

## **Draft resolutions of 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 7 April 2022**

### **on appointing the Chair 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 Ms/ Mr ..... as the Chair of the Ordinary General Meeting.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

### **on reviewing and approving the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2021 and ended 31 December 2021.**

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 2021 and ended 31 December 2021 including:

1. the income statement for the period started 1 January 2021 and ended 31 December 2021, with net profit of PLN 2,308.3 million,
2. the statement on total income for the period started 1 January 2021 and ended 31 December 2021,
3. the statement of financial position as at 31 December 2021, with total assets and liabilities and equity of PLN 195,904.6 million,
4. the statement of changes in equity for the period started 1 January 2021 and ended 31 December 2021,
5. the cash flow statement for the period started 1 January 2021 and ended 31 December 2021, and
6. accounting policies and additional notes.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

### **on reviewing and approving the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2021 covering the Report on Operations of ING Bank Śląski S.A., including the Management Board statement on the application of corporate governance rules, as well as reviewing and approving the Report on non-**



**financial information of ING Bank Śląski S.A. Group for 2021, including non-financial information of ING Bank Śląski S.A.**

Under Articles 395 §2 item 1 and 395 §5 of the Commercial Companies and Partnerships Code Act of 15 September 2000 in conjunction with Article 49b section 9 and Article 55 section 2c of the Accounting Act of 29 September 1994, the General Meeting of ING Bank Śląski S.A. hereby approve:

1. the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2021, covering the Report on Operations of ING Bank Śląski S.A.,
2. the Report on non-financial information of ING Bank Śląski S.A. Group for 2021, including non-financial information of ING Bank Śląski S.A.

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 statement on the application of corporate governance rules in 2021, which was developed in keeping with the requirements set out in §70 section 6 item 5) of the Minister for Finance Ordinance of 29 March 2018 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 statement is a separate part of the Management Board report on the Bank's operations in 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on reviewing and approving the annual consolidated financial statements of ING Bank Śląski S.A. Group for the period started 1 January 2021 and ended 31 December 2021.**

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 2021 and ended 31 December 2021 including:

1. the consolidated income statement for the period started 1 January 2021 and ended 31 December 2021, with net profit attributable to the shareholders of the parent entity of PLN 2,308.3 million,
2. the consolidated statement of comprehensive income for the period started 1 January 2021 and ended 31 December 2021,
3. the consolidated statement of financial position as at 31 December 2021, with total assets and liabilities and equity of PLN 201,654.2 million,
4. the consolidated statement of changes in equity for the period started 1 January 2021 and ended 31 December 2021,
5. the consolidated cash flow statement for the period started 1 January 2021 and ended 31 December 2021, and
6. accounting policies and additional notes.



**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging ING Bank Śląski S.A. Supervisory Board reports for 2021.**

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. hereby:

1. approve the reports of the Supervisory Board on the results of assessment of:
  - 1) the annual financial statements of ING Bank Śląski S.A. for 2021,
  - 2) the annual consolidated financial statements of the ING Bank Śląski S.A. Group for 2021,
  - 3) the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2021 covering the Report on Operations of ING Bank Śląski S.A.,
  - 4) the Report on non-financial information of ING Bank Śląski S.A. Group for 2021, including non-financial information of ING Bank Śląski S.A.,
  - 5) the motion of the Management Board on distribution of 2021 profit and past-year undivided profit.
  
2. acknowledge the reports, assessments and information of the Supervisory Board of ING Bank Śląski S.A. for 2021 as set out in the "Principles of Corporate Governance for Supervised Institutions", "the 2016 Code of Best Practice for WSE Listed Companies" and "the 2021 Code of Best Practice for WSE Listed Companies" as adopted by the Bank:
  - 1) assessment of the Bank's consolidated standing in 2021, including an assessment of the internal control, risk management and compliance systems and the internal audit function,
  - 2) report on the operations of the Supervisory Board and its Committees in 2021, including an assessment of the Supervisory Board's work during that period,
  - 3) report on the remuneration policy at the Bank in 2021,
  - 4) assessment of the Bank's application of the principles of corporate governance and of the Bank's compliance with disclosure duties as to their application, as laid down in the WSE Rules and regulations on current and interim information provided by securities issuers,
  - 5) assessment of ING Bank Śląski S.A.'s application of "Principles of Corporate Governance for Supervised Institutions" in 2021,
  - 6) assessment of the rationality of ING Bank Śląski S.A.'s expenditure borne in connection with the policy concerning charitable and sponsorship initiatives in 2021,
  - 7) update on the implementation status of the diversity policy for the ING Bank Śląski S.A. Management Board and Supervisory Board in 2021.

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**



**on the opinion to the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2021 and to the assessment of Bank's remuneration policy.**

Under Article 395 § 2<sup>1</sup> of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 90g section 6 of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005, the General Meeting hereby endorse the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2021.

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 in 2021 covering the Report on Operations of ING Bank Śląski S.A. and the Supervisory Board Report on the evaluation of the remuneration policy at the Bank in 2021, the General Meeting hereby state that the remuneration policy applied 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 7 April 2022**

**on acknowledging fulfilment of duties by the President of the Bank Management Board in 2021.**

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 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**



**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 Bank Management Board

between 1 January 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 Ewa Łuniewska - Vice-President of the Bank Management Board

between 1 January 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 H. Mrożek – Vice-President of the Bank Management Board

between 1 January 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 Sławomir Soszyński – Vice-President of the Bank Management Board

between 1 January 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 Lorenzo Tassan-Bassut – Vice-President of the Bank Management Board

between 1 January 2021 and 31 January 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Vice-President of the Bank Management Board in 2021.**

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 Alicja Żyła – Vice-President of the Bank Management Board

between 1 September 2021 and 31 December 2021.



**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the former Chairman of the Supervisory Board in 2021.**

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 – former Chairman of the Supervisory Board

between 1 January 2021 and 29 November 2021.

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Chairman of the Supervisory Board in 2021.**

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 – Chairman of the Supervisory Board

between 1 January 2021 and 31 December 2021 as a Member of the Supervisory Board, including the duties of Secretary of the Supervisory Board until 29 November 2021 and Chairman of the Supervisory Board from 29 November 2021.

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Deputy Chair of the Supervisory Board in 2021.**

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 Chair of the Supervisory Board

between 1 January 2021 and 31 December 2021.

**Resolution No. ...**



**of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Secretary to the Supervisory Board in 2021.**

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 Szczurek – Secretary of the Supervisory Board

between 1 January 2021 and 31 December 2021 as a Member of the Supervisory Board, including the duties of Secretary of the Supervisory Board from 29 November 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2021.**

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 Stephen Creese – Member of the Supervisory Board

between 29 November 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2021.**

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 Dorota Dobija – Member of the Supervisory Board

between 29 November 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**





**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2021.**

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 2021 and 29 November 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2021.**

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 Monika Marcinkowska – Member of the Supervisory Board

between 29 November 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2021.**

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 Remco Nieland – Member of the Supervisory Board

between 1 January 2021 and 31 December 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on acknowledging fulfilment of duties by the Member of the Supervisory Board in 2021.**

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 Susan Poot – Member of the Supervisory Board

between 1 January 2021 and 30 September 2021.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on amending the Charter of ING Bank Śląski S.A.**

§ 1

Under Article 430 §1 of the Commercial Companies and Partnerships Code of 15 September 2000, the General Meeting of ING Bank Śląski S.A. hereby resolve on the following amendments to the Bank Charter:

1. § 21 shall be 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.”

2. § 24 section 1 shall be 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.”

3. § 36 section 1 item 3) shall be as follows:

“3) reserve capitals,”

4. § 39 shall be 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.”

5. In § 40, the following sentence is added to 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)."

6. § 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."

#### § 2

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

### **Rationale to the draft resolution of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 7 April 2022 on amending the *Charter of ING Bank Śląski S.A.***

The draft concerns amendments to the Bank Charter aimed at:

- allowing the appointment of two Deputy Chairs of the Supervisory Board, and liquidating at the same time the function of Secretary of the Supervisory Board,
- extending the possibility of creating reserve capitals and the purposes for which they may be used,
- authorising the Management Board to pay interim dividend.

Accordingly, the proposed amendments to the Bank Charter include:

1. an amendment to § 21, which provides for the possibility of appointing one Deputy Chair or two Deputy Chairs of the Supervisory Board. If two Deputy Chairs are elected, the Supervisory Board would entrust one of them with the function of the First Deputy Chair. At the same time, it is proposed that the position of Secretary of the Supervisory Board shall be liquidated. The amendment is intended to streamline the work of the Supervisory Board, in particular in the event of the absence of the Chair of the Supervisory Board, who may be substituted in such a situation by the Deputy Chairs.
2. an amendment to § 24 section 1, which stems from the amendment described herein above and which provides that the presence of the Chair or at least one of the Deputy Chairs of the Supervisory Board is necessary to maintain a quorum on the Supervisory Board.
3. amendments to § 36 section 1 item 3) and § 39, which provide for the possibility of the creation of more reserve capitals by the General Meeting. At the same time, the range of purposes for which reserve capitals may be used is extended to include:
  - purchasing shares by the Bank in cases provided for by law,
  - paying out dividends, interim dividend included.
4. amendments to § 40 and 42, which concern the authorisation of the Management Board to pay interim dividends, also using the reserve capital created for this purpose. The proposed amendments are intended to complement the Bank's ability to pay dividends. This will ensure the flexibility of the Bank, depending on its financial situation and other circumstances affecting its ability to pay dividends.



Such authorisation is possible under Article 349 of the Commercial Companies and Partnerships Code. Payout of interim dividends is subject to the company having sufficient funds therefor and the Supervisory Board's consent. Moreover, other conditions set forth in the applicable legal regulations must be met.

In particular, the Company may pay interim dividend if its approved financial statements for the previous financial year show a profit. The interim payment may amount to no more than half of the profit made from the end of the previous financial year, as shown in the audited financial statements, increased by reserve capitals established from profit which may be used by the Management Board to pay interim dividend, and decreased by uncovered losses and own shares.

As expected by the Polish Financial Supervision Authority (PFSA) and in line with the established supervisory practice in this respect, the payout of interim dividend would also require agreeing it with the PFSA.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on amending the *Charter of ING Bank Śląski S.A.***

§ 1

Pursuant to Article 430 § 1 of the Act of 15 September 2000 of the Code of Commercial Companies, the General Meeting of ING Bank Śląski S.A. resolves to amend § 8 section 3 item 3a) of the Bank Charter which shall now 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”,

§ 2

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

**Rationale  
to the draft resolution of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022  
on amending the Charter of ING Bank Śląski S.A.**

The amendment to the Bank Charter consists in adding letter f) in § 8 section 3 item 3a), which shall read as follows: “f) execution of orders to purchase or sell financial instruments for the account of the originator;” and a reference to this letter later in this provision.

The aforementioned amendment constitutes the implementation of the recommendation of the Polish Financial Supervision Authority received on 23 February 2022, following the audit carried out in the Financial Markets area, regarding the need to adjust the wording of the Bank Charter to the nomenclature used in the Act of 29 July 2005 on trading in financial instruments (“Act”) taking into account the requirements set out in Article 22 section 12 of the Act of 4 September 2008 amending the Act on trading in financial instruments and certain other acts. The Polish Financial Supervision Authority is of the opinion that transactions concluded on financial instruments in the Financial Markets area should also be qualified as a brokerage service, as referred to in Article 69 section 2 item 2) of the Act, i.e. execution of orders to purchase or sell financial instruments for the account of the originator.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on amending the Charter of ING Bank Śląski S.A.**

§ 1

Pursuant to Article 430 § 1 of the Act of 15 September 2000 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. resolves to amend the Bank Charter by adding letter “j” to § 8 section 3 item 11) which shall read as follows:

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

§ 2

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

**Rationale  
to the draft resolution of the Ordinary General Meeting**



**of ING Bank Śląski Spółka Akcyjna of 7 April 2022  
on amending the Charter of ING Bank Śląski S.A.**

The amendment to the Bank Charter is primarily related to the planned introduction of a new service within the imoje payment gateway. The new service presumes that the Bank will act as an intermediary in concluding instalment purchase or lease agreements on behalf of entities from the banking and non-banking sectors. The service of financing instalment sales in the form of an advance, loan or lease would be provided by partners of ING Bank Śląski S.A.

Imoje is an integrator of payment methods, and thus making consecutive payment methods available within its functionality is a natural step in the development of this product. By extending the product's functionality, the Bank meets the expectations of the market and its customers, and strengthens its competitive edge.

Article 6 section 1 item 7) of the Banking Law indicates that the Bank may provide so-called "other financial services". This notion includes, among others, auxiliary activities of banks for other entities of the financial sector, e.g. consisting in intermediation in the provision of other financial services. Having regard to the above, the Bank may act as an intermediary in concluding instalment purchase or lease agreements between a partner of ING Bank Śląski and a customer.

Pursuant to § 8 section 3 item 11 letter e) in conjunction with letter b) of the Bank Charter, the Bank is authorised to act as an intermediary as regards lease services. In connection with the planned service, it is reasonable to add also intermediation and cooperation in obtaining loans and advances to the subject of the Bank's business in the Charter.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on establishing the Incentive Scheme for Identified Staff of the Bank and authorising the Management Board of ING Bank Śląski S.A. to buy own shares to carry out the Incentive Scheme.**

The Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna ("Bank"), acting based on (i) Article 362 para. 1 point 8) of the Act of 15 September 2000 - Commercial Companies and Partnerships Code (i.e. Journal of Laws 2020, item 1526, as amended, "CCPC"), in connection with Article 362 para. 2 CCPC and taking into account Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (OJ EU. L. 2014.173.1, as amended) ("MAR Regulation") and Articles 2-4 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards on conditions applicable to buy-back programmes and stabilisation measures (OJ EU. L. 2016.173.34 as amended) ("Technical Standards") and (ii) Article 18.3 of the Bank Charter, resolves as follows:

Article 1

1. An incentive scheme ("Incentive Scheme") is established at the Bank, addressed to persons having a material impact on the Bank's risk profile who are employed at the Bank and at companies from the



Bank's group that are subject to mandatory consolidation, ING Bank Hipoteczny S.A. excluded ("Identified Staff"). Under the Incentive Scheme, these persons will be entitled to purchase fully paid-up ordinary bearer shares of the Bank of a nominal value of PLN 1.00 each, admitted to trading on the regulated market (primary market) operated by the Warsaw Stock Exchange ("Own Shares").

2. Under the Incentive Scheme, the Own Shares will be granted free of charge as a part of variable remuneration for Identified Staff within the meaning of the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and internal control system and on remuneration policy in banks (Journal of Laws 2021, item 1045).
3. Most notably, the Ordinary General Meeting authorises the Bank Management Board to:
  - a. determine the content and adopt detailed rules regulating the Incentive Scheme in the Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A. ("Policy"), subject to its approval by the Bank Supervisory Board and its amendments from time to time within the limits set out herein,
  - b. enter into the Incentive Scheme Participation Agreements with Identified Staff ("Participation Agreement"),
  - c. amend template Participation Agreements in a way not conflicting with the Policy,
  - d. take all other factual and legal actions necessary for the implementation and execution of the Incentive Scheme.
4. The Ordinary General Meeting authorises the Supervisory Board to take the actions referred to in para. 3 letters b through d above in relation to participants of the Incentive Scheme who are members of the Bank Management Board.
5. For the purpose of allotting Own Shares to eligible Identified Staff, Own Shares will be acquired based on the authorization granted to the Bank Management Board by the General Meeting of the Bank in accordance with Article 362 para. 1 (8) of the CCPC and from funds held in the Bank's reserve capital established to this end in accordance with Article 362 para. 2 (3) of the CCPC.

#### Article 2

Incentive Scheme Participants will be persons identified as Identified Staff in accordance with applicable laws and procedures of the Bank ("Incentive Scheme Participants"). There will be no more Incentive Scheme Participants than 149.

#### Article 3

1. The Incentive Scheme shall be executed starting from 1 July 2022, subject to the entry in the Register of Entrepreneurs of the National Court Register of the amendments to Article 36 section 1 item 3) and Article 39 of the Bank Charter made pursuant to Resolution No. ... of the Ordinary General Meeting of the Bank of 7 April 2022, or from the date of making such an entry in the Register of Entrepreneurs of the National Court Register, if the entry is made after 1 July 2022, until:
  - a. 31 December 2026, as regards the non-deferred part of the remuneration, and
  - b. 31 December 2032, as regards the deferred part of the remuneration.
2. The Incentive Scheme will replace the scheme executed at the Bank under the current Policy ("Current Scheme"). The first full assessment period for which the variable part of the remuneration will be paid on the terms and conditions set out in the Incentive Scheme will be the period from 1 January 2023 to 31 December 2023, while for the period from 1 January 2022 to 31 December 2022 the variable part of the remuneration will be paid in phantom stock, under the rules set out in the Current Scheme, and in Own Shares, on the terms and conditions set out in the Incentive Scheme, pro rata to the effective period of the Current Scheme and the Incentive Scheme in the period from 1 January 2022 to 31 December 2022.



3. The rights to phantom stock allotted prior to the starting date of the Incentive Scheme will be exercised in accordance with the rules established for the Current Scheme. In particular, the deferred parts of remuneration allotted in phantom stock will not be convertible into Own Shares.

#### Article 4

1. The Ordinary General Meeting of the Bank, in order to implement in the Bank the Incentive Scheme referred to in Article 1 above, authorises the Bank Management Board to buy the Own Shares.
2. The Own Shares will be acquired by the Bank on the terms and conditions specified herein below:
  - a. the Own Shares will be paid in full,
  - b. the Own Shares will be acquired solely in order to execute the Incentive Scheme,
  - c. the maximum number of the acquired Own Shares shall not exceed 800,000 (in words: eight hundred thousand) shares, or 0.6% of the Bank's share capital and representing 0.6% of the total number of votes in the Bank, and in no case shall the total nominal value of the acquired Own Shares, taking into account Own Shares acquired earlier by the Bank and its subsidiaries, which have not been sold or redeemed, exceed 0.6% of the Bank's share capital,
  - d. the total amount that may be allocated for the acquisition of Own Shares, the costs of their acquisition included, shall not exceed PLN 200,000,000 (in words: two hundred million) and in no case shall exceed the amount of the reserve capital established for this purpose,
  - e. the Own Shares will be acquired through the agency of an investment firm selected for this purpose,
  - f. the unit acquisition price per one Own Share shall be no less than PLN 50 (in words: fifty zloty) and no more than PLN 500 (in words: five hundred zloty). The price per one Own Share shall be determined taking into account Article 5 of the MAR Regulation and the Technical Standards,
  - g. the Bank Management Board shall be authorised to buy Own Shares in the period from 1 July 2022 to 7 April 2027, provided that the Own Shares may not be acquired earlier than: (i) on the date of making an entry in the Register of Entrepreneurs of the National Court Register regarding the amendments to Article 36 section 1 sub-section 3) and Article 39 of the Bank Charter, made pursuant to Resolution No. .... of the Ordinary General Meeting of the Bank of 7 April 2022, and (ii) after the Polish Financial Supervision Authority, at a request of the Bank, issues a decision permitting the acquisition of Own Shares pursuant to Article 77 and 78 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, amending Regulation (EU) No 648/2012 (OJ EU.L.2013.176.1, as amended),
  - h. The Bank Management Board will make public detailed information on the acquisition of Own Shares, taking into account the requirements of the MAR Regulation and the Technical Standards, and will notify the General Meeting of the execution of this resolution, pursuant to Article 363 para. 1 of the CCPC.
3. The Bank Management Board, keeping in mind the interests of the Bank and acting at its discretion, may any time:
  - a. refrain from acquiring Own Shares in whole or in part, or
  - b. terminate the acquisition of Own Shares before the date indicated in section 2 sub-section g) above or before all the funds allocated therefor pursuant to section 2 sub-section d) above have been utilized.
4. The Ordinary General Meeting authorises the Bank Management Board to:
  - a. conclude an agreement with a selected investment firm for the intermediation in the acquisition of Own Shares by the Bank;





- b. set out other rules for the acquisition of Own Shares, including start and end dates of the acquisition of consecutive tranches of Own Shares;
  - c. take all other factual and legal actions necessary for the acquisition of the Own Shares.
5. Should, for any reasons, this resolution be in fact unenforceable or should it not be possible to implement it without excessive difficulties or within the assumed time frame, for the purpose of further execution of the Bank's obligations under the Incentive Scheme, the Bank Management Board, having the consent of the Supervisory Board, may decide to replace the Own Shares with another financial instrument, the value of which depends on the value of the Bank's shares, or to fulfil the Bank's obligations under the Incentive Scheme in a different manner that meets its objectives.

#### Article 5

This resolution shall become effective subject to the entry in the Register of Entrepreneurs of the amendments to Article 36 section 1 sub-section 3) and Article 39 of the Bank Charter made under Resolution No. ... of the Ordinary General Meeting of the Bank of 7 April 2022 and the establishment the by the General Meeting of the reserve capital referred to in Article 4 section 2 sub-section d.

**Rationale**  
**for the draft resolution of the Ordinary General Meeting**  
**of ING Bank Śląski Spółka Akcyjna of 7 April 2022**  
**on establishing the Incentive Scheme for Identified Staff of the Bank and authorising the Management Board of ING Bank Śląski S.A. to buy own shares to carry out the Incentive Scheme.**

The proposed resolution of the General Meeting provides for the establishment of a new incentive scheme for persons having a material impact on the Bank's risk profile and who are employed by the Bank or by companies in the Bank's group, ING Bank Hipoteczny S.A. excluded ("Identified Staff"). As a target, the incentive scheme established under this resolution of the General Meeting will replace the variable remuneration system for the Identified Staff currently in place at the Bank, which is based on the mechanism of awarding the so-called phantom stock.

The incentive scheme is to be based on the Bank's own shares to be granted to Identified Staff free of charge as a part of variable remuneration within the meaning of the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and internal control system and on remuneration policy in banks (Journal of Laws 2021, item 1045).

The Bank's decision to base its incentive scheme on own shares was made taking into account the current and planned changes in financial sector regulations, which indicate that, at present, the legislator and regulator prefer actual shares as a financial instrument to be granted to Identified Staff as part of their variable remuneration. In this respect, reference can be made in particular to the guidelines of the European Banking Authority or Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 amending Directive 2013/36/EU as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures.

Own shares, unlike other financial instruments whose value depends on the value of the Bank's shares, are also a real participation unit and may represent a greater value for the employee than such financial instruments and thus be a stronger incentive component for creating an increase in the Bank's value, also in a longer perspective than just the duration of the scheme itself.



At the same time, the Bank is of the opinion that using the existing shares for the incentive scheme will be more beneficial for the Bank's shareholders than using the shares of the new issue. Thanks to it, the Bank's existing shareholding structure will not be diluted.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on establishing reserve capitals and distribution of 2021 profit and past-year undivided profit.**

Pursuant to Article 349 § 2 and Article 362 § 2 item 3) in connection with Article 396 §§ 4 and 5 and Article 395 § 2 item 2 of the Act of 15 September 2000 of the Commercial Companies and Partnerships Code, the General Meeting of ING Bank Śląski S.A. hereby resolves as follows:

§ 1

The following reserve capitals are established in addition to the existing general reserve capital:

1. reserve capital for dividend payout, interim dividend included,
2. reserve capital for the implementation of the *Incentive Scheme* adopted under Resolution No. .... of the Ordinary General Meeting of the Bank dated 7 April 2022, including in particular payment of the purchase price of own shares and covering the costs of their acquisition.

§ 2

The net profit of ING Bank Śląski S.A. for 2021 and undivided profit from previous years shall be distributed as follows:

1. net profit for 2021 in the amount of PLN 2,308,324,059.29 shall be allocated for:
  - a) dividend payout: PLN 689,530,000.00,
  - b) reserve capital established pursuant to § 1 item 2: PLN 200,000,000.00,
  - c) general reserve capital: PLN 1,418,794,059.29,
2. undivided profit from previous years in the amount of PLN 506,709,309.03 shall be allocated to:
  - a) reserve capital established pursuant to § 1 item 1: PLN 494,380,000.00,
  - b) general reserve capital: PLN 12,329,309.03

§ 3

The resolution shall come into force as of the date of its adoption, with the proviso that the provisions of § 1, § 2 item 1 letter b) and § 2 letter a) shall be effective subject to the entry in the Register of Entrepreneurs of the National Court Register of the amendments to § 36 section 1 item 3) and § 39 of the Bank Charter, made pursuant to Resolution No. ... of the Ordinary General Meeting of the Bank of 7 April 2022.

Draft

**Resolution No. ...  
of the Ordinary General Meeting**



## of ING Bank Śląski Spółka Akcyjna of 7 April 2022

### on 2021 dividend payout.

In connection with Resolution No ..... of the Ordinary General Meeting of ING Bank Śląski S.A. of 7 April 2022 on the establishing reserve capitals and distribution of 2021 profit and past-year undivided profit the Ordinary General Meeting of ING Bank Śląski S.A., on the basis of Articles 347 and 348 Act on Commercial Companies and Partnerships Code of 15 September 2000, resolves as follows:

#### § 1

1. ING Bank Śląski S.A. will pay dividend for 2021 in the total amount of PLN 689,530,000.00 , i.e. in the gross amount of PLN 5.30 per share, as follows:
  - 1) the date on which the list of shareholders eligible to receive dividend shall be determined (record date) is 15 April 2022,
  - 2) the dividend payout will take place on 4 May 2022 (dividend payout date),
  - 3) the dividend will be paid on the terms and conditions set out in the *Dividend Payout Procedure* adopted by Resolution No. 24 of the General Meeting of ING Bank Śląski S.A. of 5 April 2018.
2. The dividend covers all shares issued by the Bank, i.e. 130,100,000 shares.

#### § 2

The General Meeting commit the Company Management Board to implement this resolution.

**Rationale**  
**to the draft resolutions of the Ordinary General Meeting**  
**of ING Bank Śląski Spółka Akcyjna of 7 April 2022**  
**on establishing reserve capitals and distribution of 2021 profit and past-year undivided profit, as well as**  
**2021 dividend payout**

The Bank Management Board submitted to the General Meeting a recommendation on the distribution of 2021 profit and past-year undivided profit proposal as per the abovementioned specification on the following grounds.

As at 31 December 2021 the capital ratios were respectively:

- Tier (T1) capital ratio for the Bank 14.29% and for the Bank Group 13.47%,
- total capital ratio for the Bank 16.05% and for the Bank Group 15.08%.

On 9 December 2021, the Polish Financial Supervision Authority (PFSA) adopted a stance on the banks dividend policy in 2022 (dividend for 2021). On 3 February 2022, the Bank Management Board adopted a resolution in which they expressed their intention to recommend to the General Meeting to adopt a resolution on allocating approximately 30% of the Bank's separate profit for 2021 to dividend payout.

The Bank meets the criteria and requirements of the PFSA allowing the payment of dividends from the 2021 profit, which was confirmed by the individual dividend recommendation of the Polish Financial Supervision Authority received on 1 March 2022. The amount of the proposed dividend takes into account both the Bank's current financial position and its development plans.



In its individual dividend recommendation, the PFSA also expressed the recommendation that the Bank should not undertake, without prior consultation with the regulator, any other actions other than its current business and operational activities that could result in a reduction of its own funds, including possible dividend payout from undivided profit from previous years and own share buyback. Keeping the above recommendation in mind, the Bank Management Board recommends that the undistributed profit from 2019 in the amount of PLN 494,380,000.00 be relocated to a newly established reserve capital for dividend payout, interim dividend included. The reserve capital established for dividend purposes will be used in future subject to positive consultation with the regulator, in accordance with the individual dividend recommendation.

Furthermore, in connection with the draft resolution on implementing an Incentive Scheme for Identified Staff of the Bank and authorising the Management Board of ING Bank Śląski S.A. to acquire own shares for the purpose of execution of the Incentive Scheme, it is proposed to form a reserve capital from a part of the profit for 2021 for the purpose of the Scheme execution, including in particular the payment of the purchase price for own shares and covering the costs of their purchase.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on amending the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy*.**

§ 1

Under Article 90d of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005, the General Meeting of ING Bank Śląski S.A. hereby pass the following amendments to the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy* ("Policy"):

1. In § 4 section 2, the number "12,100" shall be replaced by "13,300" and the words "twelve thousand one hundred" shall be replaced by "thirteen thousand three hundred", as a result of which § 4 section 2 shall read as follows:

"2. The base salary on account of membership on the Supervisory Board shall be PLN 13,300 (in words: thirteen thousand and three hundred zlotys <sup>00/100</sup>) per month in gross terms."

2. In § 4 section 3 letter b), the words "and the Secretary" shall be deleted, as a result of which § 4 section 3 letter b) shall read as follows:

"b) Deputy Chair and Members of the Supervisory Board who are Chairs of the Supervisory Board Committees – 25%,"

3. In § 7 section 2 letter a), after the number "50%" the words "in shares of ING Bank Śląski S.A. or other" shall be added, as a result of which § 7 section 2, letter a) shall read as follows:



“(a) at least 50% in the shares of ING Bank Śląski S.A. or other financial instruments which entitle the holder to receive funds in an amount conditional on the value of the ING Bank Śląski S.A. shares,”

4. Section 5 in § 7 shall be as follows:

“5. The average annual gross total remuneration of individual Management Board Members shall not exceed 40 times the average annual gross total remuneration of other employees. The ratio shall be reviewed annually as part of the review of the remuneration policy.”

#### § 2

As a result of amendments mentioned in §1, the Policy shall have the wording as enclosed herewith.

#### § 3

The amendments referred to in § 1 shall come into force as of the date of adoption of this Resolution, with the proviso that the amendment to § 4 section 3 letter b) of the *Policy* shall come into force subject to the entry in the Register of Entrepreneurs of the National Court Register of the amendment to § 21 of the Bank Charter, made under Resolution No .... of the Ordinary General Meeting of the Bank of 7 April 2022.

Enclosure with Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski S.A.  
of 7 April 2022

### **ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy**

#### **CHAPTER 1. GENERAL PROVISIONS**

#### § 1

1. This ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy (hereinafter referred to as the “Policy”) has been developed, upon taking account of:
  - a) the Banking Law Act of 29 August 1997,
  - b) *Principles of Corporate Governance for Supervised Institutions*, as introduced by way of the Polish Financial Supervision Authority Resolution of 22 July 2014, and
  - c) the Act of 29 July 2005 on Public Offering and on the Terms of Introducing Financial Instruments into Organized Trading and on Public Companies.
2. The Policy is aligned with the values and long-term interests of ING Bank Śląski S.A. (hereinafter: the Bank), and – as such – it is conducive to the effective management of the Bank’s risks and to the company’s stability. Furthermore, the Policy supports sustainable growth of the bank, which is understood as actions taken in areas that are meaningful for the society and for the economy, as well as responsibility for and care of the results of those actions, and which is part and parcel of the business strategy. The means to achieve those goals include the following in particular:



- a) introducing variable remuneration components for the Management Board members the final amount of which is conditional on the Bank's performance,
  - b) tying the remuneration of the Management Board and Supervisory Board members with the average remuneration of other Bank employees,
  - c) making the payment of the variable remuneration components to the Management Board members dependent on the Bank's fulfilment of certain capital requirements, and
  - d) inclusion of criteria arising from the adopted Sustainable Growth Strategy in the non-financial targets which are set by the Supervisory Board for the Management Board members each year.
3. The purpose of this Remuneration Policy is to ensure that the conflicts of interest relating to remuneration are identified and mitigated properly. The process for awarding variable remuneration involves adequate risk-mitigating actions, that is a multi-level decision-making process as well as clear and transparent rules of performance assessment.

## CHAPTER 2. TERMS AND CONDITIONS OF THE SUPERVISORY BOARD MEMBERS' REMUNERATION

### § 2

#### Basis of holding the Supervisory Board Member's function

1. Each member of the Supervisory Board shall fulfil his/ her function upon his/ her appointment pursuant to a General Meeting resolution.
2. The members of the Supervisory Board shall be appointed for a joint term of office which shall begin on the appointment date and shall last for the next four full financial years.
3. The Bank shall not enter into any employment contracts, work order agreements, contracts for a specific work or any other similar contracts or agreements on account of a person's membership of the Supervisory Board.
4. A Supervisory Board member may be recalled from his/ her function at any time by way of a General Meeting resolution.
5. Furthermore, the Supervisory Board member mandate shall expire in other cases set out in the Commercial Companies and Partnerships Code and in the Bank's Charter.

### § 3

#### Criteria of setting the remuneration of the Supervisory Board members

1. The level of the Supervisory Board members' remuneration and allowances for holding additional functions on the Supervisory Board shall be set upon accounting for the market medians for those positions in the banking sector, as well as the scale of the Bank's operations and its financial situation.
2. The monthly fixed remuneration of the individual Supervisory Board members shall represent no more than 10-fold average base remuneration of an employee of ING Bank Śląski S.A.

### § 4

#### Remuneration of the Supervisory Board members

1. Fixed remuneration of the Supervisory Board members shall be composed of:
  - a) base remuneration, and



- b) an allowance for additional functions held on the Supervisory Board or its committees, as referred to in item 3 below.
2. The base salary on account of membership on the Supervisory Board shall be PLN 13,300 (in words: thirteen thousand and three hundred zlotys <sup>00/100</sup>) per month in gross terms.
3. The monthly allowance for each additional function held by the Supervisory Board members on the Supervisory Board or its committees shall be set as a percentage of the base salary and shall be as follows:
  - a) Chair of the Supervisory Board – 100%,
  - b) Deputy Chair and Members of the Supervisory Board who are Chairs of the Supervisory Board Committees – 25%,
  - c) Members other than Chairs of the Supervisory Board Committees – 15%.
4. The remuneration shall be due and payable regardless of the frequency of the Supervisory Board meetings.
5. Members of the Supervisory Board who also hold other functions in ING Bank N.V. shall perform their tasks on the Supervisory Board without payment. Members of the Supervisory Board shall waive their right to remuneration in writing.
6. Members of the Supervisory Board shall not be awarded any variable remuneration.

#### § 5

##### Principles of remuneration payment to the Supervisory Board members

1. The remuneration of a Supervisory Board Member for a given month shall be paid on the last business day of the month.
2. Where the functions of a Supervisory Board Member or additional functions on the Supervisory Board are performed for a period shorter than a full calendar month, the Supervisory Board Member shall be entitled to remuneration on a pro rata basis.
3. The Bank shall withhold the mandatory taxes and contributions from the remuneration on terms and conditions set out in separate regulations.

### CHAPTER 3. TERMS AND CONDITIONS OF THE MANAGEMENT BOARD MEMBERS' EMPLOYMENT AND REMUNERATION

#### § 6

##### Employment

1. Employment is based on an employment contract for a specified period of time which shall cover a joint term of office, beginning on the appointment date and lasting for the next four full financial years.
2. The employment contract may be terminated:
  - a) at any time upon consent of the parties thereto;
  - b) by the Management Board member, upon giving a three-month notice and resigning from the function held;
  - c) as a result of the Management Board member's being recalled from his/ her function by the Supervisory Board in which case such a recall shall be treated as contract termination on a three-month notice period;



- d) without notice pursuant to the procedure set out in Articles 52 and 53 of the Labour Code.

#### § 7

##### Remuneration of the Management Board members

1. The total remuneration of a Management Board member shall be composed of:
  - a) fixed remuneration which includes base remuneration and fringe benefits as set out in the *Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.*;
  - b) variable remuneration which represents the annual bonus. The criteria of awarding the variable remuneration are consistent with the long-term business strategy, values and risk appetite, promote and support effective risk management process as well as support the Bank and its clients' long-term interests. The bonus shall be deferred for five years from the date on which the Supervisory Board determined the variable remuneration (in case of the President of the Management Board, the deferral period is six years). In the case of awarding a Member of the Management Board the variable remuneration below the amount specified by the Supervisory Board in Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A., the deferral does not apply. In the case of awarding a particularly high amount of variable remuneration specified in the above-mentioned By-law to a member of the Management Board, no less than 60% of the awarded variable remuneration shall be deferred.

The fixed remuneration to variable remuneration ratio shall be 1 to maximum 1.

2. The non-deferred and deferred annual bonus is divided into two parts (rounded up to the integral number of the financial instrument):
  - a) at least 50% in the shares of ING Bank Śląski S.A. or other financial instruments which entitle the holder to receive funds in an amount conditional on the value of the ING Bank Śląski S.A. shares, and
  - b) the remaining portion shall be paid out in cash.
3. The base remuneration of a Management Board member shall be determined in conjunction with a benchmark according to a selected job valuation methodology, based on a role description in reference to the knowledge, challenges, issues and responsibilities in a given position, as well as the professional experience.
4. When determining the terms of remuneration of the Management Board members, the Supervisory Board shall take into account the market data, including the median for comparable positions at comparable organisations, upon accounting for the Bank's operations and its financial situation.
5. The average annual gross total remuneration of individual Management Board Members shall not exceed 40 times the average annual gross total remuneration of other employees. The ratio shall be reviewed annually as part of the review of the remuneration policy.

## CHAPTER 4. FINAL PROVISIONS

#### § 8

##### Policy establishment

1. The draft Policy has been adopted by Management Board and approved by the Supervisory Board following recommendation of the Remuneration and Nomination Committee.
2. The Policy shall be adopted by way of a General Meeting resolution.

#### § 9





## Policy implementation

The General Meeting shall authorise the Supervisory Board to elaborate further on certain elements of the Policy, within the limits set out by the General Meeting herein, and the applicable laws, notably:

- a) the description of fixed- and variable remuneration components, including bonuses and other financial- and non-financial benefits that may be awarded to the members of the Management Board,
- b) financial- and non-financial criteria concerning the award of variable remuneration components, upon considering the provisions of §1 section 2,
- c) information concerning the payment deferral periods and the bank's ability to demand the return of variable remuneration components;
- d) determination of the vesting periods in case of remuneration in the form of financial instruments, the rules of disposal of those financial instruments, and explanation as to how the award of remuneration in the form of financial instruments helps to implement the business strategy, the long-term interests and the stability of the bank.

## § 10

### Policy Review

1. This Policy shall be subject to an annual review by the Centre of Expertise HR which shall also comprise an analysis of market data on salaries.
2. The results of the review along with recommended adequate actions in the remuneration area shall be presented to the Supervisory Board.
3. Any material amendment to the remuneration policy must be adopted by the General Meeting by way of a resolution.
4. Each year, the Supervisory Board shall draw up a report on the implementation of the remuneration policy. The General Meeting shall assess, based on the report, whether or not the Policy is conducive to the development and safety of the Bank's operations.

## § 11

### Effective date and publication of the Policy

1. The Policy shall come into force as of the day specified in the resolution of the General Meeting. The resolution concerning the Policy shall be taken not less frequently than every four years.
2. The Bank shall publish, on its website, the Policy and the resolution on its approval, along with the date of resolution adoption and voting results.

## Rationale

### to the draft resolution of the Ordinary General Meeting of ING Bank Śląski Spółka Akcyjna of 7 April 2022

### **on amending the *ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy.***

Amendments to the *Policy* covering:

- 1) increases of base remuneration of the Supervisory Board member result from the annual review of remuneration of Supervisory Board members on the basis of Sedlak&Sedlak salary report and the



recommended amendment is to ensure market level of remuneration for the Supervisory Board members.

- 2) deletion of the function of Secretary of the Supervisory Board results from proposed amendments in the Charter of ING Bank Śląski S.A., with the proviso that this amendment will come into force on condition that the amendments in the Charter of ING Bank Śląski S.A. are registered.
- 3) supplementing the provisions of the *Policy* with an option to use the own shares of ING Bank Śląski as a financial instrument in the variable remuneration structure is aimed at increasing the flexibility of the provisions of the *Policy* applicable to the Bank Management Board Members in connection with the planned change in the variable remuneration scheme for Identified Staff of ING Bank Śląski S.A.
- 4) changes to the provisions relating to interconnecting the remuneration of members of the Management Board with the remuneration of other employees result directly from Recommendation Z, pursuant to which the principles of remuneration at the bank should specify the maximum ratio of the average total gross remuneration of management board members per year to the average total gross remuneration of other employees of the bank per year. The ratio should be set at a level enabling the bank's employees to perform their tasks effectively, taking into account the need for prudent and stable management of the bank.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on the amendments to the *Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.***

§ 1

Under §18 item 3) of the Charter of ING Bank Śląski S.A. in conjunction with Recommendation 5 of Recommendation Z of the Polish Financial Supervision Authority on internal governance principles at banks, the General Meeting of ING Bank Śląski S.A. resolves the following changes in the *Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.* (hereinafter referred to as: the "*Policy*"):

1. The *Policy's* title shall be as follows: *ING Bank Śląski S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy*
2. A new Chapter 3 "Onboarding" comprising § 5 and § 6, shall be added and shall read as follows:

„§ 5

General principles for the onboarding process

1. The purpose of the onboarding process for Supervisory Board members is to ensure the individual suitability of each and every member of the Supervisory Board and the collective suitability of the body as a whole and that the members meet the requirements of the position entrusted to them. In particular, the purpose of the onboarding process is to:
  - 1) facilitate understanding of relevant primary and secondary legislation, administrative provisions and the bank's structure, business model, risk profile and governance arrangements,
  - 2) familiarise with the role of a member of the body,
  - 3) provide an appropriate general and, where necessary, individually tailored training programme.



2. The Bank shall allocate sufficient time and financial resources to allow for the effective onboarding of Supervisory Board members, thereby ensuring their suitability and compliance with the requirements of their positions. In determining the resources and financial means required to ensure effective policies and procedures regarding onboarding of Supervisory Board members, the Bank shall take into account available benchmarking for the sector, for example on training budgets and length of training, including the benchmarking results provided by the EBA.
3. The Bank Management Board shall ensure fulfilment of duties with regard to the creation of a detailed training programme, taking into account the number of onboarding meetings, their cost and the administrative tasks involved.

## § 6

### Organisation of the onboarding process

1. The newly appointed members of the Supervisory Board shall receive the necessary onboarding information no later than 1 month after taking up their position, and the onboarding process shall be completed within 6 months after taking up their position.
  2. Where members of the Supervisory Board are subject to requirements to acquire specific knowledge and skills, onboarding will aim to remedy any identified deficiencies in a timely manner, if possible, prior to actually taking up their position, and otherwise immediately upon taking up their position. These objectives should be achieved no later than 1 year after taking up their position.
  3. Members of the Supervisory Board must meet the requirements relevant to the financial services sector, including education, as appropriate to the job description, in areas such as banking and finance, economics, law, accounting, auditing, administration, financial regulation, information technology and quantitative methods. In particular, the identified areas where onboarding is needed are the following:
    - 1) financial markets,
    - 2) legal requirements and regulatory framework,
    - 3) strategic planning, understanding of the bank's strategy and its implementation,
    - 4) risk management (identifying, assessing, monitoring, controlling and minimising the main risks affecting the bank),
    - 5) accounting and auditing,
    - 6) assessment of the effectiveness of the bank's rules ensuring effective management, supervision and control; and
    - 7) interpretation of the bank's financial information, identification of key issues based on that information and appropriate control and measures.
  4. The training programme additionally includes raising awareness of the benefits stemming from the diversity of the management bodies and the bank.
  5. The relevant business units of the Bank shall be involved, as appropriate, in the development of training programmes, bearing in mind that such training should not be limited to business areas for which individuals have direct responsibility.
  6. Supervisory Board Members are required to update and broaden the knowledge and skills necessary to fulfil their duties. To this end, a member of the managing body may request the provision of training.”
3. The existing Chapters 3 and 4 shall be renumbered as Chapters 4 and 5 respectively and the existing §§ 5 and 6 shall be renumbered as §§ 7 and 8 respectively, subject to the changes implemented herein below.
  4. The following second sentence shall be added to § 7 section 1:



“Except for particularly justified cases, decisions on recalling Supervisory Board Members should not result in several vacancies in the composition of the Board in a short period of time.”

5. A new section 3 shall be added to § 7 to read as follows:

“3. Except for extraordinary, unforeseeable situations, changes in the composition of the Supervisory Board should be made in such a way as to ensure that the recruitment and evaluation of the new candidate can take place duly in advance.”

6. In § 7, the existing sections 3, 4 and 5 shall be renumbered paragraphs 4, 5 and 6, subject to the changes made herein below.

7. In § 7, section 4 shall read as follows:

“4. If there is a sudden vacancy on the Supervisory Board, the Remuneration and Nomination Committee shall conduct a collective suitability assessment of the Supervisory Board. Upon reviewing the assessment results, the Chair or Deputy Chair of the Supervisory Board may decide to notify the Management Board of the need to convene an Extraordinary General Meeting in order to fill the vacancy on the Supervisory Board, or to fill the vacancy on the Supervisory Board during the nearest General Meeting”.

8. Section 5 in § 7 shall be as follows:

„5. Notwithstanding the provisions of Section 4, if – as a result of the expiry of a Supervisory Board Member’s mandate – the number of the Supervisory Board Members is lower than five, the Chair or Deputy Chair of the Supervisory Board shall notify the Bank Management Board of the need to convene the Extraordinary General Meeting immediately to fill the vacancies on the Supervisory Board so that it meets at least the statutory minimum”.

9. In §7, section 7 shall be added in the following wording:

“7. Resignation from the position held by a member of the Supervisory Board should be submitted effective as of a future date, sufficiently distant in time, to enable the appointment of a new member of the Supervisory Board after having his or her suitability assessed”.

## § 2

As a result of amendments mentioned in §1, the Policy shall have the wording as enclosed herewith.

Enclosure with Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski S.A.  
of 7 April 2022

***ING Bank Śląski S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy***



## CHAPTER 1. GENERAL PROVISIONS

### § 1

1. This ING Bank Śląski S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy (hereinafter referred to as the "Policy") has been developed, upon taking account of the provisions of the Banking Law Act and of Recommendation Z concerning corporate governance rules at banks.
2. Thanks to the principles defined in the Policy, it contributes to the effective supervision and management of the Bank.

## CHAPTER 2. APPOINTMENT OF THE SUPERVISORY BOARD MEMBERS AND SUITABILITY ASSESSMENT

### § 2

#### General principles regarding appointment

1. A Supervisory Board Member shall be appointed when:
  - a) the mandate of an existing Supervisory Board Member expires,
  - b) the number of the Supervisory Board Members is increased within the limits set out in the *ING Bank Śląski S.A. Charter*, particularly when the result of the collective suitability assessment of the Supervisory Board shows that the Supervisory Board should be expanded.
2. Members of the Supervisory Board shall be appointed by the General Meeting during a secret voting, upon considering the requirements set out in the Banking Law Act and in the Policy, including the scope of the fulfilment of requirements in accordance with the description of responsibilities and skills related to the function of a Supervisory Board Member.
3. The number of the Supervisory Board Members is determined by the General Meeting; it may not be higher than 11 Members and it may not be lower than five Members.
4. Subject to Section 6, there should be at least two Supervisory Board Members who are free from any ties with the Bank, its shareholders or employees, where ties are understood as ties that may have a material impact on the ability of such a Member to take impartial decisions (Independent Members).
5. The independence criteria of the Independent Members arise from the legal provisions and the *Best Practices of WSE Listed Companies* adopted by the Bank; they are defined in detail in the *Bylaws of the ING Bank Śląski S.A. Supervisory Board*.
6. The independence criteria should be met by:
  - a) the majority of the Audit Committee Members, including its Chair; at least one of the Independent Members on the Audit Committee should also have qualifications in accounting or financial auditing,
  - b) the majority of the Remuneration and Nomination Committee and of the Risk Committee Members, including their respective Chairs.
7. The members of the Supervisory Board shall be appointed for a joint term of office which shall begin on the appointment date and shall last for the next four full financial years.
8. At least a half of the Supervisory Board Members, including its Chair, should be the citizens of the Republic of Poland.



### § 3

#### Process of nominating candidates

1. Each shareholder shall have the right to nominate a candidate for the Supervisory Board Member. The nominees shall be proposed with justification and a brief CV covering in particular their education and professional history.
2. A nominee shall give consent to being a candidate for the Supervisory Board and shall declare whether or not s/he meets the criteria adopted by the Bank so that s/he can be considered an independent member of the Supervisory Board. S/he shall also submit other statements as required under the generally applicable laws, including information and statements required to assess suitability in accordance with this Policy. The candidate should provide information and statements as required for the purpose of suitability assessment as soon as s/he has been nominated; the information and statements shall be provided in the form compliant with the *Methodology of the suitability assessment of members of governing bodies at entities supervised by the Polish Financial Supervision Authority* (hereinafter: "PFSA Methodology").
3. The detailed procedure for the appointment of Supervisory Board Members has been described in the *Bylaws of the ING Bank Śląski S.A. General Meeting*.

### § 4

#### Candidate screening process and suitability assessment

1. When assessing suitability and appointing members of the Supervisory Board, one should consider the need to fulfil legal and statutory requirements concerning the composition of the Supervisory Board, including in particular those described in § 2 Sections 2-8, and the ability for the Supervisory Board to appoint statutory committees from among the Supervisory Board Members.
2. The Bank put in place processes to ensure a composition of the Supervisory Board that allows getting access to a broad scope of competences when appointing its members in order to acquire various perspectives and experience and to enable issuing independent opinions and reasonable decisions within the authority.
3. In order to ensure high quality of task performance by the Supervisory Board by selecting competent people, one shall apply, first and foremost, objective fact-based criteria and account for benefits deriving from diversity.
4. When taking a decision to appoint members of the management bodies, the Bank takes into consideration the fact that more diverse governing bodies are conducive to constructive challenge and discussion based on various viewpoints.
5. Subject to Section 14, the suitability assessment of the Supervisory Board Members is performed by the General Meeting. The Remuneration and Nomination Committee shall provide support during the suitability assessment process; the Committee shall prepare the relevant recommendations for the General Meeting based on this Policy and the regulations adopted by the Management Board and by the Supervisory Board concerning the internal suitability assessment process at the Bank.
6. The suitability assessment shall include the individual (primary and secondary) assessment and the collective assessment of the Supervisory Board Members as a whole. The individual suitability assessment shall include the following criteria:



- 1) knowledge, professional experience, skills and competence,
  - 2) guarantee of due performance of duties entrusted, i.e. criminal record, reputation, integrity and ethics, financial situation, independent judgement, including conflict of interest,
  - 3) devoting the time required to perform the tasks at the position,
  - 4) combining functions.
7. The collective suitability assessment should ensure that the Supervisory Board are able to understand the Bank's business activity and the risks relating thereto.
  8. The suitability assessment shall account for competences required to perform tasks of the individual Supervisory Board committees.
  9. When performing a detailed assessment of the above criteria, the Bank shall consider the PFSA Methodology.
  10. The individual assessment is performed at least:
    - 1) when there are material changes on the Supervisory Board, including:
      - a) when appointing new Members of the Supervisory Board,
      - b) when re-appointing Members of the Supervisory Board (for a new term of office),
    - 2) on a periodic basis – at least once a year,
    - 3) in other cases that have a material impact on the suitability of a Supervisory Board Member, or of the Supervisory Board as a whole.
  11. If there are more than one premise for the assessment existing at the same time, the assessment may be performed once.
  12. The collective assessment of the Supervisory Board shall be performed whenever there are reasons for performing an individual assessment, when there are material changes on the Supervisory Board and in any other case that has a significant impact on the collective suitability of the Supervisory Board.
  13. If the collective suitability assessment of the Bank Management Board, performed in accordance with the Bank's internal regulations in that area, is negative, the General Meeting should consider re-assessment of the Supervisory Board's individual and collective suitability for the performance of duties related to ensuring an adequate composition of the Bank Management Board. The Management Board shall provide information on the outcome of such an assessment to the General Meeting.
  14. In the event of changes to the responsibilities of a Supervisory Board Member, particularly due to a change in the composition of the Supervisory Board committees, the suitability assessment shall be performed by the Supervisory Board as an authority that has competence to establish committees. If, as a result of such an assessment, the Supervisory Board finds it necessary to change its composition, §7 Section 3 shall apply as appropriate.
  15. If re-assessment is triggered by specific circumstances, the re-assessment may be limited to examining whether or not the assessed person still fulfils the suitability criterion in view of a given situation.
  16. The individual assessment of a candidate for the Supervisory Board Member and the re-assessment of a Supervisory Board Member shall be performed at the following stages:
    - 1) giving an instruction to commence an assessment,
    - 2) determining the scope of the assessment (in the case of a re-assessment),



- 3) preparing the documents and providing them to the candidate,
- 4) completing the documents by the candidate/ Supervisory Board member,
- 5) verifying the documents and performing a preliminary assessment,
- 6) preparation of the recommendations by the Remuneration and Nomination Committee,
- 7) an assessment of the candidate by the General Meeting and a decision on his/ her appointment or recall, if any, in the event of a re-assessment.

An external entity is engaged for the purpose of a suitability assessment of Members, or candidates for Members, of the Supervisory Board as support for the Remuneration and Nomination Committee during the preliminary assessment process.

17. If the assessment result is positive, the Remuneration and Nomination Committee shall recommend the appointment of the candidate to the Supervisory Board. The General Meeting shall assess the candidate, by way of a resolution, and depending on the assessment result, the General Meeting shall take a decision on the candidate's appointment to the Supervisory Board.
18. Where it is identified that a candidate for the Supervisory Board lacks some specialist knowledge or there are other reservations that may be overcome within a short period of time, the Remuneration and Nomination Committee may recommend that a candidate be appointed to the Supervisory Board on the condition precedent that the person supplements that knowledge within designated time, not longer than 3 months, or that the reservations are eliminated within time designated by the General Meeting. If the General Meeting decides to appoint a candidate for a position on the Supervisory Board provided that remedial measures are taken, the General Meeting shall approve the manner and the deadline for the completion of remedial measures. Upon completion of remedial measures, the candidate shall present a document to prove that the reservations have been eliminated.
19. If the result of the assessment made by the Remuneration and Nomination Committee is negative and the conditions referred to in Section 18 have not materialised, the Committee shall issue negative recommendation regarding the appointment of the candidate for a position on the Supervisory Board.
20. Where the General Meeting decides not to appoint a candidate for the position on the Supervisory Board, then, depending on the results of the Supervisory Board's collective assessment, the General Meeting shall analyse the measures required to ensure continuity of the Supervisory Board's operations and take adequate actions to implement them, such as resolving to take a break in the General Meeting's debates in order to report on and assess the suitability of new candidates, or recommend that the Management Board convene another General Meeting.
21. In the case of candidates for Supervisory Board Members, the suitability assessment shall be performed before their appointment. Should it be impossible, in exceptional cases, the suitability assessment should be performed without undue delay, not later than within 4 weeks from the moment the person assumes the position.
22. In the case of a re-assessment of a Supervisory Board Member, Sections 17 to 19 shall apply accordingly; however:
  - a) the recommendation of the Remuneration and Nomination Committee may cover:
    - i. keeping the Supervisory Board member on his/ her position,
    - ii. keeping the Supervisory Board member on his/ her position provided he/ she completes remedial measures within the designated deadline,
    - iii. recalling a Supervisory Board member.





- b) if such a need arises from the suitability assessment, the General Meeting shall make a decision on recalling a Supervisory Board Member, or the General Meeting shall approve the manner of and the deadline for the implementation of remedial measures. Where a Supervisory Board member is recalled, Section 20 is applied accordingly.
23. As part of the collective suitability assessment of the Supervisory Board where:
- a) the assessment result is positive, the Remuneration and Nomination Committee shall recommend a positive result of the collective suitability assessment of the Supervisory Board and that the Supervisory Board be kept as it is,
  - b) the assessment result is negative, the Remuneration and Nomination Committee shall recommend that remedial measures be taken and set the deadline for their implementation.
24. The General Meeting shall perform an assessment of the collective suitability of the Supervisory Board in the form of a resolution; depending on the results of that assessment, the General Meeting shall decide on the implementation of remedial measures. If the General Meeting decides that remedial measures should be implemented, the General Meeting shall approve the manner and the deadline for the completion of remedial measures.
25. Detailed principles concerning the internal process of the suitability assessment are set out in the regulations of the Bank Management Board and Supervisory Board.

### CHAPTER 3. ONBOARDING

#### § 5

##### General principles for the onboarding process

1. The purpose of the onboarding process for Supervisory Board members is to ensure the individual suitability of each and every member of the Supervisory Board and the collective suitability of the body as a whole and that the members meet the requirements of the position entrusted to them. In particular, the purpose of the onboarding process is to:
  - 1) facilitate understanding of relevant primary and secondary legislation, administrative provisions and the bank's structure, business model, risk profile and governance arrangements,
  - 2) familiarise with the role of a member of the body,
  - 3) provide an appropriate general and, where necessary, individually tailored training programme.
2. The Bank shall allocate sufficient time and financial resources to allow for the effective onboarding of Supervisory Board members, thereby ensuring their suitability and compliance with the requirements of their positions. In determining the resources and financial means required to ensure effective policies and procedures regarding onboarding of Supervisory Board members, the Bank shall take into account available benchmarking for the sector, for example on training budgets and length of training, including the benchmarking results provided by the EBA.
3. The Bank Management Board shall ensure fulfilment of duties with regard to the creation of a detailed training programme, taking into account the number of onboarding meetings, their cost and the administrative tasks involved.

#### § 6



## Organisation of the onboarding process

1. The newly appointed members of the Supervisory Board shall receive the necessary onboarding information no later than 1 month after taking up their position, and the onboarding process shall be completed within 6 months after taking up their position.
2. Where members of the Supervisory Board are subject to requirements to acquire specific knowledge and skills, onboarding will aim to remedy any identified deficiencies in a timely manner, if possible, prior to actually taking up their position, and otherwise immediately upon taking up their position. These objectives should be achieved no later than 1 year after taking up their position.
3. Members of the Supervisory Board must meet the requirements relevant to the financial services sector, including education, as appropriate to the job description, in areas such as banking and finance, economics, law, accounting, auditing, administration, financial regulation, information technology and quantitative methods. In particular, the identified areas where onboarding is needed are the following:
  - 1) financial markets,
  - 2) legal requirements and regulatory framework,
  - 3) strategic planning, understanding of the bank's strategy and its implementation,
  - 4) risk management (identifying, assessing, monitoring, controlling and minimising the main risks affecting the bank),
  - 5) accounting and auditing,
  - 6) assessment of the effectiveness of the bank's rules ensuring effective management, supervision and control; and
  - 7) interpretation of the bank's financial information, identification of key issues based on that information and appropriate control and measures.
4. The training programme additionally includes raising awareness of the benefits stemming from the diversity of the governing bodies and the bank.
5. The relevant business units of the Bank shall be involved, as appropriate, in the development of training programmes, bearing in mind that such training should not be limited to business areas for which individuals have direct responsibility.
6. Supervisory Board Members are required to update and broaden the knowledge and skills necessary to fulfil their duties. To this end, a member of the management body may request the provision of training.

## **CHAPTER 4. RECALLING SUPERVISORY BOARD MEMBERS, LIMITING THE RISK OF VACANCIES AND FILLING VACANCIES ON THE SUPERVISORY BOARD**

### § 7

General principles concerning the recall of a Supervisory Board Member and the procedure for filling vacancies on the Supervisory Board

1. A Supervisory Board Member shall in particular be recalled if the outcome of the re-assessment of the Supervisory Board Member's individual suitability is negative. Except for particularly justified cases,



decisions on recalling Supervisory Board Members should not result in several vacancies in the composition of the Board in a short period of time.

2. Where the Supervisory Board Member is recalled, the shareholders should promptly put forward a new candidate to hold a function on the Supervisory Board, unless the collective suitability assessment of the Supervisory Board shows that the Supervisory Board may operate with a lower number of members, provided that the minimum number of the Supervisory Board members as indicated in §2 Section 3 is met.
3. Except for extraordinary, unforeseeable situations, changes in the composition of the Supervisory Board should be made in such a way as to ensure that the recruitment and evaluation of the new candidate can take place duly in advance.
4. If there is a sudden vacancy on the Supervisory Board, the Remuneration and Nomination Committee shall conduct a collective suitability assessment of the Supervisory Board. Upon reviewing the assessment results, the Chair or Deputy Chair of the Supervisory Board may decide to notify the Management Board of the need to convene an Extraordinary General Meeting in order to fill the vacancy on the Supervisory Board, or to fill the vacancy on the Supervisory Board during the nearest General Meeting.
5. Notwithstanding the provisions of Section 4, if – as a result of the expiry of a Supervisory Board Member's mandate – the number of the Supervisory Board Members is lower than five, the Chair or Deputy Chair of the Supervisory Board shall notify the Bank Management Board of the need to convene the Extraordinary General Meeting immediately to fill the vacancies on the Supervisory Board so that it meets at least the statutory minimum.
6. A Supervisory Board Member should not resign from that function during the term of office if such resignation could have a negative impact on the Supervisory Board's ability to operate, and in particular on the Board's ability to pass resolutions.
7. Resignation from the position held by a member of the Supervisory Board should be submitted effective as of a future date, sufficiently distant in time, to enable the appointment of a new member of the Supervisory Board after having his or her suitability assessed.

## CHAPTER 5. FINAL PROVISIONS

### § 8

#### Establishment of and amendments to the Policy

1. The draft Policy has been adopted by Management Board and approved by the Supervisory Board following recommendation of the Remuneration and Nomination Committee.
2. The Policy shall be approved by way of a General Meeting resolution.
3. The Policy shall be amended according to the same procedure that was followed when the Policy was first adopted.
4. As for any matters not regulated herein, the applicable commonly binding laws and internal regulations of the Bank shall apply, including but not limited to: the *ING Bank Śląski S.A. Charter*, the *Bylaws of the ING Bank Śląski S.A. General Meeting* and the *Bylaws of the ING Bank Śląski S.A. Supervisory Board*.

**Rationale**  
**to the draft resolution of the Ordinary General Meeting**  
**of ING Bank Śląski Spółka Akcyjna of 7 April 2022**  
**on the amendments to the Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.**



In October 2020, the Polish Financial Supervision Authority published Recommendation Z on the internal governance principles at banks. The Recommendation is a set of best practices as regards internal governance principles. Following the assumptions of Recommendation Z, the Bank implemented the *Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.* The Policy was implemented by Resolution No 28 of the Ordinary General Meeting of ING Bank Śląski S.A. of 15 April 2021. Implementing the remaining regulations based on Recommendation Z, it was decided to simplify the structure of internal legal acts relating to the bank's bodies and key functions, inter alia by changing the name of the aforementioned Policy to the *ING Bank Śląski S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy*, and by including in the content of the Policy provisions relating to Supervisory Board Members resulting from:

- *Policy of selection, nomination, re-nomination and succession planning regarding ING Bank Śląski S.A. Supervisory Board Members, Management Board Members and Key Function Holders and*
- *Onboarding Policy for Supervisory Board Members, Management Board Members and Key Function Holders at ING Bank Śląski S.A.*

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on approval of the *Diversity Policy for ING Bank Śląski S.A Management Board and Supervisory Board Members***

On the basis of § 18 item 3 of the Charter of ING Bank Śląski S.A. in connection with item 2.1 of the *2021 Best Practice for WSE Listed Companies*, the General Meeting of ING Bank Śląski S.A. approves the *Diversity Policy for ING Bank Śląski S.A Management Board and Supervisory Board Members* in the wording attached herewith.

Enclosure with Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski S.A.  
of 7 April 2021

**Diversity Policy  
for ING Bank Śląski S.A Management Board and Supervisory Board Members**

**I. INTRODUCTION**

1. *The Diversity Policy for ING Bank Śląski S.A Management Board and Supervisory Board Members*, hereinafter referred to as the Policy, has been developed taking into account:
  - a) Banking Law Act of 29 August 1997, as amended,
  - b) Regulation of the Minister of Finance of 7 May 2018 on the detailed scope of tasks of the nomination committee in significant banks,
  - c) Guidelines of the European Banking Authority ("EBA") of 2 July 2021 on the assessment of the suitability of members of the management body and key function holders - EBA/GL/2021/06,



- d) Recommendation Z of the Polish Financial Supervision Authority (PFSA) on internal governance principles at banks, hereinafter referred to as *Recommendation Z*.
2. Through the principles and guidelines set out in the Policy describing the rules of diversity in the composition of the Management Board and the Supervisory Board of ING Bank Śląski S.A., the Policy defines the bank's strategy in terms of diversity with regard to the selection of the Supervisory Board and the Management Board Members (hereafter also referred to as the management bodies).

## II. POLICY OBJECTIVES

1. The Policy seeks to:
  - 1) get access to a broad scope of competences when appointing the Supervisory Board and Management Board Members in order to acquire various perspectives and experience and to enable issuing independent opinions and reasonable decisions within the authority.
  - 2) ensure high quality of tasks performed by the management bodies by way of selecting competent persons to hold the positions at the Supervisory Board and Management Board, first of all applying therefor objective business-related criteria and taking into account benefits stemming from diversity.
2. As regards business-related criteria, the strategy of diversity ensures selection of persons with diverse knowledge, skills and experience, suitable for positions held by them and duties entrusted to them, who complement each other at the level of all the Management Board and Supervisory Board Members. The criteria are verified in the suitability assessment process described in the *Policy for the assessment of the suitability of the members of the Supervisory Board, Management Board and key function holders at ING Bank Śląski S.A.* Moreover, the Diversity Policy covers and uses to best effect the differences that, in addition to knowledge, competence and professional experience, arise from:
  - 1) gender,
  - 2) age.
3. When taking a decision to appoint members of the management bodies, the Bank takes into consideration the fact that more diverse governing bodies are conducive to constructive challenge and discussion based on various viewpoints. With regard to the selection of the Supervisory Board and the Management Board Members, the Policy is implemented through the processes set out in:
  - 1) *Policy for the assessment of the suitability of the members of the Supervisory Board, Management Board and key function holders at ING Bank Śląski S.A.*,
  - 2) *ING Bank Śląski S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy*,
  - 3) *ING Bank Śląski S.A. Management Board Members Appointing, Onboarding and Recalling Policy*.
4. The policy assumes aiming at ensuring representation of both genders in the processes of selection and succession plans, keeping in mind the laws on fair treatment while establishing employment relationship.
5. The Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A. (hereinafter referred to as the Committee) sets a target value for the representation of the underrepresented gender in the Bank's Management Board and Supervisory Board and adopts a plan to achieve the target value.
6. The target value referred to in section 5 above shall be determined in accordance with the duration of the term of office of the Bank's Supervisory Board and the Management Board, i.e. once every four consecutive full financial years counted from the beginning of the term of office of the given body. This



value shall be verified annually on the basis of reports developed by the HR units and presented to the Committee no later than by 30 June of each calendar year. Should the target value not be reached, the Bank shall document the reasons for this, the measures to be taken and the timing of such measures to ensure that the target value is reached.

7. Setting the target value, the Committee shall take into account the diversity benchmarking results published by competent authorities, the EBA or other relevant international bodies or organisations.
8. The Bank will not appoint members to bodies for the sole purpose of increasing the diversity to the detriment of the functioning and suitability of the body as a whole or the suitability of individual members.

### III. FINAL STIPULATIONS

1. Every year, the Supervisory Board shall prepare and present to the General Meeting for approval the information on the implementation of the diversity policy with respect to the Management Board and Supervisory Board.
2. Amendments to the Policy shall be approved by the Supervisory Board on the recommendation of the Remuneration and Nomination Committee and then adopted by the General Meeting.

**Rationale  
to the draft resolution of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022  
on approval of the Diversity Policy for ING Bank Śląski S.A Management Board and Supervisory Board  
Members**

There is the *Diversity Policy for ING Bank Śląski S.A Management Board and Supervisory Board Members* adopted by the Supervisory Board in place at the Bank. Also the *Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.* adopted by the General Meeting tackles the diversity. However, in view of the wording of item 2.1 of the “2021 Best Practice for WSE Listed Companies”, adopted for implementation by the Bank, as well as the published Guidelines of the *Corporate Governance Committee on the application of the 2021 Best Practices*, it is justified to approve the *Diversity Policy* also by the General Meeting.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

**on changes to the composition of the Supervisory Board\*.**

Pursuant to Article 22 section 2 of the Banking Law Act of 29 August 1997 and § 19 section 1 of the Bank Charter, the General Meeting of ING Bank Śląski S.A., having regard to the recommendation of the Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A., states that Mr/Ms ..... fulfils the requirements for a Member of the Supervisory Board specified in Article 22aa of the Banking Law Act.



With the above assessment in mind, the General Meeting of ING Bank Śląski S.A. appoints Mr/Ms .....  
as Member of the Supervisory Board of ING Bank Śląski S.A.

Draft

**Resolution No. ...  
of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022**

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

Under §18 item 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 existing member of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. Mr Aleksander Galos,
2. Ms Małgorzata Kołakowska,
3. Mr Michał Szczurek,
4. Mr Stephen Creese,
5. Ms Dorota Dobija,
6. Ms Monika Marcinkowska,

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 Remuneration and Nomination Committee recommendation, the General Meeting state that the individual competences of the individual members of the Supervisory Board, enlisted herein, as well as a member of the Supervisory Board appointed by way of Resolution No. ... of the Ordinary General Meeting of ING Bank Śląski S.A. of 7 April 2022, are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank and the Supervisory Board as a whole holds the adequate knowledge, abilities and experience enabling them to understand the actions of the Bank, the main risks included.

*\* The draft resolutions may be subject to changes or additions depending on shareholders' proposals for changes in the composition of the Supervisory Board and the results of the suitability assessment carried out by the Bank.*

**Rationale  
to the draft resolutions of the Ordinary General Meeting  
of ING Bank Śląski Spółka Akcyjna of 7 April 2022  
on assessing changes in the composition of the Supervisory Board and satisfaction by the members of the  
Supervisory Board of the requirements referred to in Article 22aa of the Banking Law Act (suitability  
assessment)**



On 10 February 2022, the Bank received a statement from Mr Remco Nieland informing about his resignation from the position of a member of the Bank's Supervisory Board as of the date of the next Ordinary General Meeting of the Bank. Accordingly, it is reasonable for the General Meeting to consider the Board replenishment.

Furthermore, in accordance with the suitability assessment regulations adopted by the Bank, the General Meeting should carry out a periodic individual assessment of the current Supervisory Board members and a collective assessment of the suitability of the Supervisory Board.

Support in the suitability assessment process is provided by the Remuneration and Nomination Committee of the Supervisory Board, which will prepare appropriate recommendations for the General Meeting, following the shareholders' presentation of candidates for Board members.

