

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

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

1. **§ 8.3.3a)** shall read as follows:

“3a) performing activities, within the scope defined in Article 70 Section 2 of the Act on Trading in Financial Instruments, 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 if they concern financial instruments,
- f) execution of orders to purchase or sell financial instruments for the account of the originator,”

The existing wording § 8.3.3a):

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

- a) accepting and transmitting orders to purchase or sell financial instruments,
- b) acquiring or selling financial instruments on own account,
- c) investment advising,
- d) offering financial instruments,
- e) providing services in performance of previously concluded issue underwriting agreements or in conclusion and performance of other agreements of similar nature concerning financial instruments,
- 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. In **§ 8.3.11)** sub-item „j” shall be added in the following wording:



“j) intermediation in obtaining loans and advances,”

3. In **§ 11**, the following section 4 is added:

“4. Redemption of shares or acquisition of own shares by the Bank shall require permission of the Polish Financial Supervision Authority, in keeping with Article 77 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 and amending Regulation (EU) No 648/2012.”

4. **§ 11a** shall read as follows:

“§ 11a.

1. The Management Board shall be authorised to increase the share capital by the amount not higher than PLN 26,000,000 (twenty six million) from the date of entry to the register of entrepreneurs of the National Court Register of the amendment to the Bank Charter concerning this provision, until 26 April 2026 (authorised capital).
2. The Management Board may exercise their right by increasing the share capital once or a few times as per section 1.
3. The Management Board resolutions concerning issue price fixing shall be approved by the Supervisory Board.
4. The authorisation referred to in section 1 shall not apply to the right to increase capital from own funds of the Bank.
5. The Management Board may award shares only in consideration for cash deposits.
6. The Management Board shall not grant preferred shares or individual rights to an individually designated shareholder.
7. The Management Board shall be authorised to deprive shareholders of pre-emptive rights under the authorised capital, in full or in part, upon the Supervisory Board’s approval.”

The existing wording of § 11a:

“§ 11a.

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

5. W **§ 21**, the following sections 3 and 4 are added:



“3. The Chair of the Supervisory Board shall manage the work of the Board and ensure its due organisation, particularly by convening the meetings.

4. Where the Supervisory Board Chair is absent or hindered in his/her function as the Supervisory Board Chair, his/her rights and duties shall be performed by the Deputy Chair. Where two Deputy Chairs have been elected, in the situation described in the preceding sentence, the rights and duties of the Supervisory Board Chair shall be performed by the First Deputy Chair, and in the event of his/her absence by the other Deputy Chair.”

