed in keeping with the requirements set out in §91 section 5 item 4) of the Minister for Finance Ordinance of 19 February 2009 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 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2017 and ended 31 December 2017.

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 2017 and ended 31 December 2017 including:

1. the consolidated income statement for the period started 1 January 2017 and ended 31 December 2017, with net profit attributable to the shareholders of the parent entity of PLN 1,403.1 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2017 and ended 31 December 2017,
3. the consolidated statement of financial position as at 31 December 2017, with total assets and liabilities and equity of PLN 126,013.9 million,
4. the consolidated statement of changes in equity for the period started 1 January 2017 and ended 31 December 2017,
5. the consolidated cash flow statement for the period started 1 January 2017 and ended 31 December 2017, and
6. accounting policies and additional notes.

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledging 2017 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 2017,
 - 2) the annual consolidated financial statements of ING Bank Śląski S.A. Group for 2017,
 - 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 2017,
 - 4) the Management Board motion regarding distribution of the profit earned by the Bank in 2017 and past-year retained earnings,

2. acknowledge the reports and assessments of the Supervisory Board of ING Bank Śląski S.A. for 2017 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 2017 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 2017 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 2017,
 - 4) the assessment of Bank's compliance in 2017 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 2017 of the *Principles of Corporate Governance for Supervised Institutions*,
 - 6) rationality assessment for the Bank's policy concerning charitable, sponsorship and similar activities in 2017.

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 2017 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 5 April 2018**

on acknowledgement of fulfilment of duties by the President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 Mirosław Boda – Vice-President of the Management Board

between 1 January 2017 and 31 May 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Vice-President of the Bank Management Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Chairperson of the Supervisory Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Deputy Chairperson of the Supervisory Board in 2017.

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 Roland Boekhout – Deputy Chairperson of the Supervisory Board

between 1 January 2017 and 15 March 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Deputy Chairperson of the Supervisory Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Secretary to the Supervisory Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2017.

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 21 April 2017 and 31 December 2017.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on assessment of satisfaction by the members of the Supervisory Board of the requirements referred to in Article 22aa of the Banking Law Act (suitability assessment).

Under Article 18.3 of the Charter of ING Bank Śląski S.A. in conjunction with Article 22a §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 ascertain that each and every member of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. Mr Antoni Reczek,
2. Ms Małgorzata Kołakowska,
3. Mr Aleksander Galos,
4. Mr Ad Kas,
5. Mr Aleksander Kutela,
6. Mr Christopher Steane,
7. Mr Norman Tambach,

has the knowledge, skills and experience required to hold the function of a member of the ING Bank Śląski S.A. Supervisory Board, provides assurance of proper performance of duties relating to that function and fulfils other requirements as set out in Article 22aa of the Polish Banking Law Act.

At the same time, based on the above recommendation, the General Meeting state that the competences of the individual members of the Supervisory Board are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on distribution of 2017 profit and past-year retained earnings.

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 2017 net profit of ING Bank Śląski S.A. together with the past-year retained earnings as per the following specification:

(in PLN)

1. profit before tax	1,804,378,190.51
2. fiscal charges	455,880,849.11
3. net profit	1,348,497,341.40
4. past-year retained earnings	57,005,440.97
5. the total (3+4) is divided in the following manner:	1,405,502,782.37
a) reserve capital	989,182,782.37
b) dividend	416,320,000.00

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on the Dividend Payout Procedure.

Under Article 348 of the Commercial Companies and Partnerships Code Act of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby implement the Dividend Payout Procedure, as enclosed herewith.

Enclosure with Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna
of 5 April 2018

DIVIDEND PAYOUT PROCEDURE

Article 1

The decision on the dividend payout to shareholders of ING Bank Śląski S.A. shall be taken by the General Meeting.

Article 2

Should the General Meeting pass a resolution on the dividend payout, the Bank as a public company shall make a public announcement of such resolution and publish it on the website at:

www.ingbank.pl.

Article 3

The resolution shall set out the following:

1. the gross dividend amount per share,
2. the record date, that is the date on which shareholders acquire a right to dividend, and
3. the dividend payout date.

Article 4

Eligible shareholders shall inquire about the dividend payout by themselves.

Article 5

1. The form of the dividend payout shall differ depending on the place of the share deposit.
2. The shareholders of record who hold:
 - 1) shares deposited in a securities account maintained by the brokerage office, the dividend is paid out automatically to that account at the payout date,
 - 2) non-verified shares and shares deposited in the register of the Issue Sponsor, the dividend is paid out to the bank account or securities account following a written request of the shareholder filed with the ING Bank Śląski S.A Branch and validated by that Branch employee.
3. Depending on the shareholder's choice, the requests referred to in section 2.2) may be:
 - 1) standing ones – the dividend shall be paid out in the manner defined in the request until the request has been revoked or amended,
 - 2) one-off ones – the request shall be filed after each decision to pay out the dividend taken by the General Meeting.
4. In the case referred to under section 2.2, the shareholder shall visit the Bank branch and produce the following documents:
 - 1) identity card,
 - 2) original or Xerox copy of the depository receipt to confirm their shareholding,
 - 3) a written request for the dividend payout, which shall include the following details:
 - a) first and last names,
 - b) personal identification number (PESEL),
 - c) address,

- d) depositary receipt number,
- e) number of ING Bank Śląski S.A. shares, and
- f) name of the Bank and number of bank account or name of the Brokerage Office and number of securities account to which the dividend is to be paid out.

Article 6

1. This Procedure shall supersede the Procedure as enclosed with Resolution No. 22 of the General Meeting of ING Bank Śląski S.A. of 8 April 2010.
2. The Procedure shall come into effect as of its adoption date and shall remain in effect until amended or revoked by the General Meeting.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on 2017 dividend payout.

In conjunction with Resolution No. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 5 April 2017 on 2017 profit and past-year retained earnings distribution 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 2017 totalling PLN 416,320,000.00; that is PLN 3.20 per share in gross terms, on the following terms and conditions:
 - 1) 25 April 2018 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 10 May 2018 (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. 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 5 April 2018**

on amendments to the Charter of ING Bank Śląski S.A.

Article 1

Under 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 on the following amendments to the *Bank Charter*:

1. in §19.3, the words “Save for §22.6 hereof,” shall be added to the provision beginning; consequently, §19.3 shall read:
“3. Save for §22.6 hereof, in the Supervisory Board, there should be at least two members who have no relationship with the Bank, its shareholders, or employees, where the said relationship should be understood as the relationship that could have significant impact on the ability of such a member to make impartial decisions (Independent Members).”
2. in §19.4, after the words “result from” the words “the laws and” shall be added; consequently, §19.4 shall read:
“4. The criteria of independence for the Independent Members result from the laws and the Code of Best Practice for WSE Listed Companies adopted by the Bank and are set out in detail in the Bylaw of the Supervisory Board.”
3. §19.5 shall read:
“5. Supervisory Board Members shall be appointed for the joint term of office which shall commence as of the appointment date and shall last for the full four consecutive financial years.”,
4. §22.6 shall read:
“6. The scope of activity, composition and mode of operations of the Committees shall be determined by the Supervisory Board, with the proviso that the criteria of independence should be satisfied by:
 - 1) the majority of the Audit Committee members, including the Chairperson and at least one of the Audit Committee Independent Members should additionally hold qualifications in accounting or financial audit,
 - 2) the majority of the Remuneration and Nomination Committee members, including the Chairperson.”,
5. §26.3 shall read:
“3. The Management Board Members shall be appointed for the joint term of office which shall commence as of the appointment date and shall last for the full four consecutive financial years.”,
6. §35a.1 shall read:
“1. The tasks of the risk management system is to identify, measure or assess, control and monitor the risk appearing in the Bank’s operations in order to ensure the correctness of the process of determining and executing the purposes of the activities carried out by the Bank.”,

7. in §35a, sections 3 and 4 shall be revoked
8. in §35b.2.2, a comma and the words “understood as the risk of consequences of non-compliance with laws, internal regulations and market standards” shall be added after the words “compliance risk” and the words “as well as” shall be replaced with “and also”; consequently, §35b.2.2 shall read:
“2) compliance unit tasked with identification, assessment, control and monitoring of compliance risk understood as the risk of consequences of non-compliance with laws, internal regulations and market standards, and also delivery of relevant reports, and”,
9. in §35b, the following section 5 is added:
“5. The Supervisory Board shall supervise the internal control system and shall appraise its adequacy and effectiveness at least once a year.”

Article 2

The amendments to the Charter as set out in §1 require approval of the Polish Financial Supervision Authority.

Article 3

The provisions of §19.5 and §26.3 of the Charter as worded under §1.3 and §1.5 hereof shall apply for the first time to the term of office of the Management Board and Supervisory Board running as at the effective date hereof.

Rationale for the draft resolution of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 5 April 2018 on amendments to the Charter of ING Bank Śląski S.A.

Amendments to the Charter seek, first and foremost, to bring its wording into line with the current legislation. The relevant modifications include:

1. listing of laws as one of the sources which the Bank factors in when determining the independence criteria for Supervisory Board members (due to the effective entry of the Act on Statutory Auditors, Auditing Firms and Public Oversight of 11 May 2017),
2. adapting the requirements concerning the participation of independent members in the Audit Committee to Article 129.3 of the Act on Statutory Auditors. In line with that provision, the majority of the Audit Committee members, including the Chairperson, are independent from the given public interest entity.
3. deleting the provisions concerning compliance risk management from the section concerning the risk management system due to those aspects being embedded in the internal control system (as per Article 9c.1.4 of the Banking Law Act),

4. highlighting the role of the Supervisory Board as to internal control system supervision.

Another element of the draft resolution is an amendment to the provisions of the Charter regulating the manner in which the term of office of members of Bank authorities is computed; the said amendment was made to avoid potential doubts pertaining to the resolution of the Supreme Court of 24 November 2016 (case no. III CZP 72/16). As the said resolution asserts, the last financial year which started during the term of office of a member of the supervisory board of a joint-stock company is the last full financial year under Article 369 §4 in conjunction with Article 386 §2 of the Commercial Companies and Partnerships Code Act (the same rule applies to management board members).

Under Article 369 §4 of the Commercial Companies and Partnerships Code Act, the mandate the management board member shall expire on the day of the General Meeting which approves the financial statements for the last full financial year of his/her term of office. Under Article 386 §2 of the Commercial Companies and Partnerships Code Act, the said provision shall apply to the supervisory board members accordingly. The interpretation concerning the expiry of the mandate in the light of Article 369 §4 of the Commercial Companies and Partnerships Code Act gives rise to doubts about the legal doctrine. So far, the Bank considered the last full financial year of the term of office to be the last full financial year fully covered by the term of office.

The intention of the Bank is to formulate the provisions of the Charter in the manner enabling explicit determination of the expiry of the mandate while retaining the current Bank's practice as to the length of the mandate. Amendment of the provisions of §§ 19 and 26 of the Charter results in the situation where the term of office of the Bank authorities is to expire always upon the expiry of the fourth full financial year. Under these circumstances, there should be no doubts about the manner of understanding of the last full financial year of holding the function and the expiry of the mandate of members of the authorities under Article 369 §4 of the Commercial Companies and Partnerships Code Act, that is on the day of the General Meeting which approves the financial statements for the last full financial year of his/her term of office. At the same time, the actual mandate of the members of the Bank Management Board and Supervisory Board will remain the same as applicable under the current Bank's practice of determining the expiry of the mandate due to the expiry of the term of office whose length was set at 5 years.

At the same time, taking into account the purpose of the amendments made, whereby the potential interpretation doubts are deleted, it is justified to apply the principle of term of office computation as introduced with the resolution to the pending terms of office of the Bank Management Board and Supervisory Board.

The remaining amendments are of editorial nature.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on amendments to the Charter of ING Bank Śląski S.A.

Article 1

Under 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 on the following amendments to the Bank Charter:

§8.2.7) shall read:

“7) issuing the electronic money,”.

Article 2

The amendments to the Charter as set out in §1 require approval of the Polish Financial Supervision Authority.

**Rationale
for the draft resolution of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018
on amendment to the Charter of ING Bank Śląski S.A.**

The amendment to the operations of the Bank consists in replacing the current provision concerning issue of the electronic money instrument with the provision envisaging the issue of electronic money.

First, the amendment adapts the operations of the Bank to the current terminology and nomenclature of the Banking Law Act (Article 5.2.3) and the Act on Payment Services.

Furthermore, the amendment requested offers formal grounds for implementation of the development concept of the Bank business as to innovative financial services. The innovative solution which the Bank is working on is to use the electronic money within the meaning of the Banking Law Act and innovative solutions such as blockchain or Distributed Ledger Technology (DLT). The concept provides for usage by Bank clients of electronic money (electronic zloty) on the electronic platform settled in real time (online) by the Bank.

Draft

**Resolution No. ...
of the Ordinary General Meeting
of ING Bank Śląski Spółka Akcyjna of 5 April 2018**

on the changes on the Supervisory Board.

Pursuant to Article 22 §2 of the Banking Law Act of 29 August 1997 and §19 section 1 of the Bank's Charter, 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.

At the same time, the General Meeting state that Ms./Mr. satisfies the requirements laid down in Article 22aa of the Banking Law Act.