

# Supervisory Board's Report

for 2024

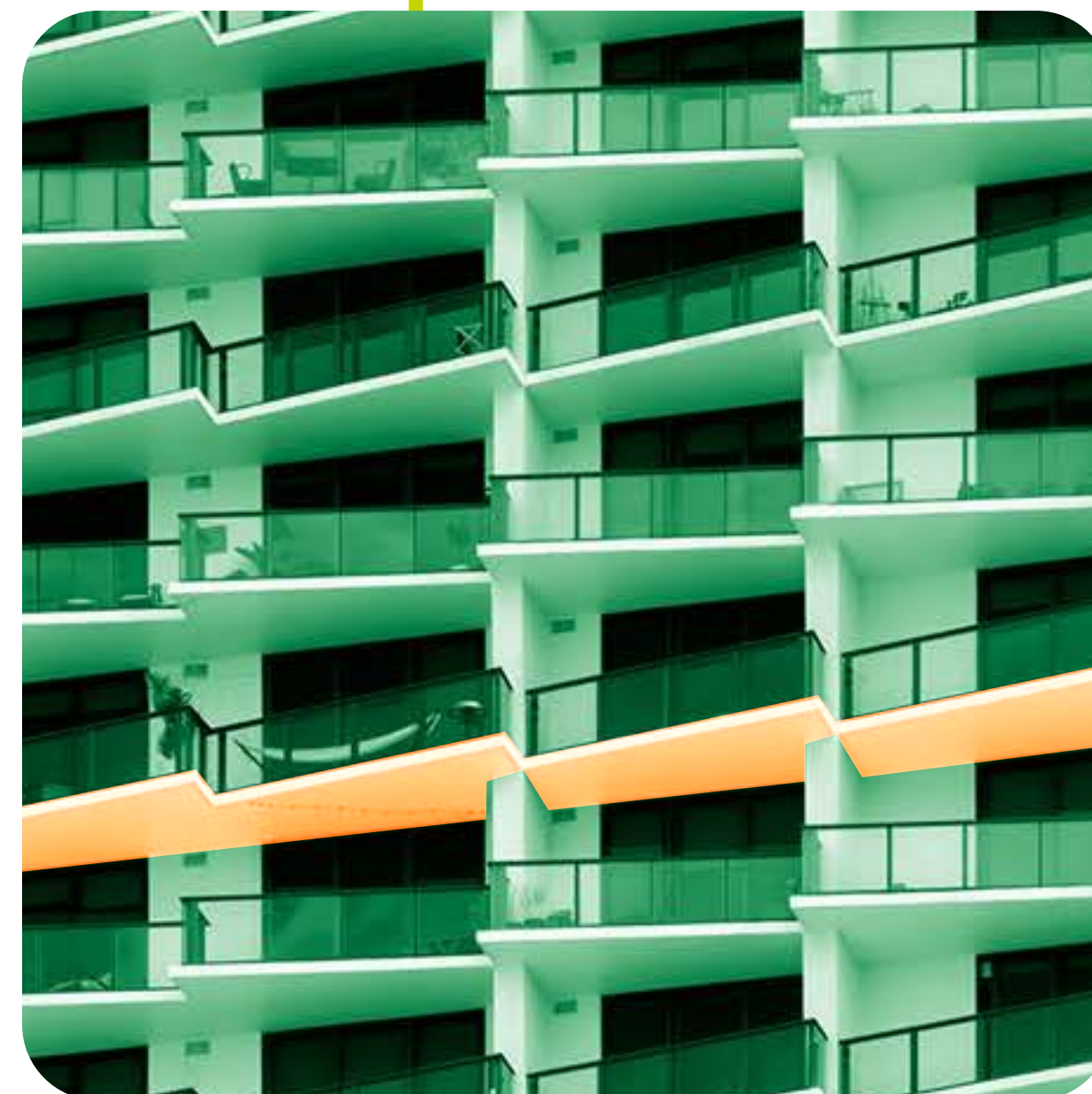
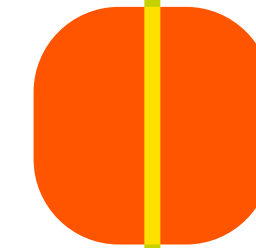






# Contents

Summary of operations of the Supervisory Board and its committees in 2024 along with information on the composition of the Board and its committees	3
Results of the evaluation of the financial statements and the Management Board's reports on the operations of the Bank and its Group in 2024, as well as the Management Board's motion regarding profit distribution	44
Evaluation of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function	48
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 Warsaw Stock Exchange Rules and regulations on current and interim information provided by securities issuers	54
Assessment of the rationality of ING Bank Śląski S.A.'s expenditure in connection with the policy concerning charitable and social initiatives in 2024	58
Update on the implementation status of the diversity policy for the Bank Management Board and Supervisory Board in 2024	79







Operations of the Supervisory Board and its Committees

Evaluation of Bank's financial statements and motion on profit distribution

Evaluation of the Bank's standing

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy



# Summary

of operations of the Supervisory Board and its committees in 2024 along with information on the composition of the Board and its committees





# Legal basis of the functioning of the Supervisory Board at ING Bank Śląski S.A.

*Acting pursuant to Article 382 §3.3) of the Commercial Companies and Partnerships Code (CCPC) and the provisions of the Best Practice for GPW Listed Companies, the ING Bank Śląski S.A. Supervisory Board herewith submit to the Ordinary General Meeting the Report of the Supervisory Board for 2024.*

The ING Bank Śląski S.A. Supervisory Board (the “Supervisory Board”) operate pursuant to the *Banking Law, the Commercial Companies and Partnerships Code, the ING Bank Śląski S.A. Charter* (the “Bank Charter”) and the *ING Bank Śląski S.A. Supervisory Board Bylaw*. Pursuant to §19.5 of the *Bank Charter*, Supervisory Board Members are appointed for the joint term of office which commences as of the appointment date and lasts for the full four consecutive financial years. The current term of office commenced on 11 April 2024. Therefore, the mandates of the Supervisory Board Members of the current term of office expire as of the date of the General Meeting (“GM”) approving the financial statements for 2028.





# Composition of the Supervisory Board at ING Bank Śląski S.A.

## Division of functions, and changes on the Supervisory Board during the financial year

### 2024 saw the following changes on the Supervisory Board:

- On 12 February 2024, Ms Katarzyna Zajdel-Kurowska tendered her resignation from the capacity as the Supervisory Board Member, effective as of 29 February 2024. The resignation followed appointment to a position with the international financial institution.

Since the resignation of the Board Member impacted the composition of the Supervisory Board Risk Committee and the composition of the Supervisory Board Audit Committee, pursuant to *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.*, the Remuneration and Nomination Committee (the "Committee") made an individual assessment of Mr Aleksander Galos, Chair of the Supervisory Board, on account of becoming member of both Committees and a collective assessment of both Committees.

- 26 February 2024 – as a result of the assessments made – the Committee confirmed individual competences of incumbent Audit Committee and Risk Committee Members, and also of the candidate for the Audit Committee and Risk Committee Member. Satisfaction by the individual committees of applicable suitability criteria, including the

criterion of independence of a sufficient number of each committee members and of the chair of a given committee, was further attested. It was further confirmed that the ING Bank Śląski S.A. Supervisory Board Audit Committee satisfied the criterion being a sufficient number of ING Bank Śląski S.A. Supervisory Board Audit Committee Members having the knowledge of and skills in accounting, as to the audit of the financial statements and as to banking.

- Given the above, on 27 February 2024, the Supervisory Board changed the composition of the ING Bank Śląski S.A. Supervisory Board Risk Committee and the composition of the ING Bank Śląski S.A. Supervisory Board Audit Committee with effect from 1 March 2024, appointing Mr Aleksander Galos as Audit Committee and Risk Committee Member.
- On 8 March 2024, Mr Aleksander Galos, the Chair of the Supervisory Board, tendered his resignation from standing for election to the Supervisory Board for the next term of office. The decision on the resignation from standing for election for the next term of office was dictated by the fact that Mr Aleksander Galos would be unable to fulfil the independence criteria throughout the entire next term of office due to his long-term membership on the Bank Supervisory Board.

Given the above and the fact that on 11 April 2024, i.e. at the date of the GM approving the 2023 financial statements the mandates of the current Supervisory Board Members were coming to an end due to expiry of the term of office, pursuant to *the Policy of Appointing and Recalling Members of the Supervisory Board of ING Bank Śląski S.A.* and 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.*, on 22 March 2024, the Committee made the assessment of the incumbent Supervisory Board Members being candidates for the Supervisory Board of the next term of office; i.e. Ms Małgorzata Kołakowska, Mr Stephen Creese, Ms Dorota Dobija, Ms Monika Marcinkowska, Mr Hans De Munck and Mr Michał Szczurek as well as on 3 April 2024 the individual assessment process for the new candidates for the Supervisory Board; i.e. Ms Aneta Hryckiewicz-Gontarczyk, Mr Arkadiusz Krasowski and Mr Serge Offers. The Committee also made a collective assessment of the Supervisory Board in the new composition. Upon completing the assessment, the Committee concluded that the competences of the individual members of the Supervisory Board were complementary and allowed for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank. The relevant recommendation of the Committee was published on the Bank's website before the GM date.





- On 11 April 2024, the GM passed resolutions on changing the number of Supervisory Board Members from eight to nine and – due to expiry of the term of office of the Supervisory Board – on appointing the Supervisory Board for the new term of office in the following composition: Mr Stephen Creese, Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk, Ms Małgorzata Kołakowska, Mr Arkadiusz Krasowski, Ms Monika Marcinkowska, Mr Hans De Munck, Mr Serge Offers and Mr Michał Szczurek. Mr Stephen Creese, Ms Dorota Dobija, Ms Małgorzata Kołakowska, Ms Monika Marcinkowska, Mr Hans De Munck and Mr Michał Szczurek were Supervisory Board Members during the previous term of office. Mr Stephen Creese, Ms Małgorzata Kołakowska, Mr Hans De Munck, Mr Serge Offers and Mr Michał Szczurek have ties with ING Group. In turn, Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk, Mr Arkadiusz Krasowski and Ms Monika Marcinkowska do not have any ties with ING Group and are independent members. Furthermore, the GM adopted the individual and collective suitability assessments of the Supervisory Board Members, as recommended by the Committee.
- On 11 April 2024, during the first Supervisory Board meeting of the new term of office, the Supervisory Board appointed Ms Monika Marcinkowska as the Supervisory Board Chair. At the same time, the Supervisory Board resolved to commission an additional suitability assessment of Ms Monika Marcinkowska on account of holding the role of the Chair of the Supervisory Board.
- At the same meeting, the Supervisory Board appointed Ms Małgorzata Kołakowska as the First Deputy Chair of the Supervisory Board and Mr Michał Szczurek as the Deputy

Chair of the Supervisory Board. Furthermore, the Supervisory Board established Board Committees for the new term of office: i.e.: the Audit Committee, the Risk Committee and the Remuneration and Nomination Committee. At the same time, the Supervisory Board resolved to commission an additional suitability assessment of Mr Arkadiusz Krasowski on account of holding the role of the Chair of the Audit Committee and an additional collective suitability assessment of the Audit Committee of a new composition. An additional individual assessment of the Chair of the Risk Committee and an additional collective assessment of the Risk Committee of a new composition, and also an additional individual assessment of the Chair of the Remuneration and Nomination Committee and an additional collective assessment of the Remuneration and Nomination Committee of a new composition were commissioned likewise.

Pursuant to 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.* and in keeping with the *Suitability Assessment Procedure for Members of the Supervisory Board, Members of the Management Board and Audit Committee at ING Bank Śląski S.A.*, on 22 May 2024, the Committee made an additional individual suitability assessment of Mr Arkadiusz Krasowski, the Chair of the Audit Committee, and an additional collective suitability assessment of the Audit Committee of a new composition. An additional individual assessment of the Chair of the Risk Committee and an additional collective assessment of the Risk Committee of a new composition, and also an additional individual assessment of the Chair of the Remuneration and Nomination Committee and an additional collective assessment of the Remuneration and Nomination Committee of a new composition were made likewise.

**Following the assessments made, the Committee attested satisfaction of suitability criteria applicable to the position of:**

#### **Chair of the Supervisory Board**

*by Ms Monika Marcinkowska*

#### **Chair of the Audit Committee**

*by Mr Arkadiusz Krasowski*

#### **Chair of the Risk Committee**

*by Ms Dorota Dobija*

#### **Chair of the Remuneration and Nomination Committee**

*by Ms Aneta Hryckiewicz-Gontarczyk*

At the same time, the Committee confirmed individual competences of members of the Risk Committee, Audit Committee and Remuneration and Nomination Committee, and also satisfaction by the individual committees of applicable suitability criteria, including the criterion of independence of a sufficient number of each committee members and of the chair of a given committee. It was further confirmed that the Audit Committee satisfied the criterion being a sufficient number of Audit Committee Members having the knowledge of and skills in accounting, as to the audit of the financial statements and as to banking.





On 23 May 2024, upon reviewing the recommendation of the Remuneration and Nomination Committee, the Supervisory Board adopted the above assessments.

Following the changes made on 11 April 2024:

### The Audit Committee have operated in the following composition

**Mr Arkadiusz Krasowski**

*Committee Chair (independent member)*

**Ms Dorota Dobija**

*Committee Member (independent member)*

**Ms Monika Marcinkowska**

*Committee Member (independent member)*

**Mr Hans De Munck**

*Committee Member*

**Mr Serge Offers**

*Committee Member*

### The Risk Committee have operated in the following composition:

**Ms Dorota Dobija**

*Committee Chair (independent member)*

**Mr Stephen Creese**

*Committee Member*

**Ms Aneta Hryckiewicz-Gontarczyk**

*Committee Member (independent member)*

**Ms Małgorzata Kołakowska**

*Committee Member*

**Mr Arkadiusz Krasowski**

*Committee Member (independent member)*

**Ms Monika Marcinkowska**

*Committee Member (independent member)*

### The Remuneration and Nomination Committee have operated in the following composition:

**Ms Aneta Hryckiewicz-Gontarczyk**

*Committee Chair (independent member)*

**Ms Dorota Dobija**

*Committee Member (independent member)*

**Ms Małgorzata Kołakowska**

*Committee Member*

**Ms Monika Marcinkowska**

*Committee Member (independent member)*

**Mr Michał Szczurek**

*Committee Member*







Hence, as at 31 December 2024, the Supervisory Board worked in the following composition:

**Ms Monika Marcinkowska**

*Chair (independent member)*

**Ms Małgorzata Kołakowska**

*First Deputy Chair*

**Mr Michał Szczurek**

*Deputy Chair*

**Mr Stephen Creese**

*Member*

**Ms Dorota Dobija**

*Member (independent member)*

**Ms Aneta Hryckiewicz-Gontarczyk**

*Member (independent member)*

**Mr Arkadiusz Krasowski**

*Member (independent member)*

**Mr Hans De Munck**

*Member*

**Mr Serge Offers**

*Member*



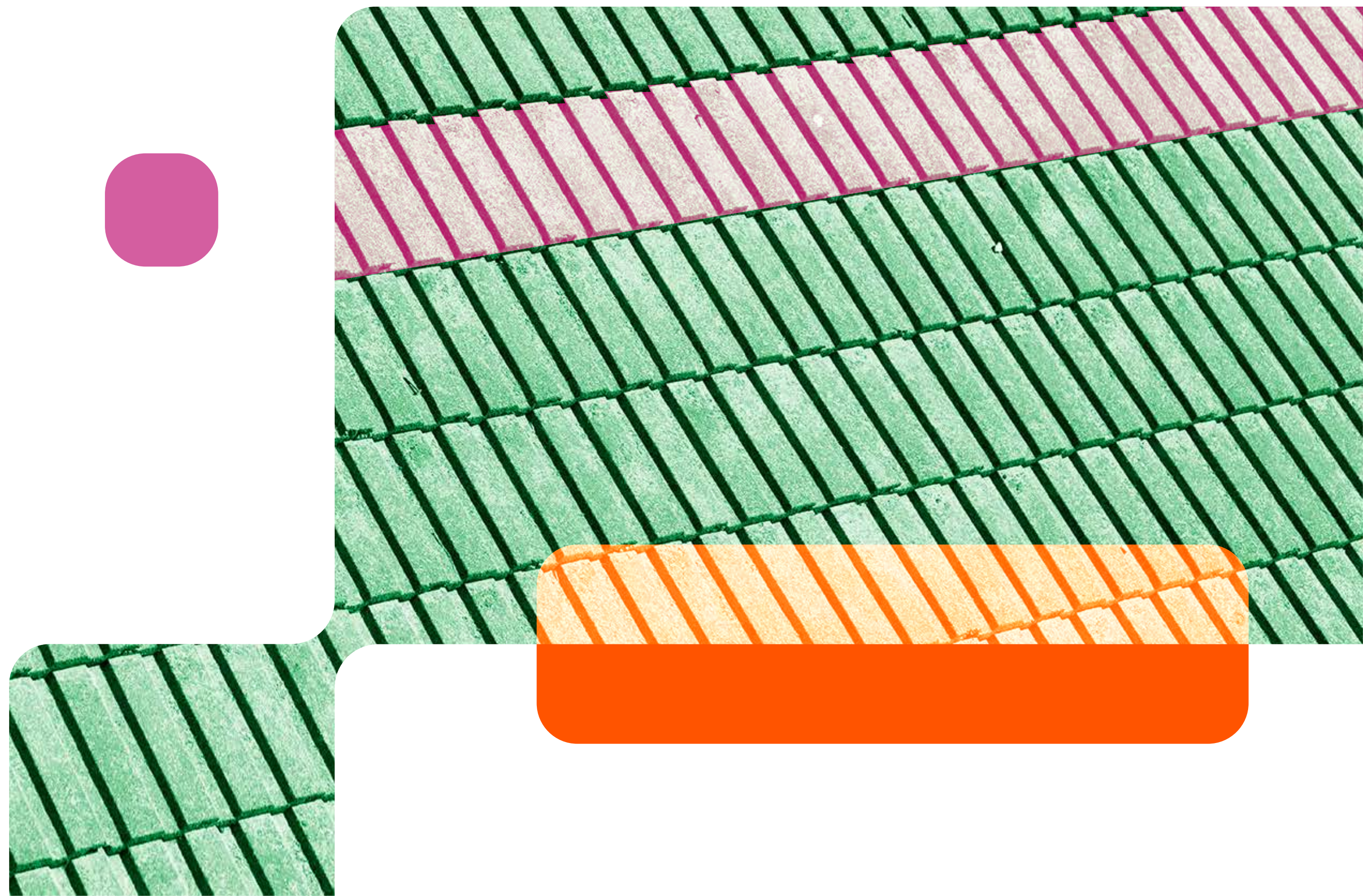
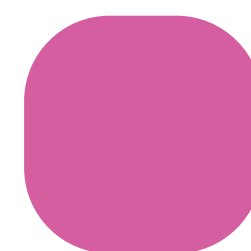


# Information on compliance

with the *Principles of Corporate Governance for Supervised Institutions* and *Best Practice for GPW Listed Companies*

The Supervisory Body fulfil their tasks pursuant to a special authorisation granted thereto under the *Bank Charter* and the *Supervisory Board Bylaw* as well as the requirements of the *Principles of Corporate Governance for Supervised Institutions* and the *Best Practice for GPW Listed Companies*, as adopted on 22 July 2021 by way of Supervisory Board Resolution No. 60/XII/2021 on the opinion on the Management Board's decision concerning application of the *Best Practice for GPW Listed Companies 2021* by the Bank and implementation of its principles referring to the Board.

Professional resumes of all the Supervisory Board Members, including their functions on the Supervisory Board Committees, have been published on the Bank's website: <https://en.ing.pl/company-profile/authorities> Furthermore, on the Bank's website, there are annotations on filing independence statements or statements on ties with ING Bank N.V. There is also the information on compliance with the requirements under Article 22aa of the *Polish Banking Law Act*. Additionally, in keeping with the *Best Practice for GPW Listed Companies*, on the Bank's website one may also find the share of men and women in the Bank Management Board and Supervisory Board. A summary thereof has also been presented below.







# Independence of Supervisory Board Members

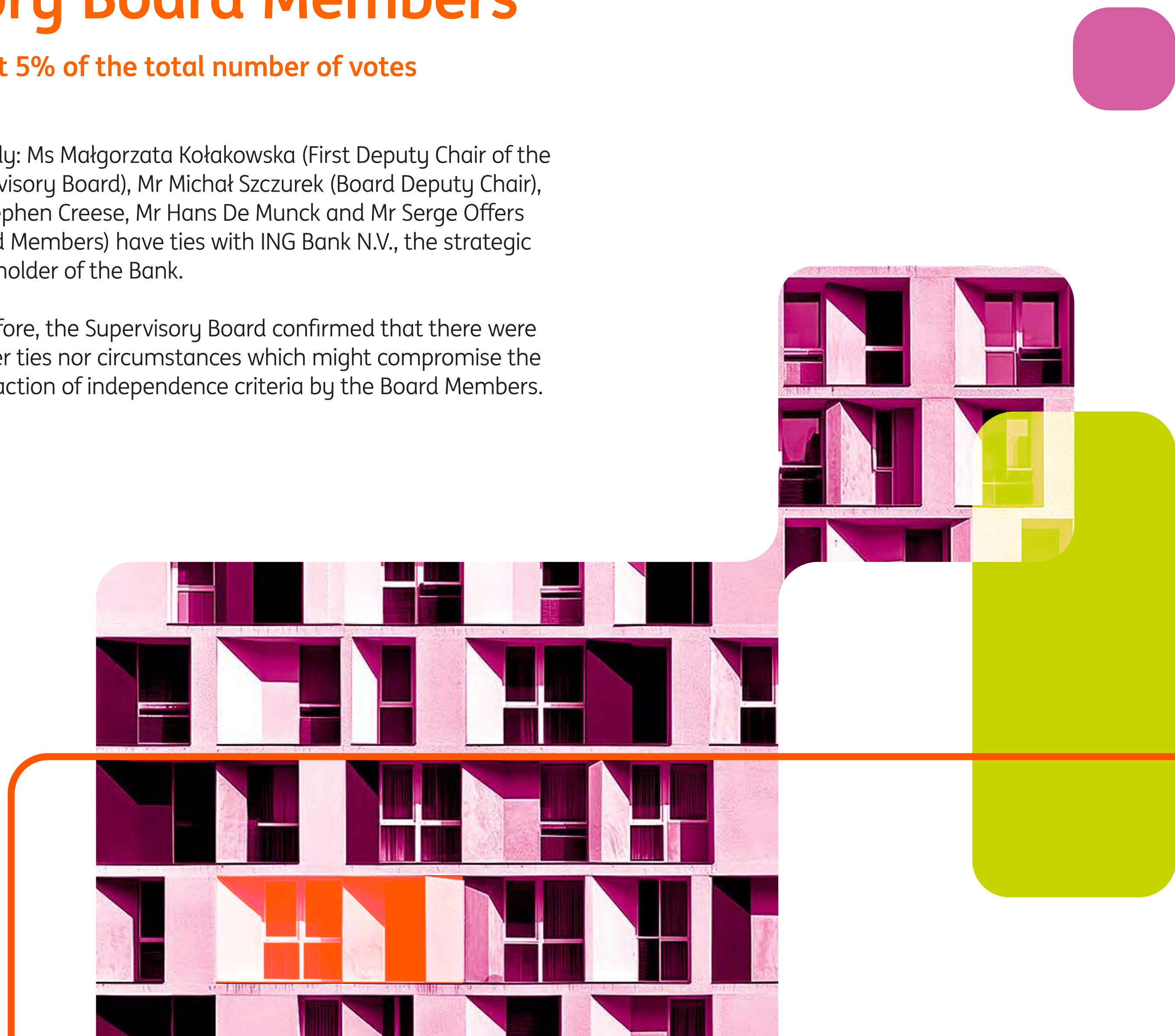
and absence of ties with the shareholder that holds at least 5% of the total number of votes

As practised by the Bank, every year, all Supervisory Board Members file representations regarding their independence (or lack thereof), considering in particular the independence criteria laid down in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision, and also the absence of actual and material relations with any shareholder who holds at least 5% of the total vote in the company. Independent members attest thereby that they have no relationship with the Bank, its shareholders, or employees that could have a significant impact on their ability to make impartial decisions. Furthermore, Members are required to notify the Bank immediately of occurrence of any circumstances impacting their independence.

According to the representations filed by the Members of the Supervisory Board, four (4) out of nine (9) Members of the Supervisory Board meet the independence criteria set out in the *Bank Charter*. Those are: the Chair of the Supervisory Board – Ms Monika Marcinkowska, and Supervisory Board Members – Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk and Mr Arkadiusz Krasowski. That means that the requisite number of Board Members satisfy the independence requirements under the *Best Practice for GPW Listed Companies*. The other Members,

namely: Ms Małgorzata Kołakowska (First Deputy Chair of the Supervisory Board), Mr Michał Szczurek (Board Deputy Chair), Mr Stephen Creese, Mr Hans De Munck and Mr Serge Offers (Board Members) have ties with ING Bank N.V., the strategic shareholder of the Bank.

Therefore, the Supervisory Board confirmed that there were neither ties nor circumstances which might compromise the satisfaction of independence criteria by the Board Members.

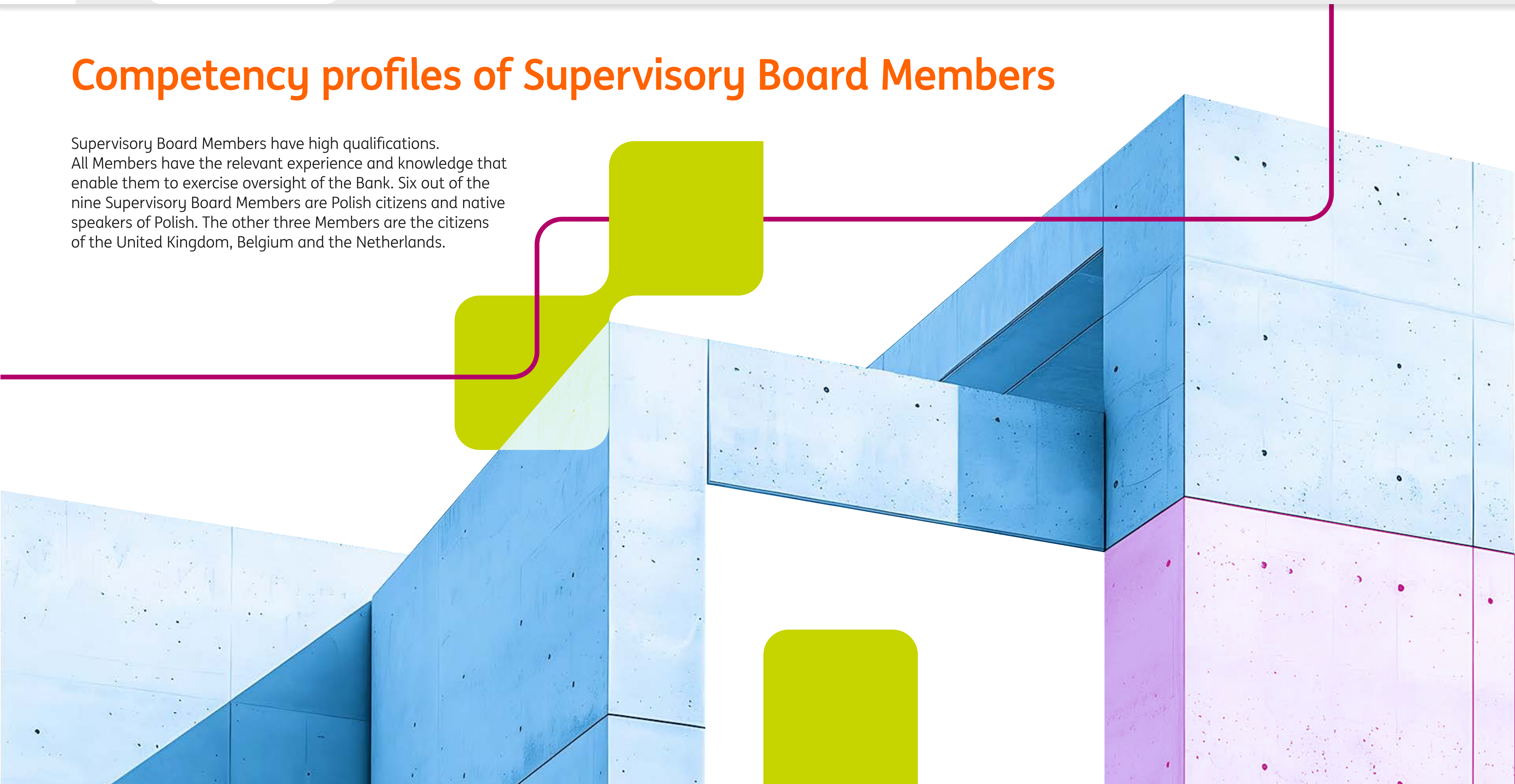






# Competency profiles of Supervisory Board Members

Supervisory Board Members have high qualifications. All Members have the relevant experience and knowledge that enable them to exercise oversight of the Bank. Six out of the nine Supervisory Board Members are Polish citizens and native speakers of Polish. The other three Members are the citizens of the United Kingdom, Belgium and the Netherlands.







## Personal bios of Supervisory Board Members with their individual competencies.

### Ms Monika Marcinkowska

*Independent Supervisory Board Member  
Chair of the Supervisory Board  
Audit Committee Member  
Risk Committee Member  
Remuneration and Nomination Committee Member*

She received her master's degree from the University of Łódź, Faculty of Management and Marketing, specialty: Accounting. She got her PhD in economic science (management science) and habilitation degree in economic science. She has been Full Professor in economic science since 2014. She is a lecturer and researcher at the University of Lodz. During her professional career, she worked at PBG S.A., Pekao S.A., PKO BP S.A. and BRE Bank S.A., as well as held supervisory functions at Pocztylion-Arka PTE SA, DI Xelion sp. z o.o., and Polski GAZ TUW. She also was Member of the European Banking Authority's Banking Stakeholder Group, where from March 2020 to June 2024 she acted as coordinator of the Sustainable Finance Working Group, and in Belgian think-tank Bruegel. She joined the Supervisory Board of ING Bank Śląski S.A. in 2021.

### Ms Małgorzata Kołakowska

*First Deputy Chair of the Supervisory Board  
Remuneration and Nomination Committee Member  
Risk Committee Member*

She graduated, with a master's degree in economics, from the Faculty of International Trade Economics and Organisation at the Main School of Planning and Statistics (at present Warsaw School of Economics). She completed the Advanced Management Program (AMP) at the Harvard Business School. She was the President of the ING Bank Śląski S.A. Management Board between 2010-2016, and then moved on to hold the function of the Global Head for Wholesale Banking. Since 2018, she has been the CEO of ING Bank N.V., London Branch (the United Kingdom, Middle East). Before joining ING, she was the Director at the European Bank of Reconstruction and Development (Poland and Baltic Countries) and Finance Director at McDonald's Poland. She joined the Supervisory Board of ING Bank Śląski S.A. in 2016.

### Mr Michał Szczurek

*Deputy Chair of the Supervisory Board  
Remuneration and Nomination Committee Member*

He graduated, with a master's degree in economic science, from a joint programme of Warsaw University and Columbia University. Also studied at the Faculty of Law and Administration, University of Warsaw and at the Department of Computer Sciences, Faculty of Electronics, University of Warsaw. He has been working at ING Group since the formative years of his career. He sat on the Management Boards of: Nationale-Nederlanden Polska PTE S.A. (later known as ING Nationale-Nederlanden Polska Powszechne Towarzystwo Emerytalne S.A.), Towarzystwo Ubezpieczeń na Życie ING Nationale-Nederlanden, ING Nationale-Nederlanden Polska S.A. and ING Bank Śląski S.A. (where he supervised the retail banking area). He also held functions on the Management Board of TMB Bank in Thailand, ING Bank Romania and was the Head of Challengers & Growth Markets (C&G), ING Asia. Since 2023, Country Manager for ING Bank Italia. He joined the Supervisory Board of ING Bank Śląski S.A. in 2018.





## Mr Stephen Creese

*Supervisory Board Member  
Risk Committee Member*

He graduated, with a bachelor's (BA) degree, from University of Manchester, Economics and Economic History, Faculty of Arts. He is also a Certified Information Systems Security Professional (CISSP). From 1998 to 2021, he worked for Citigroup Inc., where he acted as the audit manager, the managing director for risk and control within the operations area and market sale and trading, and then Regional Head of Operational Risk – EMEA countries. Since June 2021, he has been Global Head of Non-Financial Risk (NFR) within ING Group. He joined the Supervisory Board of ING Bank Śląski S.A. in 2021.

## Ms Dorota Dobija

*Independent Supervisory Board Member  
Chair of the Risk Committee  
Remuneration and Nomination Committee Member  
Audit Committee Member*

She received her master's degree in Cybernetics and Computer Science (specialty: Data Processing and Accounting). She got her PhD in economic science (specialty: Accounting) and habilitation degree in economic science (management science). She has been Full Professor in economic science since 2015. She is a certified accountant, a lecturer and researcher. She gave lectures at the Cracow University of Economics, the University of Warsaw, amongst others, and Kozminski University where she has worked to this day. She was also a visiting professor at various universities around the world, including in Australia, Hongkong, the United Kingdom and others. She held supervisory functions in XIII National Investment Fund "Fortuna" and Pekao Investment Banking. She joined the Supervisory Board of ING Bank Śląski S.A. in 2021.

## Ms Aneta Hryckiewicz-Gontarczyk

*Independent Supervisory Board Member  
Chair of the Remuneration and Nomination Committee  
Risk Committee Member*

She received her master's degree at the faculty of finance and accounting as well as financial econometrics. She got her PhD in economic science and habilitation degree in finance. Since 2023 she has been a researcher at the Said Business School, Oxford University, United Kingdom. Since 2017 she has been Professor at the Kozminski University in Warsaw. She is lecturing at the School of Business and Economics, Maastricht University, The Netherlands, and IESEG School of Management, Paris and Lille, France. She also lectured at the Goethe University in Frankfurt on the Main and at the Wharton Business School, the University of Pennsylvania, the USA. Between 2019-2023 she was member of the Polish Science Academy. During her professional career, she held supervisory functions at PEKAO Investment Banking in Warsaw. She also holds managerial positions at the Kozminski University. She has been Head of Center for Analysis of Financial Systems and Head of the Economic Institute for Empirical Analysis since 2017 and Leader of Big Data Science Program since 2018 for example. Since 2019 she has been Head of Finance and Economics Discipline and since 2023 Vice-President of the Finance Committee at the Kozminski University. She joined the Supervisory Board of ING Bank Śląski S.A. in 2024.





## Mr Arkadiusz Krasowski

*Independent Supervisory Board Member  
Chair of the Audit Committee  
Risk Committee Member*

He graduated from the Warsaw School of Economics with a master's degree in Finance and Banking. He also completed the General Management Program at Harvard Business School. He is a Certified Information Systems Auditor and he is certified in Risk and Information Systems Control. A statutory auditor since 2003 and ACCA member since 2010. At present, he is in the process of the PhD dissertation preparation at the Nicolaus Copernicus University, Toruń. He started his professional career at Arthur Andersen Sp. z o.o. in 1998 and continued at Ernst & Young Audit Sp. z o.o., where in 2002-2008 he held managerial roles, and later in 2008-2022 Director and Partner; including amongst other leading the Financial Markets Audit Division - Global Financial Services. Since 2020 he was Audit Committee Member at Harvard Club of Poland, and Audit Committee Chair since 2023. Since 2021 he has been Member of and since 2024 Deputy Chairman of the Business Council, at the Nicolaus Copernicus University, Toruń, Faculty of Economic Sciences and Management. Since January 2025 he is Member of the Association of Independent Non-Executive Directors. He joined the Supervisory Board of ING Bank Śląski S.A. in 2024.

## Mr Hans De Munck

*Supervisory Board Member  
Audit Committee Member*

He graduated from the University of Chicago, Graduate School of Business, receiving his Master in Business Administration with high honours. He also completed the General Management Program at Vlerick Business School. He was a teaching and research assistant at the Faculty of Applied Economics, Catholic University of Leuven in Belgium. Since the formative years of his career jest connected with ING Group, where he held managerial roles in the areas of asset management & liabilities, market risk management, integration & analysis risk rating. He has been the Chief Financial Officer at ING Belgium since 2018. He joined the Supervisory Board of ING Bank Śląski S.A. in 2023.

## Mr Serge Offers

*Supervisory Board Member  
Audit Committee Member*

He graduated from the University of Amsterdam with a master's degree in Accountancy and Control. He has been working at ING Group since the formative years of his career. He has held managerial functions there, he was Head of Regulatory Reporting or Head of External Reporting for example. He was the Chief Financial Officer at ING Romania in 2018-2022. He was Deputy CEO and Head of Business Banking at ING Romania in 2022-2024. Additionally, in 2019-2024 he was Board Member of the Netherlands Romanian Chamber of Commerce and in 2020-2024 Board Member of the Romanian Diversity Chamber of Commerce. Since October 2024 he has been Head of Business Banking at ING Germany. He joined the Supervisory Board of ING Bank Śląski S.A. in 2024.







The above details have been summarised in the tables below.

**Table 1.** Independence and individual competency profiles of Supervisory Board Members

Independence criterion and competencies		Satisfies the criterion of independence as per the Act on Statutory Auditors, Auditing Firms and Public Oversight	Knowledge of and competency in accounting or financial statements auditing, confirmed with the qualifications of the chartered auditor (including confirmation with the qualifications of the statutory auditor)		Has knowledge of and competency in the banking area
			satisfies the criterion	qualifications	
	Monika Marcinkowska	yes	yes	<b>Professor in economic science</b> university degree – specialty: accounting	yes
	Małgorzata Kołakowska	no	yes	competence acquired through professional career and in executive positions in Bank authorities	yes
	Michał Szczurek	no	yes	competence acquired through professional career and in executive positions in Bank authorities	yes
	Stephen Creese	no	no	n/a	yes
	Dorota Dobija	yes	yes	<b>Certified Accountant</b> <b>Professor in economic science</b> university degree - specialty: data processing and accounting	yes
	Aneta Hryckiewicz-Gontarczyk	yes	yes	<b>Professor at ALK University, habilitation in finance</b> university degree – faculty: financial econometrics as well as finance and accounting	yes
	Arkadiusz Krasowski	yes	yes	<b>Chartered Auditor</b> ACCA Member, CRISC certificate, CIS certificate	yes
	Hans De Munck	no	yes	competence acquired through professional career and in executive positions in Bank authorities	yes
	Serge Offers	no	yes	university degree – faculty: accountancy and control competence acquired through professional career and in executive positions in Bank authorities	yes





Table 2. Professional background of Supervisory Board Members

Number of Supervisory Board Members from finance and audit sector	Number of Supervisory Board Members from higher education sector
6	3

Table 3. Length of service on the ING Bank Śląski S.A. Supervisory Board

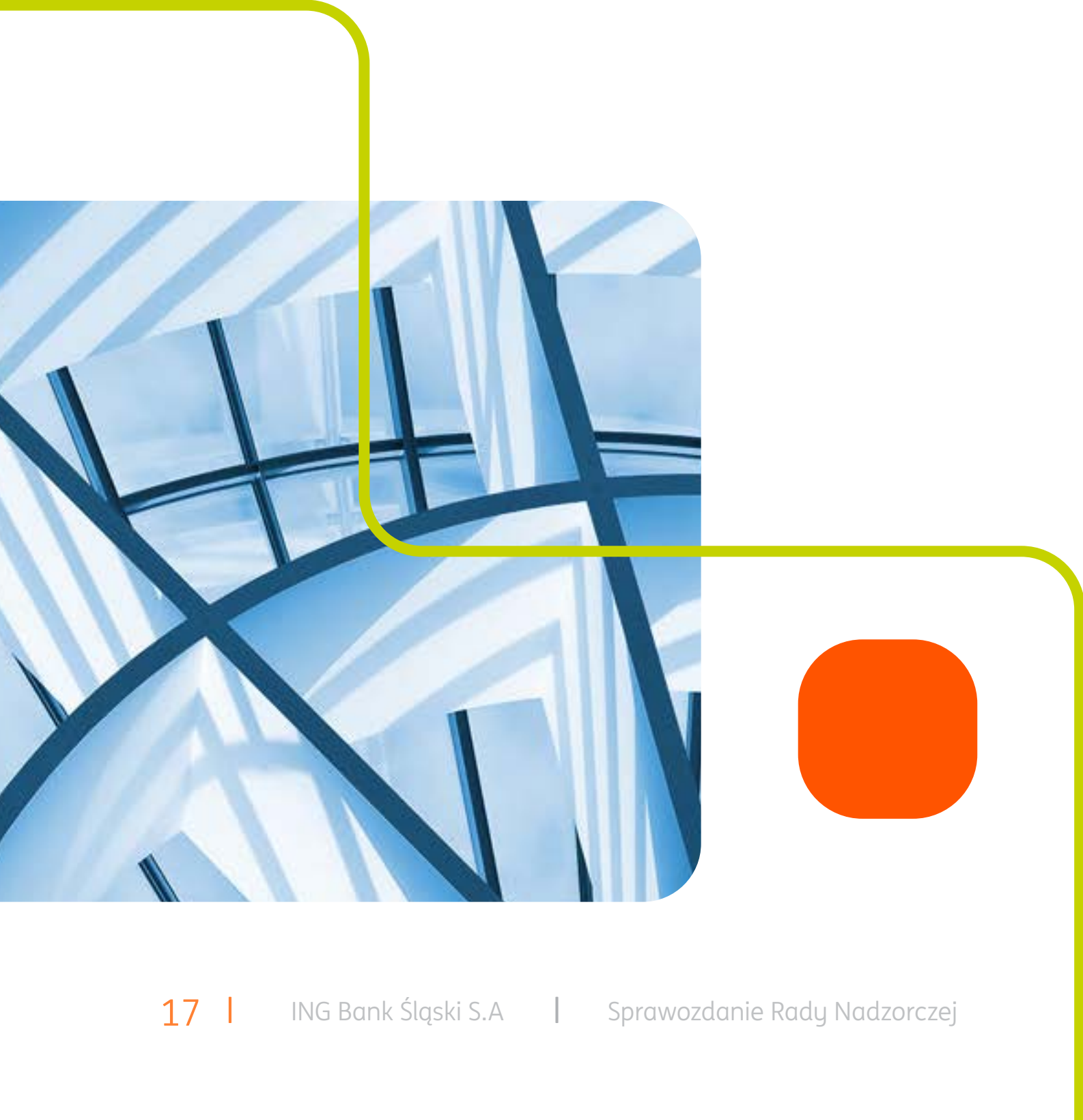
Length of service on the ING Bank Śląski S.A. Supervisory Board	up to 5 years	6-10 years	11-15 years	16-20 years
Number of persons	7	2	-	-





# Competency profiles of Management Board Members

Professional resumes of all the Bank Management Board Members have been published on the Bank's website: <https://en.ing.pl/company-profile/authorities>. Education, competences and specialist knowledge demonstrated by individual Management Board Members have been outlined below.



**Table 4.** Competency profiles of ING Bank Śląski S.A. Management Board Members

Bank Management Board Member	Education, competences and expertise
<b>Brunon Bartkiewicz</b> <i>President of the Management Board, CEO Division</i>	<ul style="list-style-type: none"><li>▪ Main School of Planning and Statistics in Warsaw (currently Warsaw School of Economics), Foreign Trade Faculty – master's degree</li><li>▪ Graduate School of Business Stanford University, Standard Executive Program</li></ul>
<b>Joanna Erdman</b> <i>Vice-President of the Management Board, CRO Division</i>	<ul style="list-style-type: none"><li>▪ Warsaw School of Economics, Finance &amp; Statistics – master's degree</li><li>▪ London Business School, Senior Executive Programme</li><li>▪ Advanced Risk Management Program, Wharton University</li><li>▪ Sustainable Finance, University of Cambridge</li><li>▪ Sustainability and Climate Risk, Global Association of Risk Professionals (GARP)</li></ul>
<b>Marcin Giżycki</b> <i>Vice-President of the Management Board, Retail Clients Division</i>	<ul style="list-style-type: none"><li>▪ The University of Economics in Katowice, Banking and Finance Faculty – master's degree</li><li>▪ The Poznań School of Banking, Banking and Finance Faculty – BA studies,</li><li>▪ Graduate School of Business Stanford University, Standard Executive Program</li></ul>
<b>Bożena Graczyk</b> <i>Vice-President of the Bank Management Board, CFO Division</i>	<ul style="list-style-type: none"><li>▪ University of Łódź, Foreign Trade Faculty – master's degree</li><li>▪ University of Łódź, the Centre of European Studies</li><li>▪ University of Limburg as part of Tempus Programme</li><li>▪ University of Bristol, the United Kingdom and École Nationale des Ponts et Chaussées, France, Executive MBA in International Business</li><li>▪ Diploma of The Accountants Association of Poland; certified auditor qualifications</li><li>▪ University of Navarra, Spain, Advanced Management Program</li><li>▪ IESE Business School</li><li>▪ Graduate School of Business Stanford University, Standard Executive Program</li></ul>
<b>Ewa Łuniewska</b> <i>Vice-President of the Bank Management Board, Business Clients Division</i>	<ul style="list-style-type: none"><li>▪ Warsaw School of Economics</li><li>▪ Foreign Trade Faculty – master's degree</li></ul>
<b>Michał H. Mrożek</b> <i>Vice-President of the Bank Management Board, Wholesale Banking Division</i>	<ul style="list-style-type: none"><li>▪ Georgetown University School of Foreign Service, Washington, D.C.</li><li>▪ International Trade &amp; Finance – Joint degree – Bachelor Cum Laude and Masters Dean Citation</li></ul>
<b>Sławomir Soszyński</b> <i>Vice-President of the Bank Management Board, CIO Division</i>	<ul style="list-style-type: none"><li>▪ Nicolaus Copernicus University, Toruń, Theoretical Physics and Information Technology – master's degree,</li><li>▪ Kozminski University, Warsaw, MBA</li></ul>
<b>Alicja Żyła</b> <i>Vice-President of the Bank Management Board, COO Division</i>	<ul style="list-style-type: none"><li>▪ University of Economics in Katowice, master's degree in Economics, International Economic Relationships/ European Integration</li><li>▪ Tilburg University of Business Studies,</li><li>▪ ING International Management Development, Programme, Marketing Training for ING Staff, ING Group Amsterdam</li></ul>





# Form and manner of oversight

## 2024 Supervisory Board Statistics

The Supervisory Board work according to a meetings schedule and an Outline Work Plan. The Board debate analysing the company situation versus the sector and the market, based on the materials submitted by the Bank Management Board and those coming from internal functions of the Bank as well as those attained from exterior sources, also taking advantage of the works of the Board committees. In particular, the Supervisory Board approve the Bank strategy and verify the performance of the Management Board as far as delivery of preset strategic objectives is concerned. Further, the Board monitor the results of the Bank. ESG topics, covering environmental, social and governance-related aspects, are an integral element of the approved and monitored strategy. ESG topics are discussed in particular by the Supervisory Board Sustainability Panel, established in the second half of 2024. The Panel was established as a consultative and advisory function for the Board with regard to the Board's activity in the ESG and Sustainability area. Regular informing, inspiring and initiating discussions at the Supervisory Board level, which concern different ESG aspects is its objective.

In 2024, meeting agendas included ongoing business matters, submissions made by the Bank Management Board as well as any other material issues that required attention of the Supervisory Board. The Supervisory Board exercised oversight of the Bank's operations primarily during the meetings and

took the required decisions in the form of resolutions. During the meetings, the Members of the Supervisory Board are joined by Members of the Bank Management Board as well as the Heads of the Internal Audit Department and the Centre of Expertise – Compliance, and other invited guests who give presentations on specific topics within their competence.

The Supervisory Board attach particular significance to the Bank having an adequate and effective risk management system and an adequate and effective internal control system. In the course of works, the Supervisory Board monitor performance of both systems across the organisation on an ongoing basis. The Supervisory Board further make periodic assessments of their functioning. In 2024, considering the requirements 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 remuneration policy in banks*, the Supervisory Board approved the Report on the operation of the *risk management system in 2023*. Furthermore, considering the information from the report and periodic reports of the CRO Division, the findings made by the external auditor, the findings from regulatory activities of the Polish Financial Supervision Authority and the SREP results, the Supervisory Board made a positive assessment of the adequacy and effectiveness of the risk management system at the Bank in 2023.

As far as performance of the internal control system is concerned, in 2024, the Supervisory Board approved the *Report on fulfilment of the internal control system tasks for 2023 along with the List of critical and high recommendations*. Furthermore, as required by the aforesaid Regulation and considering the following operational aspects for the internal control system:

- assessment of the internal control system made by the Internal Audit Department,
- update of the Bank Management Board on the manner of performing tasks related to the internal control system described in the report,
- periodic reports of the Centre of Expertise – Compliance,
- the assessment of the effectiveness of the activities of the Financial Crime Compliance unit, as per the relevant regulatory guidelines,
- findings made by a statutory auditor, and
- findings resulting from supervisory activities performed by authorized institutions.





The Supervisory Board assessed with a positive result the adequacy and effectiveness of the internal control system at the Bank in 2023, including a positive assessment of the adequacy and effectiveness of control functions, the Centre of Expertise – Compliance and the Internal Audit Department. The information on the evaluation of the Bank's standing in 2024, including the assessment of the internal control system, risk management system, compliance and the internal audit function has been presented [below](#).

In 2024, the Members of the Bank Supervisory Board devoted sufficient time to performance of their duties. Between 1 January and 31 December 2024, the Supervisory Board held seven meetings. The Supervisory Board also passed resolutions by way of circulation (15 cases). The meetings were held at the following dates: 22 February (Strategy Day), 8 March, 11 April, 7 June, 3 September, 27 September and 29 November, and by way of circulation on: 2 January, 17 January, 14 February, 26 February, 27 February, 25 April, 23 May, 20 June, 8 August, 26 August, 8 October, 23 October, 5 December, 6 December and 19 December. Meetings were held on site and in hybrid mode. In total, the Supervisory Board adopted 135 resolutions, including 27 passed by way of circulation. All the meetings were quorate and held in line with the procedures so that binding resolutions could be taken; the attendance rate during the meetings was high. Attendance of the Supervisory Board Members in 2024 has been shown in the table below.

**Table 5.** Attendance of ING Bank Śląski S.A. Supervisory Board Members in 2024

Attendance in 2024	
Meeting attendance / Number of meetings during the term of office	
Monika Marcinkowska	22/22
Małgorzata Kołakowska	22/22
Michał Szczurek	20/22
Stephen Creese	22/22
Dorota Dobija	22/22
Aneta Hryckiewicz-Gontarczyk	15/15
Member since the appointment date by the OGM, i.e. 11 April 2024	
Arkadiusz Krasowski	15/15
Member since the appointment date by the OGM, i.e. 11 April 2024	
Hans De Munck	21/22
Serge Offers	15/15
Member since the appointment date by the OGM, i.e. 11 April 2024	
Board Members holding functions in the reporting period	
Aleksander Galos	7/7
Board Member until the OGM date, i.e. 11 April 2024	
Katarzyna Zajdel-Kurowska	5/6
Board Member until 29 February 2024	





In addition to regular meetings, the Members of the Supervisory Board stayed in regular and direct contact with the Bank Management Board and took an active part in all the material matters concerning the Bank business. The Chair of the Board of the previous term of office and the Chair of the Board of the current term of office regularly met with Management Board Members and representatives of key Bank areas. The Chair of the Audit Committee of the previous term of office and the Chair of the Audit Committee of the current term of office regularly met with the Bank CFO to discuss the Bank's financial statements prior to their publication as well as with the Chief Audit Executive and Centre of Expertise Lead III – Compliance, to discuss the aspects typical for the internal audit and compliance risk management functions. The Chair of the Risk Committee of the previous term of office and of the current term of office held regular meetings with the managers of individual risk areas, and the Chair of the Remuneration and Nomination Committee of the previous term of office and the Chair of the Remuneration and Nomination Committee of the current term of office met with the management of the Centre of Expertise – HR.

Additionally, Members of the Supervisory Board attended internal training sessions held by the Bank. Workshop sessions were held every quarter, in line with the training plan adopted by the Supervisory Board; the attendance rate was very high. Workshops were devoted to discuss *inter alia* artificial intelligence, the Know Your Customer (KYC) area, the DORA, the index reform and WIBOR transition. There were also held an ESG-dedicated session (taxonomy, reporting and reputational risk matters were discussed, for example) and a session during which Supervisory Board Members could discuss the Recovery Plan-related matters in detail. The Chair of the Audit Committee and the Chair of the Supervisory Board also took part in the anti-fraud training. Additionally, new Board Members took part in onboarding sessions with Bank Management Board Members and representatives of key areas of the Bank.





# Agenda of the Supervisory Board Meetings

In 2024, the Supervisory Board exercised ongoing oversight over the Company operations and kept watch over the Company adherence to the relevant regulations, including: in the area of accounting, finance and reporting of public companies. The works of the Supervisory Board proceeded smoothly, with all Members taking an active part in them.

During the meetings, the Supervisory Board reviewed the matters required under the CCPC as well as the matters relating to the day-to-day operations of the Company.

**In the course of works in Q1 last year, the Supervisory Board developed and submitted to the GM the Supervisory Board Report for 2023. The Report covered the following topics:**

- Summary of operations of the Supervisory Board and its committees in 2023 along with information on the composition of the Board and its committees
- Results of the evaluation of the financial statements and the Management Board's reports on the operations of the Bank and its Group in 2023, as well as the Management Board's motion regarding profit distribution,
- Evaluation of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function,

- 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,
- Assessment of legitimacy of the Bank's expenditure borne in connection with the policy concerning charitable and sponsorship initiatives, and
- Update on the implementation status of the diversity policy for the Bank Management Board and Supervisory Board.

The Supervisory Board also developed and submitted to the GM the Report on the evaluation of the payroll policy at ING Bank Śląski S.A. in 2023.

In 2024, the Supervisory Board reviewed and gave a positive opinion on the draft resolutions submitted to the GM, convened on 11 April 2024.

In 2024, the Supervisory Board focused on the recruitment process for the position of the President of the Bank Management Board in particular. In view of the upcoming expiry in 2025 of the mandate of Mr Brunon Bartkiewicz, the President of the Bank Management Board, after the end

of the current term of office; i.e. as of the date of the General Meeting approving the 2024 financial statements, at the meeting on 11 April 2024 the Supervisory Board resolved to commence the recruitment process for the position of the President of the Bank Management Board. The recruitment process was conducted, upon considering the succession plan for the position of the President of the Management Board, on the terms and conditions set out in the *Policy of appointing, onboarding and recalling Members of the Management Board of ING Bank Śląski S.A.* The Remuneration and Nomination Committee Members took active part in the process. After the recruitment process, based on the recommendation of the Remuneration and Nomination Committee, issued in connection with the suitability assessment conducted for the candidate for the President of the Management Board, in the light of satisfaction of the requirements laid down in Article 22aa of the Banking Law Act, on 3 September 2024, the Supervisory Board passed a resolution on the appointment of Michał Bolesławski as the President of the Bank Management Board as of the date of the GM approving the 2024 financial statements, subject to obtaining the requisite approval of the Polish Financial Supervision Authority. On 20 December 2024, the Bank learnt that the Polish Financial Supervision Authority consented to appointing Mr Michał Bolesławski as the President of the Bank Management Board.





Furthermore, on 29 November 2024, the Supervisory Board noted resignation of Mr Sławomir Soszyński, the CIO, from standing for election to the Bank Management Board for the next term of office, to commence as of the date of the GM approving the 2024 financial statements.

The topics which the Supervisory Board covered in 2024, including those reviewed, analysed, discussed and decided upon, have been enumerated below. They were also discussed by the Supervisory Board Committees (within their remit). The Committees gave their recommendations and opinions for the Supervisory Board.

### 1. Finance, including:

- approval of the *Bank Strategy for 2024–2026* and changes thereto, as well as continuous oversight of the implementation of the approved financial plan,
- approval of the report on the results of review of the Annual Financial Statements of ING Bank Śląski S.A. for 2023 (separate and consolidated), Management Board Report on Operations of ING Bank Śląski S.A. Group in 2023 covering the Report on Operations of ING Bank Śląski S.A., including the Management Board statement on the application of corporate governance rules, Report on non-financial information of ING Bank Śląski S.A. Group for 2023, including non-financial information of ING Bank Śląski S.A.,
- assessment of the Bank Management Board motion regarding distribution of profit earned by the Bank in 2023,
- approval of amendments to the *Capital Management Policy at ING Bank Śląski S.A.*,
- approval of the 2023 ING Bank Śląski S.A. ICAAP Report,
- opinion on the Bank Management Board's declaration on the application by the Bank of the Polish Financial Supervision Authority's recommendation on mitigating the inherent risk of Bank's operations,
- approval of the updated *Recovery Plan for ING Bank Śląski S.A.*,
- regular update of the Bank Management Board on related-party agreements,
- regular update of the Bank Management Board on the operations of the ING Bank Śląski S.A. Brokerage Office,
- annual update on capital investments as required by the *ING Bank Śląski S.A. Equity Investment and Corporate Governance Policy*,
- annual report on the supervision system in custody operations, and
- annual report on compliance of the Bank's activities with the laws regulating the performance of activities referred to in Article 70(2) of the Financial Instruments Trading Act for the year 2023.





## 2. Internal audit at the Bank, including:

- noting the reports on the status of the 2023 audit plan delivery and the status and changes in due dates of audit issue closure,
- approval of the Annual Report on delivery of the objectives, mission and strategy including internal control system and risk management system assessment for 2023,
- noting the Report on the results of quality assurance and improvement process within Internal Audit Department function for 2023,
- approval of the Report on the audit of the principles of remunerating the persons holding managerial positions having material impact on the risk profile of ("Identified Staff") at ING Bank Śląski S.A.,
- approval of the update of the Audit Strategy Memorandum (ASM) including long-term planning for the years 2024-2026 and the 2024 Audit Plan,
- noting the reports on the status of the 2024 audit plan delivery and the status and changes in due dates of audit issue closure,
- approval of the Report on the review of the headcount level and structure, job description and remuneration for the Internal Audit Department,

- approval of the update of the Audit Strategy Memorandum (ASM) including long-term planning for the years 2025-2029 and the 2025 Audit Plan.

## 3. Compliance at the Bank, including:

- approval of the Annual Plan of Tasks of the Centre of Expertise – Compliance for 2024,
- assessment of the adequacy and effectiveness of the system for anonymous reporting of violations of law, internal regulations and ethical standards in ING Bank Śląski S.A. in 2024,
- assessment of adequacy and effectiveness of corporate governance at ING Bank Śląski S.A. for 2023,
- approval of updated internal compliance regulations,
- approval of the Report on the review of the headcount level and structure, job description and remuneration for the Centre of Expertise – Compliance,
- update on the implementation of the Annual Compliance Plan,
- update on observance of ethical standards.





#### 4. Monitoring the efficiency of the risk management system at the Bank, including non-financial risk and compliance risk, including:

- approval of the high-level RAS parameters for 2024,
- approval of the *Non-financial Risk Appetite Statement of the Bank for 2024*, and oversight of its implementation,
- approval of the ING Bank Śląski S.A. ILAAP Review Report for 2023,
- approval of amendments to the *Policy – Internal Control System at ING Bank Śląski S.A.*,
- approval of Report on the operation of the risk management system in 2023 as well as final assessment of the risk management system adequacy and effectiveness in 2023,
- approval of amendments to the *General Principles of Credit, Market, Liquidity and Funding and Operational Risk Management and Mitigation in ING Bank Śląski S.A.*,
- consent to conclusion of significant agreements by the Bank,
- approval of amendments to the *ING Bank Śląski S.A. Operational Risk Management Policy*,
- periodic risk management report of the Bank,
- regular updates from the compliance risk area at the Bank, including from the personal management, anti-money laundering and terrorism financing and sanction violation areas,
- periodic update on Bank's activities for FX-indexed mortgage loans,
- periodic update on the status of open recommendations at the Bank.





## 5. Monitoring and supervising the HR and payroll area at the Bank, including:

- periodic suitability assessment for the ING Bank Śląski S.A. Management Board,
- approval of amendments to the *Policy of Disclosing Qualitative and Quantitative Information on Capital Adequacy and Variable Components of Remuneration of ING Bank Śląski S.A.*,
- assessment of the 2023 performance of the Members of the Bank Management Board, as well as determining and updating KPIs for 2024,
- approval of amendments to the *ING Bank Śląski S.A. Group Remuneration Policy*,
- approval of amendments to the *Variable Remuneration Policy of Identified Staff of ING Bank Śląski S.A.*,
- approval of amendments to the *Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.*,
- update of the *List of qualitative and quantitative criteria and the additional criteria for qualifying Staff Members to be included in the ING Bank Śląski S.A. List of Identified Staff for 2024 and 2025*,

- approval of the Internal Audit Department's Report on the audit of the process of remunerating the persons holding managerial positions having material impact on the risk profile of ("Identified Staff") at the Bank,
- approval of the Report regarding the implementation of the pay policy in relation to the internal audit employees and the Chief Audit Executive,
- approval of the Report regarding the implementation of the pay policy in relation to the employees and Lead III of the Centre of Expertise – Compliance,
- approval of the remuneration packages of people holding control functions at the Bank,
- update regarding pay policy at the Bank,
- approval of Succession plans for the Management Board and key function holders at ING Bank Śląski S.A.

## 6. Implementation of the recommendations issued by the regulators:

- periodic Report on the implementation of post-inspection recommendations,
- update on preparations for DORA implementation,
- update on the implementation status of EBA guidelines on improving resolvability.

## 7. Bank governance area:

- approval of amendments to the Bylaws of the Supervisory Board and Board Committees,
- review of the *ING Bank Śląski S.A. Management Board Bylaw*,
- approval of the amendments to the ING Bank Śląski S.A. Organisational Bylaw and periodic amendments to Enclosure No. 2 therewith – *Segregation of responsibilities of ING Bank Śląski S.A. Management Board Members*,
- approval of the 2025 Outline Work Plan of the Supervisory Board,
- annual Management Board's update on the main changes within the Bank's organisational framework,
- update on satisfaction of disclosure duties by the Bank, and
- periodic update – list of Bank Management Board Resolutions.





# Assessment of performance of disclosure duties by the Management Board towards the Supervisory Board

The Supervisory Board regularly received from the Bank Management Board the items of information as referred to in Article 380<sup>1</sup> of the CCPC, including extensive reports regarding the current standing of the Bank, its functioning, action plans and progress in the delivery of preset business goals as well as any material developments and circumstances that may have an impact on its functioning and material situation. The reporting packs also covered the Bank Management Board's updates on subsidiaries and related companies.

Taking into account the foregoing, the Supervisory Board assess that the Bank Management Board was discharging properly the duties under Article 380<sup>1</sup> of the CCPC.

Thanks to the elaborate updates and reports relayed by the Bank Management Board, the Supervisory Board did not have to exercise the right to request additional information, documents, reports or clarifications under Article 382 §4 of the CCPC.

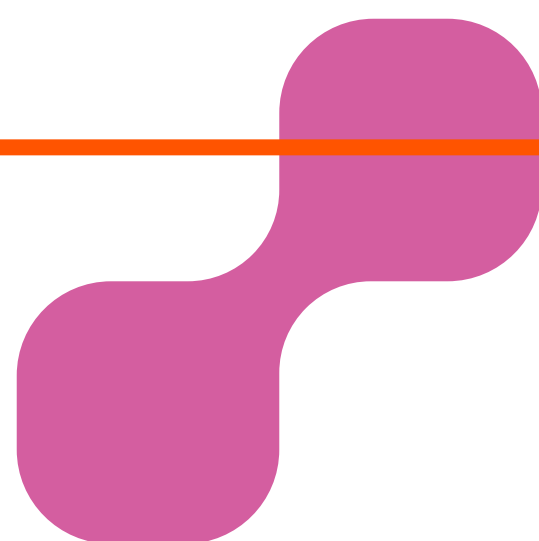




# Total fee due from the company

for all the examinations commissioned by the Supervisory Board in the course of the accounting year under Article 382<sup>1</sup> of the CCPC

In 2024, the Supervisory Board did not exercise the right to have a certain case connected with company business or property examined or to have certain analyses or opinions developed by a selected advisor (advisor to the supervisory board) at the cost of the company, under Article 382<sup>1</sup> of the CCPC.







# Self-assessment of adequacy of internal regulations concerning operations of the Supervisory Board

The ING Bank Śląski S.A. Supervisory Board operates on the basis of the following internal regulations in particular:

- *Charter of ING Bank Śląski S.A.,*
- *ING Bank Śląski S.A. Supervisory Board Bylaw,*
- *ING Bank Śląski S.A. Supervisory Board Audit Committee Bylaw,*
- *ING Bank Śląski S.A. Supervisory Board Remuneration and Nomination Committee Bylaw,*
- *ING Bank Śląski S.A. Supervisory Board Risk Committee Bylaw.*

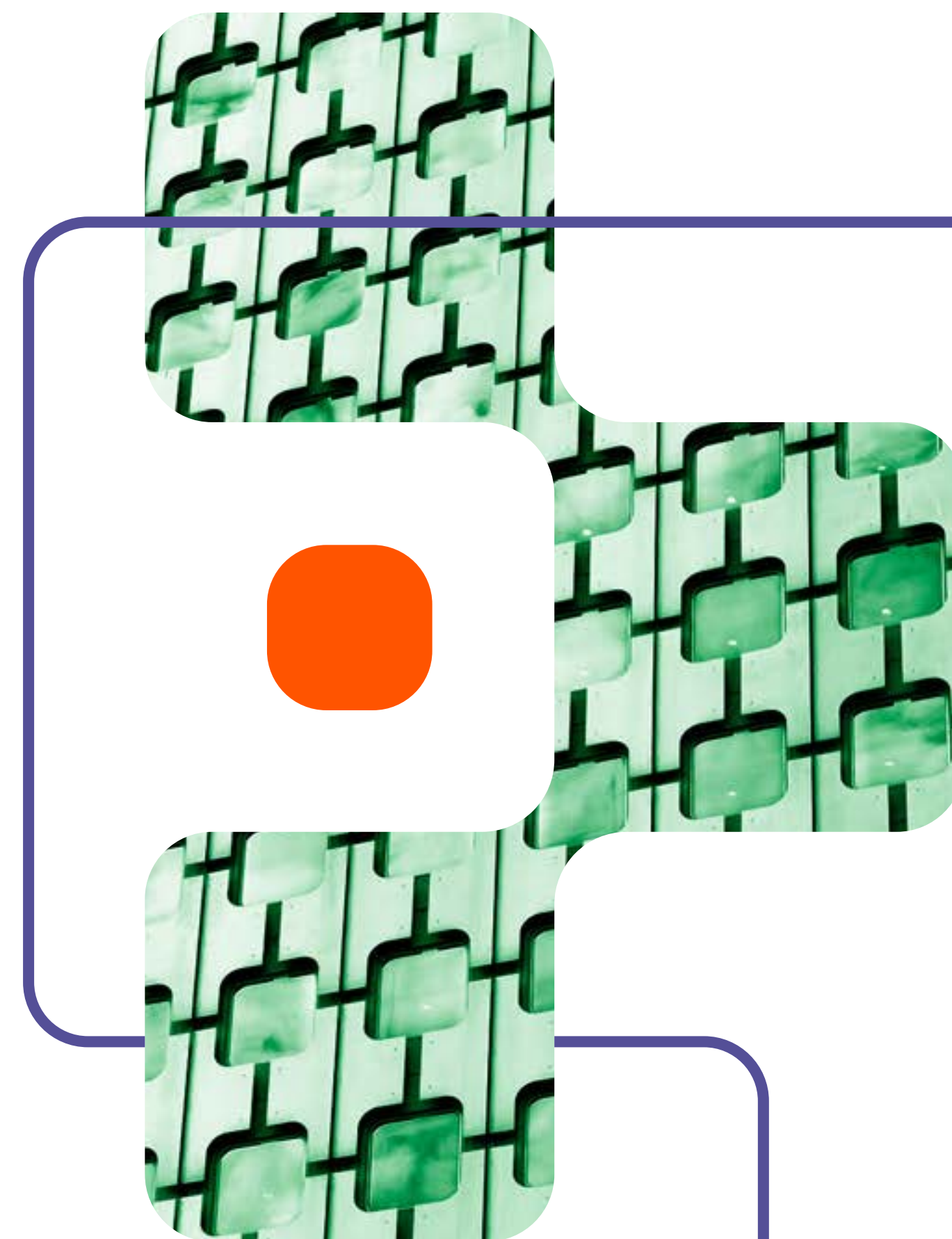
The regulations are available on the ING Bank Śląski S.A.'s website: [Legal documents](#).

The above-referred regulations are regularly reviewed, at least once a year. During the reviews, they are analysed for the need to make amendments thereto, notably in order to adapt their provisions to the changes in the regulatory landscape of the Bank or facilitate the operations of the Supervisory Board.

Draft amendments to the Bank Charter are submitted by the Management Board to the GM, upon earlier opinion of the Supervisory Board. In 2024, the Charter was amended in that the moment of expiry of the mandate of a Supervisory Board Member in the case of the Supervisory Board Member being recalled by the General Meeting was specified.

The Supervisory Board Bylaw and the bylaws of its committees were also reviewed and updated in 2024. Separate update on amendments to the Supervisory Board Bylaw is presented to the General Meeting in line with recommendation 9 of Polish Financial Supervision Authority Recommendation Z on the internal governance principles at banks.

Having regard to the above, based on the reviews of regulations and considering the amendments made thereto, the Supervisory Board assess that the internal regulations concerning the operation of the Board are adequate and enable proper, efficient and effective operations of the Board.







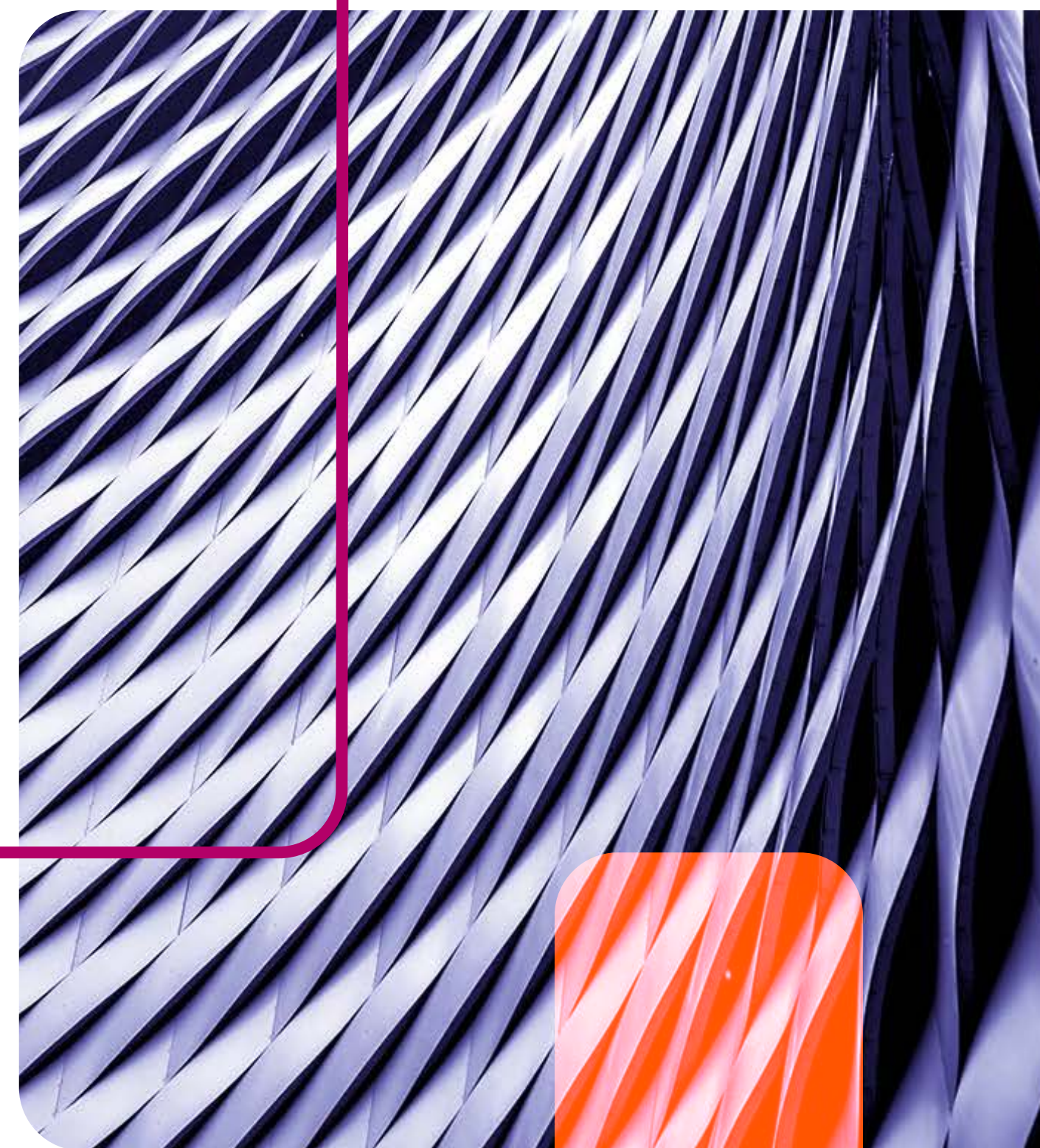
# Self-assessment of the Supervisory Board's work in 2024

In 2024, the Supervisory Board assisted and advised the Bank Management Board on all the matters pertaining to the Bank and its business. The Supervisory Board monitored the implementation of the Bank's strategy on an ongoing basis.

The Supervisory Board confirm that they exercised regular and ongoing supervision over the Bank's business throughout 2024 in accordance with their powers and the legal requirements concerning joint-stock companies. The Supervisory Board are well prepared to exercise all the statutory and Charter-defined rights and duties and perform their tasks properly, ensuring adequate supervision over the Bank in all material aspects of its operations. The Supervisory Board warranted adequate level of collective performance of supervision duties in respect of all the business areas of the Bank. All Members of the Supervisory Board exercised their duties with due care, while leveraging on their knowledge and experience in terms of supervising

a joint-stock company. Considering the array of areas covered by the Supervisory Board and all the activities performed, the Supervisory Board are convinced that their operations in 2024 can be deemed efficient, effective and in keeping with the best market standards.

Members of the Supervisory Board performed their responsibilities with integrity and in a reliable manner. All meetings were held with a high attendance rate. Supervisory Board Members were able to devote sufficient time to performing their duties. Acting in the company's interest, Supervisory Board Members applied their independent opinions and judgements in their actions. In that manner, the Supervisory Board were able to assess and verify the way of taking and implementing decisions connected with day-to-day management of the Bank in an effective manner.







# Report of the Supervisory Board Committees on Their Operations in 2024

In order to ensure support for the Supervisory Board in exercising their powers, the Supervisory Board established from among their Members three committees: the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee. The Committees perform consulting and advisory functions by preparing recommendations for the Supervisory Board; the Committee Chairs give detailed reports from the Committee work during the Supervisory Board meetings.

Committee compositions are presented below.

**Table 6.** Composition of Supervisory Board Committees as at 31 December 2024

## Audit Committee

*Arkadiusz Krasowski – Chair*  
*Dorota Dobija*  
*Monika Marcinkowska*  
*Hans De Munck*  
*Serge Offers*

## Remuneration and Nomination Committee

*Aneta Hryckiewicz-Gontarczyk – Chair*  
*Dorota Dobija*  
*Małgorzata Kołakowska*  
*Monika Marcinkowska*  
*Michał Szczurek*

## Risk Committee

*Dorota Dobija – Chair*  
*Stephen Creese*  
*Aneta Hryckiewicz-Gontarczyk*  
*Małgorzata Kołakowska*  
*Arkadiusz Krasowski*  
*Monika Marcinkowska*





# Audit Committee

The Audit Committee perform consulting and advisory functions for the Supervisory Board, and also deliver on other tasks under the law, instructions and recommendations of the regulator. The Audit Committee support the Supervisory Board with regard to monitoring the financial reporting process as well as monitoring and supervising the internal- and external audit and the management system at the Bank and its subsidiaries.

## Composition of the Audit Committee and changes on the Committee during the financial year.

### 2024 saw the following changes on the Audit Committee:

As stated above, after resignation of Ms Katarzyna Zajdel-Kurowska from the role of the ING Bank Śląski S.A. Supervisory Board Member with effect from 29 February 2024, which impacted the composition of the Audit Committee, on 1 March 2024 Mr Aleksander Galos joined the Audit Committee.

The composition of the Committee further changed after appointment by the GM of the Supervisory Board for a new term of office on 11 April 2024. During the first meeting of the new term of office, at the same date, the Supervisory

Board appointed the Audit Committee, commissioning an additional individual suitability assessment of Mr Arkadiusz Krasowski on account of holding the role of the Chair of the Audit Committee and an additional collective suitability assessment of the Audit Committee of a new composition.

After the assessment, on 22 May 2024, the Remuneration and Nomination Committee attested the individual competences of Audit Committee Members and that the Audit Committee satisfy the criterion of collective suitability covering the sufficient number of members having knowledge of and skills in accounting, financial review and banking, and the criterion of independence of a sufficient number of members, including independence of the Chair of the Audit Committee, and recommended their approval by the Supervisory Board. On 23 May 2024, the Supervisory Board adopted the above assessments by resolution.

**Therefore, as at 31 December 2024, the Audit Committee worked in the following composition:**

#### Mr Arkadiusz Krasowski

*Committee Chair (independent member)*

#### Ms Dorota Dobija

*Committee Member (independent member)*

#### Ms Monika Marcinkowska

*Committee Member (independent member)*

#### Mr Hans De Munck

*Committee Member*

#### Mr Serge Offers

*Committee Member*





As required under the *Statutory Auditors Act* of 11 May 2017, the majority of the Committee Members, the Committee Chair included, satisfy the independence criteria. Mr Arkadiusz Krasowski is a statutory auditor and ACCA Member. He also holds CRISC and CISA certificates. Ms Monika Marcinkowska and Ms Dorota Dobija demonstrate know-how and expertise in accounting or financial auditing, as further substantiated with the professor title. Mr Hans De Munck and Mr Serge Offers acquired the competence through professional career. Mr Serge Offers also graduated from accountancy and control faculty.

2024 Audit Committee Statistics

The Audit Committee supported the Supervisory Board in their tasks primarily during the meetings by passing relevant recommendations and issuing relevant opinions. During the meetings, the Audit Committee Members are joined by Members of the Bank Management Board, the Heads of Internal Audit Department and the Centre of Expertise – Compliance, the Centre of Expertise Accounting Policy and Financial Reporting – Chief Accountant, the Operational Risk Management Department Director, and also representatives of the external auditor.

Between 1 January and 31 December 2024, the Audit Committee held five meetings. The Committee also issued recommendations by way of circulation (four cases). The meetings were held at the following dates: 7 March, 6 June, 26 September, 22 October and 28 November, and by way of circulation on: 12 January, 14 February, 22 August and 6 December.

In line with the requirements of the *Good practices for public interest entities concerning the rules of establishment, composition and functioning of the Audit Committee* issued by the Polish Financial Supervision Authority Office dated 24 December 2019 and the *Audit Committee Bylaw*, on 7 March and on 28 November 2024 the Audit Committee also held separate closed meetings with: the CFO and the representatives of the internal auditor and external auditor.

The Audit Committee issued 26 recommendations for the Supervisory Board in total (including 5 by way of circulation) as well as 3 decisions (including 2 by way of circulation).

All the meetings were quorate and held in line with the procedures so that binding recommendations could be issued; the attendance rate during the meetings was high. Attendance of the Audit Committee Members in 2024 has been shown in the table below.

Table 7. Attendance of Audit Committee Members in 2024

Attendance in 2024	
Meeting attendance / Number of meetings during the term of office	
Arkadiusz Krasowski <i>Committee Chair since 11 April 2024</i>	6/6
Dorota Dobija <i>Committee Member</i>	9/9
Monika Marcinkowska <i>Committee Member</i>	9/9
Hans De Munck <i>Committee Member</i>	9/9
Serge Offers <i>Committee Member since 11 April 2024</i>	6/6
Committee Members holding functions in the reporting period	
Katarzyna Zajdel-Kurowska <i>Committee Member until 29 February 2024</i>	0/0
Michał Szczurek <i>Committee Member until 11 April 2024</i>	3/3
Aleksander Galos <i>Committee Member from 1 March to since 11 April 2024</i>	1/1





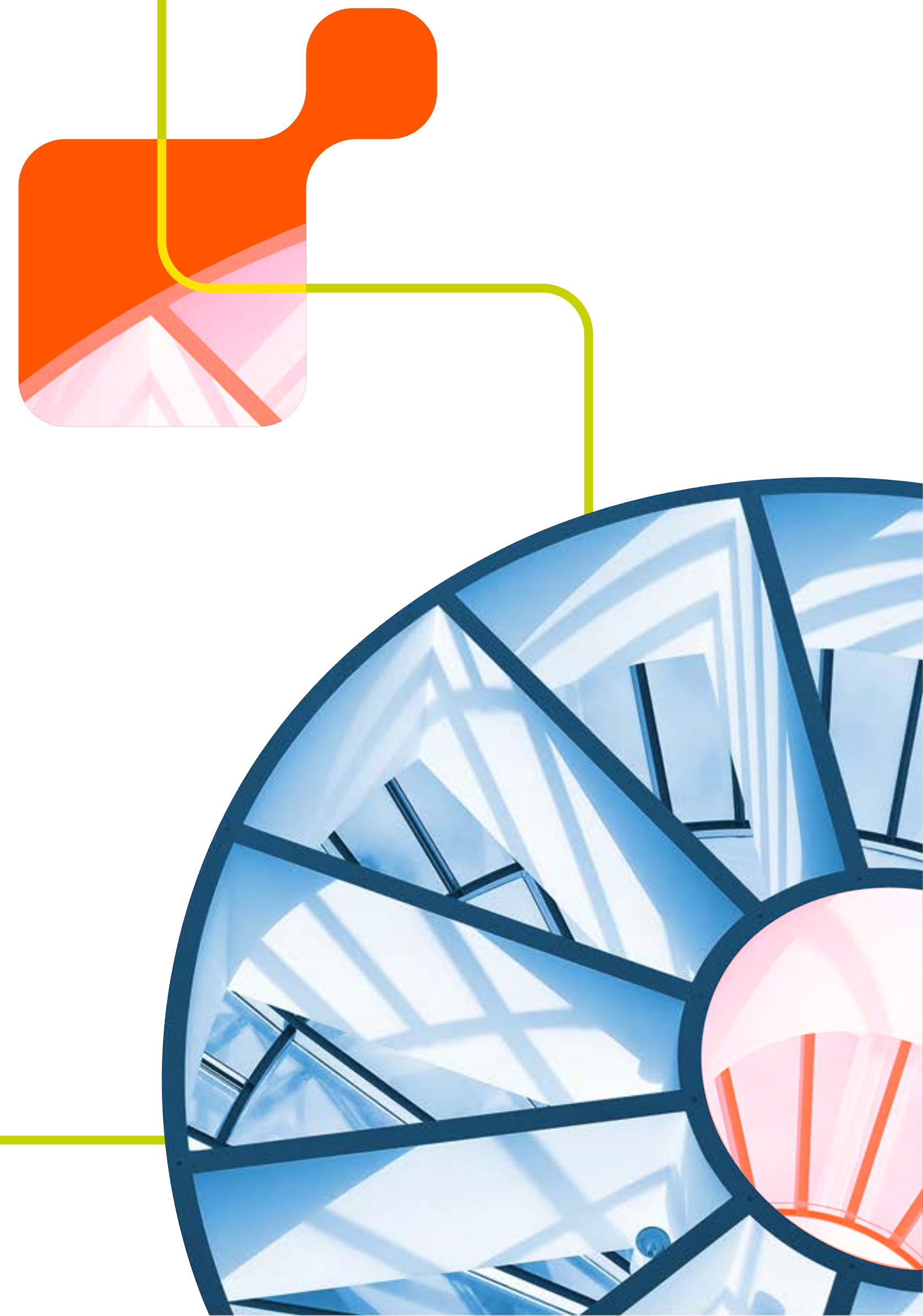
## Agenda of the Audit Committee Meetings

In 2024, the Audit Committee focused on the following areas in particular:

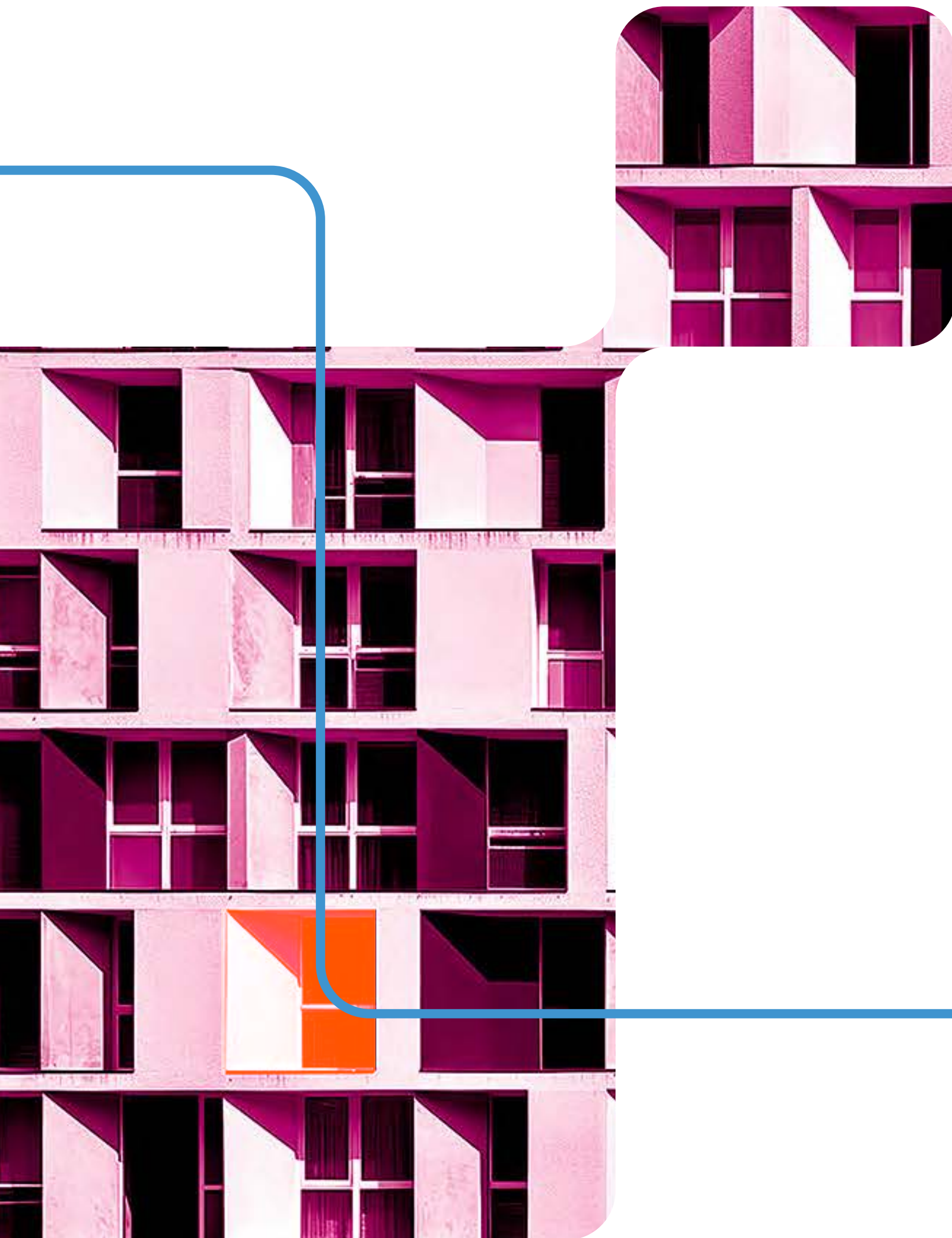
- monitoring of the adequacy and effectiveness of the internal control system and risk management system, including compliance risk,
- supervision of the Bank's relationship with the entity auditing the financial statements of the Bank, including analysis of the work performed by the entity authorised to audit the financial statements and audit results as well as Bank Management Letter assumptions,
- assessment of the annual financial statements of ING Bank Śląski S.A. and the ING Bank Śląski S.A. Group,
- analysis of the information and materials provided from time to time by the external auditor and presentations of the external auditor delivered for the Audit Committee Members directly at Committee meetings,
- regular analysis of periodical reports from the Chief Audit Executive on the status of the annual audit plan 2024 delivery and the status and changes in due dates of audit issue closure, and
- monitoring of compliance area works.

Other areas of the Audit Committee works in 2024 included but were not limited to:

- monitoring of the Bank's relationship with related entities, including analysis of a periodic update on agreements with related entities,
- supervision of compliance area at the Bank, including development and submission to the Supervisory Board of recommendations on approval of amendments to the *Policy – Principles of Corporate Governance at ING Bank Śląski S.A. Group*,
- regular analysis of periodic quarterly compliance risk reports,
- analysis of a list of critical- and high-risk recommendations, and
- analysis of information on financial and regulatory reporting and control environment for reporting.





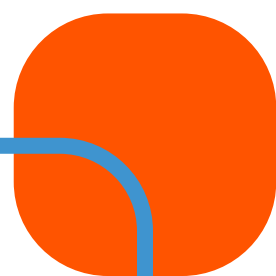


Furthermore, throughout 2024, the Audit Committee regularly focused on the topics enlisted in the *Good practices for public interest entities concerning the rules of establishment, composition and functioning of the audit committee*, published on 24 December 2019 by the Polish Financial Supervision Authority Office, while taking into account their provisions concerning:

- monitoring of the financial reporting process,
- monitoring of effectiveness of internal control systems, internal audit as well as risk management,
- monitoring of financial revision,
- as well as control and monitoring of independence of the statutory auditor and the auditing firm, notably, when the auditing firm provides the public interest entity with non-audit services.

The Committee Members regularly received reports from audits carried out by the Internal Audit Department. The Audit Committee Members also received status reports from the external auditor. As part of their work, the Audit Committee concluded that both the Internal Audit Department and the external auditor were able to perform their tasks in an independent and impartial manner. Therefore, the Audit Committee confirm that they do not have any reservations about the independent audit process at the Bank.

The Audit Committee – based on the information and documents provided by the Bank Management Board as well as analyses during the sessions – made assessment of risk of the processes and areas under monitoring. The Audit Committee's assessment did not differ from that of the Bank Management Board. No areas were identified for which the activities taken by the Bank Management Board would be inadequate to the situation of the Bank, market requirements or regulatory recommendations. The banking areas of particular focus of the Committee comprised: compliance, anti-fraud, Know Your Customer, model risk, IT and outsourcing.







# Remuneration and Nomination Committee

The Remuneration and Nomination Committee support the Supervisory Board with regard to the monitoring and supervision of the HR and payroll area, including, in particular, changes on the Bank Management Board, succession plans for the Management Board Members and key function holders, employee-turnover processes, employee satisfaction surveys as well as the remunerating and rewarding policy.

*In line with EBA Guidelines on sound remuneration policies under Directive 2013/36/EU, the majority of the Remuneration and Nomination Committee Members, including the Committee Chair, are independent members.*



## Composition of the Remuneration and Nomination Committee and changes on the Committee during the financial year

### 2024 saw the following changes on the Remuneration and Nomination Committee.

After appointment of the Supervisory Board of a new term of office by the GM on 11 April 2024, during the first meeting of the new term of office, at the same date, the Supervisory Board appointed the Remuneration and Nomination Committee, commissioning an additional individual suitability assessment of Ms Aneta Hryckiewicz-Gontarczyk on account of holding the role of the Chair of the Remuneration and Nomination Committee and an additional collective suitability assessment of the Remuneration and Nomination Committee of a new composition.

After the assessment, on 22 May 2024, the individual competences of Remuneration and Nomination Committee Members were attested. It was further confirmed that the Remuneration and Nomination Committee satisfy the applicable suitability criteria, including the criterion of independence of a sufficient number of members and of the Chair of the Remuneration and Nomination Committee. On 23 May 2024, the Supervisory Board adopted the above assessments by resolution.

Therefore, as at 31 December 2024, the Audit Committee worked in the following composition:

**Ms Aneta Hryckiewicz-Gontarczyk**  
*Committee Chair (independent member)*

**Ms Dorota Dobija**  
*Committee Member (independent member)*

**Ms Małgorzata Kołakowska**  
*Committee Member*

**Ms Monika Marcinkowska**  
*Committee Member (independent member)*

**Mr Michał Szczurek**  
*Committee Member*





2024 Remuneration and Nomination Committee Statistics

The Remuneration and Nomination Committee supported the Supervisory Board in their tasks primarily during the meetings by passing relevant recommendations and issuing relevant opinions. In keeping with the authorisation, the Remuneration and Nomination Committee also made decisions in the course of their work. The CEO, the Centre of Expertise Lead III – Bank Executive Director for HR and the Area Lead II – Performance & Reward attend the Remuneration and Nomination Committee meetings on a regular basis.

Between 1 January and 31 December 2024, the Remuneration and Nomination Committee met ten times. The Remuneration and Nomination Committee also decision one decision by way of circulation. The meetings of the Remuneration and Nomination Committee were held at the following dates: 26 February, 8 March, 22 March, 3 April, 22 May, 7 June, 3 September, 27 September, 28 November and 29 November, and by way of circulation on 4 November.

The Committee issued 62 recommendations, 5 opinions, 2 assessments and 2 decisions (including 1 decision by way of circulation) in total.

All the meetings were quorate and held in line with the procedures so that binding recommendations could be issued; the attendance rate during the meetings was high. Attendance of the Remuneration and Nomination Committee Members in 2024 has been shown in the table below.

Table 8. Attendance of Remuneration and Nomination Committee Members in 2024

Attendance in 2024	
Meeting attendance / Number of meetings	
Aneta Hryckiewicz-Gontarczyk <i>Committee Chair since 11 April 2024</i>	7/7
Dorota Dobija <i>Committee Member</i>	11/11
Małgorzata Kołakowska <i>Committee Member</i>	11/11
Monika Marcinkowska <i>Committee Member since 11 April 2024</i>	7/7
Michał Szczurek <i>Committee Member since 11 April 2024</i>	7/7
Committee Members holding functions in the reporting period	
Aleksander Galos <i>Committee Member until 11 April 2024</i>	4/4





## Agenda of the Remuneration and Nomination Committee Meetings

### In 2024, the Committee focused on the following areas in particular:

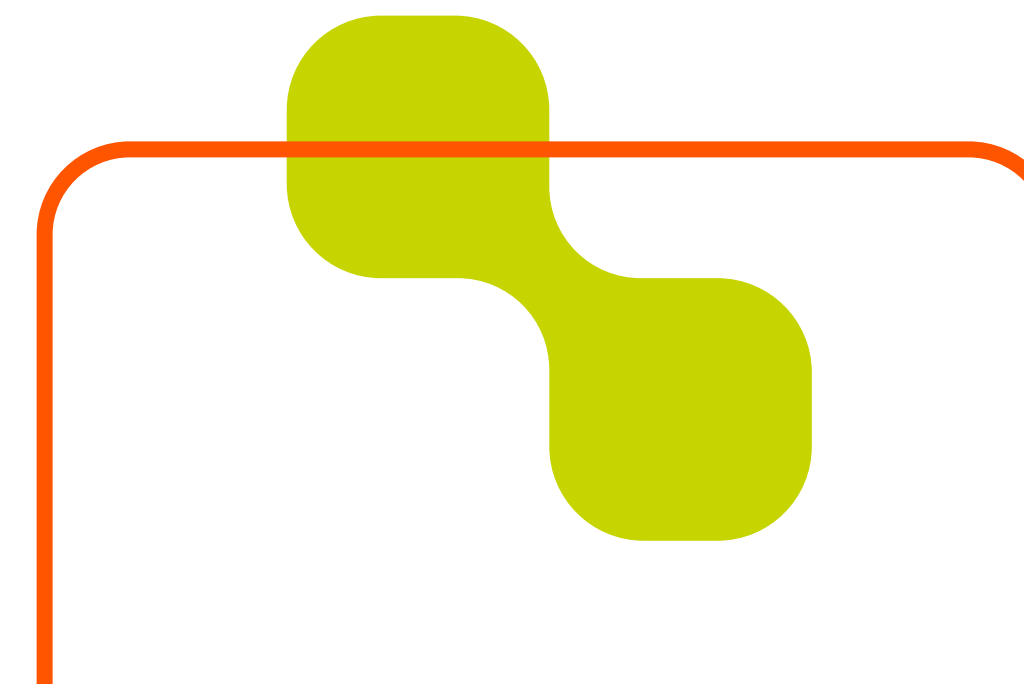
- active supervision of the process of suitability assessment for the Members of the Supervisory Board, Bank Management Board and key function holders at the Bank,
  - » periodic annual suitability assessment of the Bank Supervisory Board and Management Board,
  - » suitability assessment of candidates for Members of the Supervisory Board,
  - » suitability assessment of candidates for Members of the Audit Committee,
  - » suitability assessment of Chairs of the Audit Committee, the Risk Committee and the Remuneration and Nomination Committee,
  - » suitability assessment of the Audit Committee, the Risk Committee and the Remuneration and Nomination Committee,
  - » suitability assessment of a Supervisory Board Member following a change in engagement,
- monitoring of adequacy and effectiveness of the Bank's policy in the HR area, including development and submission to the Supervisory Board of recommendations on changes to the *List of qualitative and quantitative criteria and the additional criteria for qualifying Staff Members to be included in the ING Bank Śląski S.A. List of Identified Staff for 2024 and 2025*,

- succession review for the positions of the Management Board Members,
- monitoring of adequacy and effectiveness of the Bank's policy in the payroll area, including development and submission to the Supervisory Board of recommendations on the following documents:
  - » *Variable Remuneration Policy of Identified Staff of ING Bank Śląski S.A.*,
  - » *ING Bank Śląski S.A. Group Remuneration Policy*, and
  - » *Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.*,
- analysis of the pay policy/practice assumptions in 2024 and 2025, including determination of the level of the adjusting multiplier applicable to the 2023 and 2024 annual bonus for Bank employees,
- assessment of the 2023 performance of the Members of the Bank Management Board, as well as determining and updating KPIs for 2024,
- development and submission to the Supervisory Board of recommendations on the Report regarding the implementation of the pay policy in relation to the internal audit employees and the Chief Audit Executive,
- development and submission to the Supervisory Board of recommendations on the Report regarding the implementation of the pay policy in relation to the employees and Lead III of the Centre of Expertise – Compliance,


- analysis of proposals of remuneration packages of people holding control functions at the Bank, submitted by the Bank Management Board.

In 2024, the Remuneration and Nomination Committee focused on the recruitment process for the position of the President of the Bank Management Board in particular.

As stated above, due to the upcoming expiry in 2025 of the mandate of Mr Brunon Bartkiewicz, the President of the Bank Management Board, after the end of the current term of office, at the meeting on 11 April 2024 the Supervisory Board resolved to commence the recruitment process for the position of the President of the Bank Management Board. The recruitment process was conducted, upon considering the succession plan for the position of the President of the Management Board, on the terms and conditions set out in the Policy of appointing, onboarding and recalling Members of the Management Board of ING Bank Śląski S.A.







In the course of the recruitment process, the Remuneration and Nomination Committee held two status meetings on 26 April and 28 June 2024. Members of the Remuneration and Nomination Committee were active participants of the panel sessions conducted during the recruitment process. After the recruitment process, considering the suitability assessment results, panel interviews and the documents compiled, on 3 September 2024, the Remuneration and Nomination Committee resolved to recommend appointment of Mr Michał Bolesławski as the President of the Bank Management Board as of the date of the General Meeting approving the 2024 financial statements by the Supervisory Board, subject to obtaining the requisite approval of the Polish Financial Supervision Authority, but not earlier than at the obtainment date thereof.

As stated above, on 20 December 2024, the Bank learnt that the Polish Financial Supervision Authority consented to appointing Mr Michał Bolesławski as the President of the Bank Management Board.

**Other areas of the Remuneration and Nomination Committee works in 2024 included but were not limited to:**

- analysis of the implementation of the diversity policy for the Management Board and Supervisory Board by the Bank in 2023,
- submission to the Supervisory Board of a recommendation on amendments to the *Diversity Policy for ING Bank Śląski S.A. Management Board and Supervisory Board Members*,
- Remuneration report for the ING Bank Śląski S.A. Supervisory Board and Management Board Members for 2023,
- report from the audit of the remuneration process for Identified Staff in ING Bank Śląski S.A.,
- update on the incentive programme for Identified Staff of ING Bank Śląski S.A.
- update on development activities for Bank employees,
- update on strategic actions in the Diversity, Inclusion & Belonging area, and
- update on the ING Women Network activity.





# Risk Committee

The Risk Committee is tasked with supporting the Supervisory Board in the oversight of the risk management strategy implementation across the Bank.



## Composition of the Risk Committee and changes on the Committee during the financial year

2024 saw the following changes on the Risk Committee.

As stated above, after resignation of Ms Katarzyna Zajdel-Kurowska from the role of the ING Bank Śląski S.A. Supervisory Board Member with effect from 29 February 2024, which impacted the composition of the Risk Committee, on 1 March 2024 Mr Aleksander Galos joined the Risk Committee.

The composition of the Committee further changed after appointment by the GM of the Supervisory Board for a new term of office on 11 April 2024. During the first meeting of the new term of office, at the same date, the Supervisory Board appointed the Risk Committee, commissioning an additional individual suitability assessment of Ms Dorota Dobija on account of holding the role of the Chair of the Risk Committee and an additional collective suitability assessment of the Risk Committee of a new composition.

After the assessment, on 22 May 2024, the Remuneration and Nomination Committee attested the individual competences of the Risk Committee Members. It was further confirmed that the Risk Committee satisfy the applicable suitability criteria, including the criterion of independence of a sufficient number of members and of the Chair of the Risk Committee and recommended their approval by the Supervisory Board.

On 23 May 2024, the Supervisory Board adopted the above assessments by resolution.

Therefore, as at 31 December 2024, the Risk Committee worked in the following composition:

**Ms Dorota Dobija**  
*Committee Chair (independent member)*

**Mr Stephen Creese**  
*Committee Member*

**Ms Aneta Hryckiewicz-Gontarczyk**  
*Committee Member (independent member)*

**Ms Małgorzata Kołakowska**  
*Committee Member*

**Mr Arkadiusz Krasowski**  
*Committee Member (independent member)*

**Ms Monika Marcinkowska**  
*Committee Member (independent member)*





2024 Risk Committee Statistics

The Risk Committee supported the Supervisory Board in their tasks primarily during the meetings by passing relevant decisions and recommendations. During the meetings, the Members of the Risk Committee are joined by Members of the Bank Management Board, and also the Market Risk Management Department Director, Operational Risk Management Department Director, Model Risk Management Department Director, as well as the Heads of the Internal Audit Department and the Centre of Expertise – Compliance, and also the Bank Executive Director responsible for the integrated risk area as well as representatives of the external auditor.

Between 1 January and 31 December 2024, the Risk Committee met four times. The Committee also issued recommendations and decisions by way of circulation (eleven cases). The meetings of the Risk Committee were held at the following dates: 7 March, 6 June, 26 September and 28 November, by way of circulation on: 2 January, 17 January, 25 April, 29 April, 20 June, 5 August, 8 August, 8 October, 23 October, 28 October and 5 December.

The Risk Committee issued 32 recommendations in total (including 12 by way of circulation) as well as 3 decisions (all by way of circulation).

All the meetings were quorate and held in line with the procedures so that binding recommendations could be issued; the attendance rate during the meetings was high. Attendance of the Risk Committee Members in 2024 has been shown in the table below.

Table 9. Attendance of Risk Committee Members in 2024

Attendance in 2024	
Meeting attendance / Number of meetings during the term of office	
<b>Dorota Dobija</b> <i>Committee Chair</i>	15/15
<b>Stephen Creese</b> <i>Committee Member</i>	15/15
<b>Aneta Hryckiewicz-Gontarczyk</b> <i>Committee Member since 11 April 2024</i>	12/12
<b>Małgorzata Kołakowska</b> <i>Committee Member</i>	15/15
<b>Arkadiusz Krasowski</b> <i>Committee Member since 11 April 2024</i>	12/12
<b>Monika Marcinkowska</b> <i>Committee Member</i>	15/15
Committee Members holding functions in the reporting period	
<b>Katarzyna Zajdel-Kurowska</b> <i>Committee Member until 29 February 2024</i>	2/2
<b>Aleksander Galos</b> <i>Committee Member until 11 April 2024</i>	1/1





## Agenda of the Risk Committee Meetings

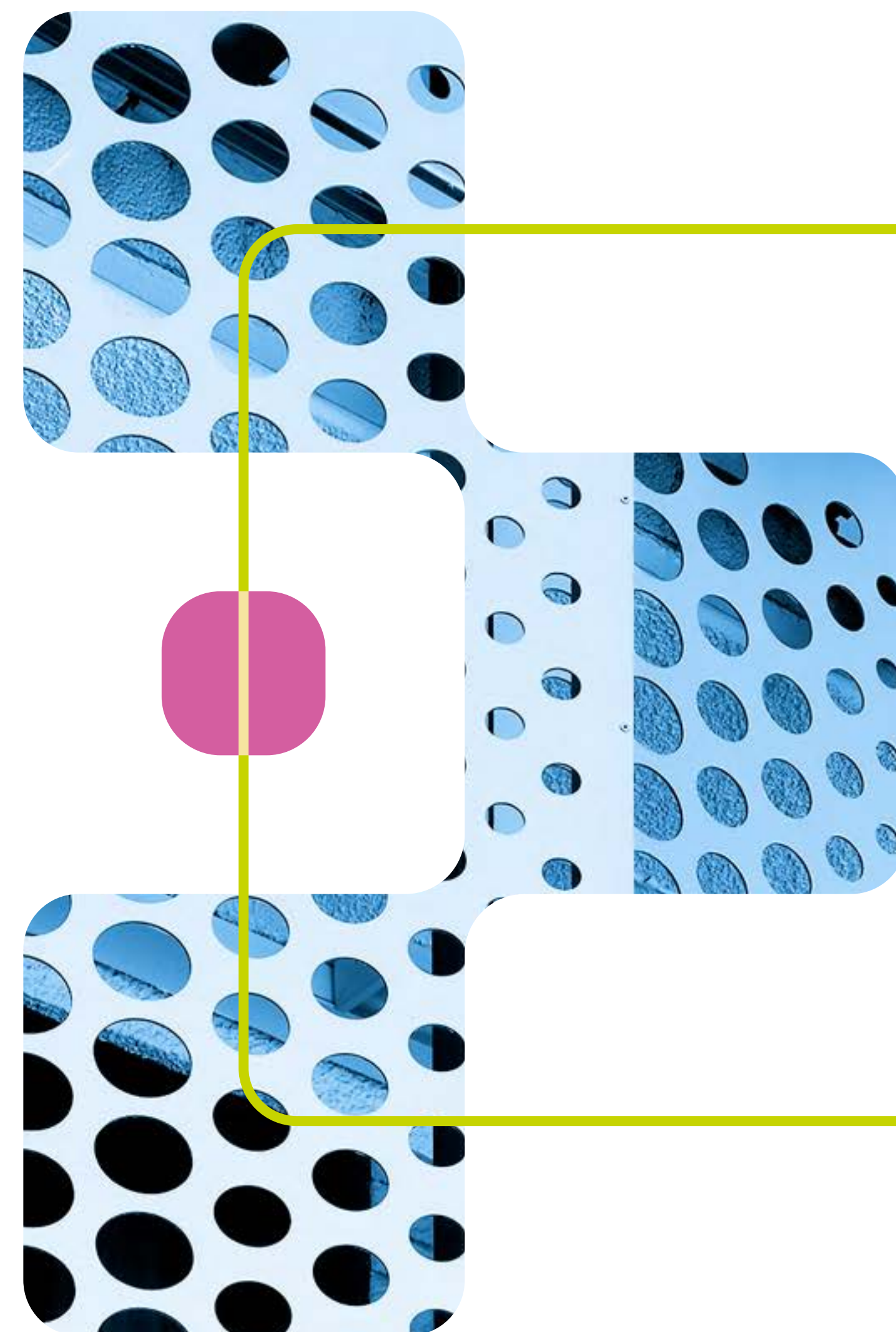
As part of the risk monitoring process at the Bank, the Risk Report was a regular item on the Risk Committee agenda in 2024. The Report is structured into the reports from the credit risk, market risk, operational (non-financial) risk and model risk areas. Updates on CHF mortgage loans, and also various aspects of the ESG and climate risk were an essential element of the report discussed.

**In 2024, the Risk Committee also focused *inter alia* on the following areas:**

- monitoring of adequacy and effectiveness of the risk management system at the Bank,
- development and submission to the Supervisory Board of recommendations on the following documents:
  - » Risk Management Strategy for the years 2024–2026,
  - » Capital Management Policy at ING Bank Śląski S.A.,
  - » Policy of Disclosing Qualitative and Quantitative Information on Capital Adequacy and Variable Components of Remuneration of ING Bank Śląski S.A.,
  - » ING Bank Śląski S.A. Operational Risk Management Policy,
- development and submission to the Supervisory Board of recommendations on High Level Risk Appetite Statement Limits for the retail and corporate credit risk areas and the Non-Financial Risk Appetite Statement,

- development and submission to the Supervisory Board of recommendations regarding the types of agreements made by the Bank that, in the Committee's view, should be classified as having a material impact on the financial and legal standing of the Bank,
- analysis of the 2023 ING Bank Śląski S.A. ICAAP Report, and
- analysis of the ING Bank Śląski S.A. ILAAP Review Report for 2023,
- analysis of the pay policy/practice assumptions in 2024 and 2025, including determination of the level of the adjusting multiplier applicable to the 2024 annual bonus for Bank employees.

To fulfil the requirement arising from *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 as amended* as well as from *Recommendation M concerning operational risk management at banks* and *Recommendation Z concerning internal governance principles at banks*, in 2024 the Risk Committee also focused on the process of development and quarterly disclosure by the Bank of interim qualitative and quantitative information on capital adequacy which is disclosed on a quarterly basis for the Bank Group.







# Summary and acknowledgments

The Supervisory Board highly assess the performance of the Committees: the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee. The activities pursued by individual Committees over the year (regular and ad-hoc works), including in-depth analyses made by the Committees for the matters discussed as well as the recommendations and opinions submitted to the Supervisory Board are of added value. They certainly enabled the Supervisory Board to perform their statutory tasks competently and efficiently.

The Chair of the Supervisory Board would like to thank in particular the Supervisory Board Members for their engagement and availability during the year, and also for their unwavering readiness to review urgent matters by way of circulation between regular sessions.

The cooperation with the Bank Management Board was very good. The Bank Management Board provided the required information in a clear, reliable and exhaustive manner, ensuring information transparency at the same time. The Supervisory Board would like to thank the Bank Management Board for developing and delivering thereto the information, documents and reports in the manner ensuring efficient performance of tasks by the Supervisory Board and Board committees.

The Chair of the Board wishes to thank in particular the Bank Management Board for positive cooperation, flexible approach

and constant quest for development opportunities as well as for their engagement in performance of their tasks and delivery of the adopted Strategy in 2024.

Expecting the Bank to continue the successful growth, the Supervisory Board would like to express deep appreciation for the actions taken by the Bank Management Board not only to ensure further development of the Bank, but also for the society and local communities. The Supervisory Board appreciate the responsible and proactive attitude and engagement of the entire Bank staff. Readiness to stand up to the new challenges, as proven by *inter alia* an immediate response of the Bank Management Board and of Bank staff to the circumstances which could not have been foreseen, like the flood which struck western and southern Poland at the beginning of Autumn, should be specially appreciated. The Supervisory Board also appreciate and would like to thank the employees of the two corporate Foundations; i.e. ING for Children Foundation and ING Polish Art Foundation.





# Recommendations for the General Meeting

Considering the Bank's results and the overall performance, the Supervisory Board request that the General Meeting acknowledge the fulfilment of duties by the Members of the Bank's bodies in 2024.

**Furthermore, the Supervisory Board recommend that the General Meeting:**

1. approve the annual financial statements of ING Bank Śląski S.A. for the period started 1 January 2024 and ended 31 December 2024,
2. approve the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement,
3. approve the annual consolidated financial statements of the ING Bank Śląski S.A. Group for the period from 1 January 2024 to 31 December 2024,

4. acknowledge the 2024 report of the ING Bank Śląski S.A. Supervisory Board and assessment of the adequacy of internal regulations concerning the functioning of Supervisory Board and the effectiveness of Supervisory Board operations,
5. endorse the Supervisory Board's report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2024 and the assessment of the Bank's remuneration policy, and
6. pass a resolution on distribution of 2024 profit.





Operations of the Supervisory Board and its Committees

Evaluation of Bank's financial statements and motion on profit distribution

Evaluation of the Bank's standing

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

# Results

of the evaluation of the financial statements and the Management Board's reports on the operations of the Bank and its Group in 2024, as well as the Management Board's motion regarding profit distribution



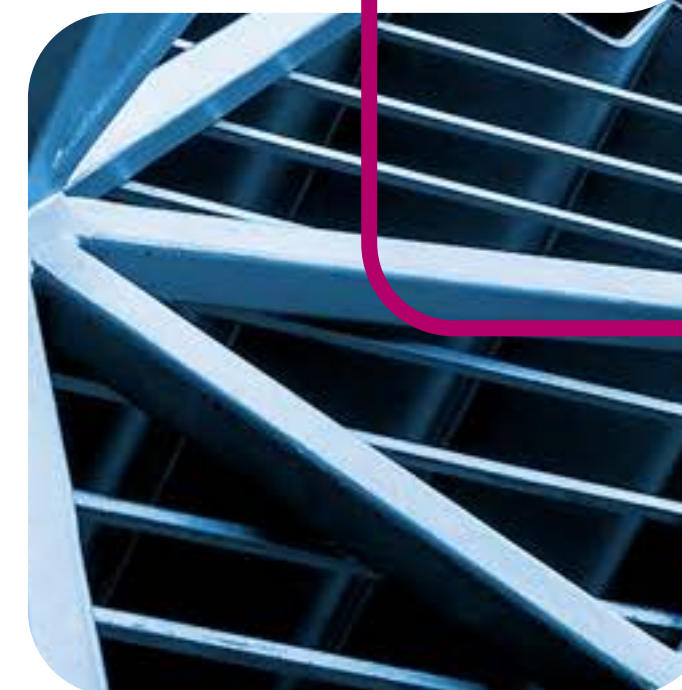
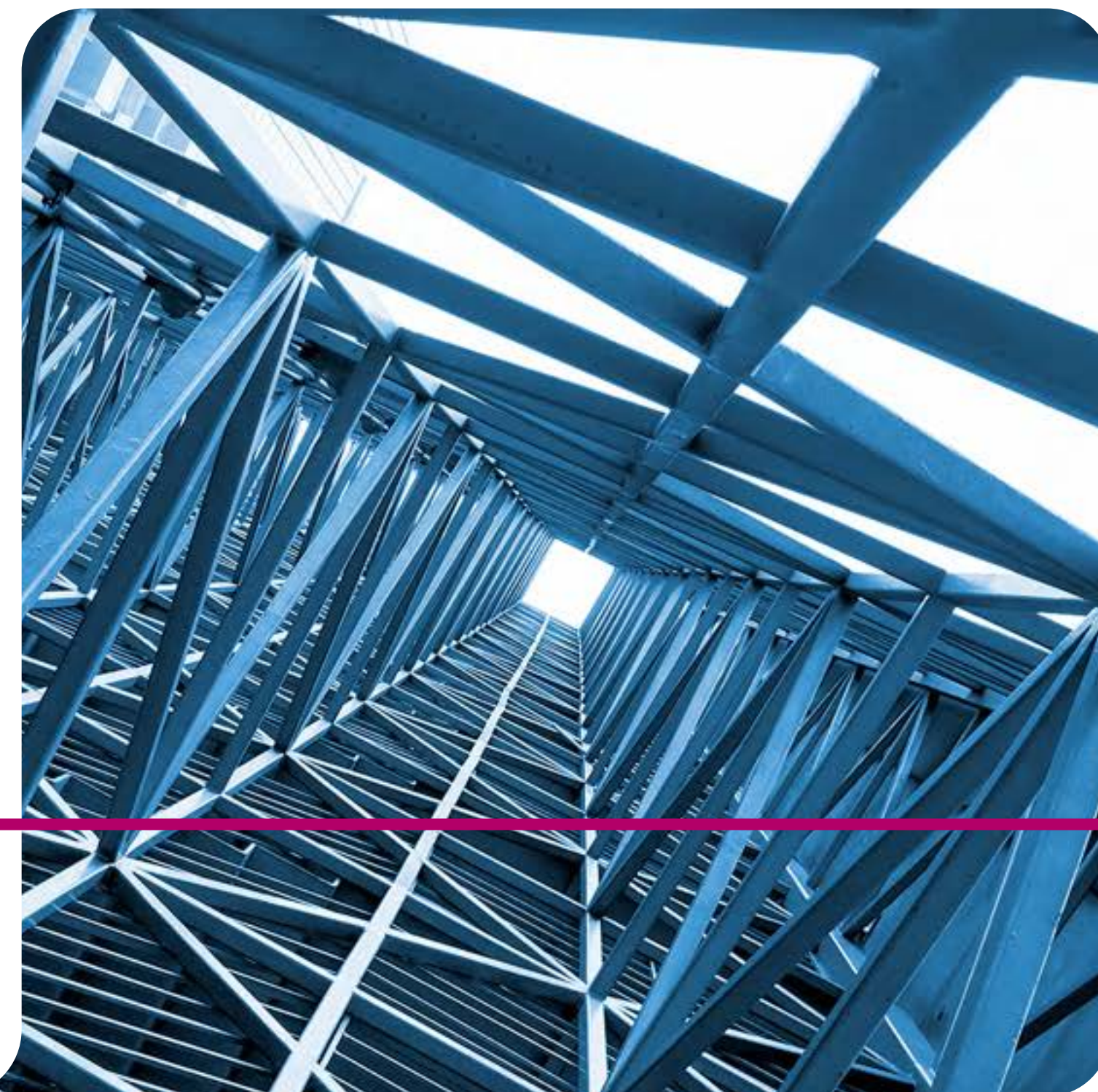


# Assessment of the annual financial statements of ING Bank Śląski S.A. for 2024

*Pursuant to Article 382 §3.1) and §31.1) of the Commercial Companies and Partnerships Code of 15 September 2000 and having reviewed the annual 2024 financial statements of ING Bank Śląski S.A., and also the report of the independent statutory auditor from the audit of the separate financial statements for the financial year ended 31 December 2024, drawn up by Forvis Mazars Audyt Spółka z ograniczoną odpowiedzialnością, the ING Bank Śląski S.A. Supervisory Board:*

1. state that the 2024 financial statements of ING Bank Śląski S.A. as presented by the Bank Management Board were developed correctly in all material aspects and present fairly and clearly the property and financial standing of the Company as at 31 December 2024 as well as the financial result and cash flows for the accounting period from 1 January to 31 December 2024, in line with relevant and applicable regulations on financial statements, and comply with the ledgers, documents and the state of affairs, and

2. having regard to the above, resolve to recommend that the General Meeting approve the 2024 annual financial statements of ING Bank Śląski S.A.







## Assessment of:

- **the Annual Consolidated Financial Statements of the ING Bank Śląski S.A. Group for 2024, and**
- **the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement.**

Pursuant to Article 382 §3.1) and §31.1) of the Commercial Companies and Partnerships Code of 15 September 2000 and in conjunction with Article 63c. of the Accounting Act of 29 September 1994, and having reviewed the 2024 annual consolidated financial statements of ING Bank Śląski S.A. Group and the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement, and also the report of the independent statutory auditor from the audit of the consolidated financial statements for the financial year ended 31 December 2024, drawn up by Forvis Mazars Audyt Spółka z ograniczoną odpowiedzialnością, the ING Bank Śląski S.A. Supervisory Board:

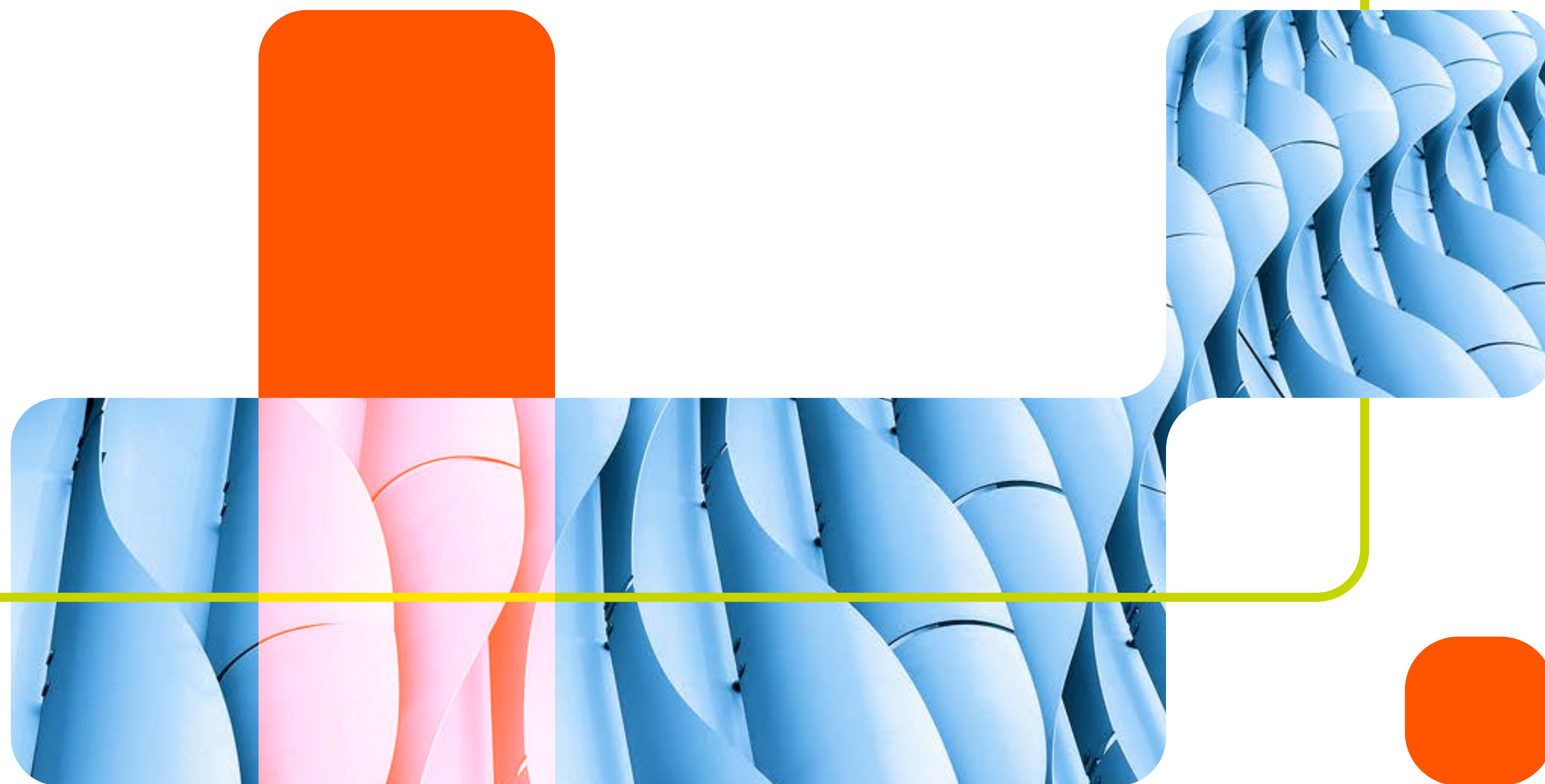
1. state that the 2024 consolidated financial statements of ING Bank Śląski SA. Group were developed correctly in all material aspects and present fairly and clearly the property and financial standing of the Group as at 31 December 2024 as well as the financial result and cash flows for the accounting period from 1 January to 31 December 2024, in line with relevant and applicable regulations on financial statements and comply with the ledgers, documents and the state of affairs,
2. state that the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement, provides for significant information about the property and financial standing of ING Bank Śląski S.A. and its Group as at 31 December 2024, including the assessment of performance, indication of risk factors and description of threats, and that it was developed in line with effective regulations on reports on operations and that it complies with the ledgers, documents and the state of affairs,
3. having regard to the above, resolve to recommend that the General Meeting approve the annual consolidated financial statements of ING Bank Śląski S.A. Group and the Management Board Report on Operations of ING Bank Śląski S.A. Group in 2024 covering the Report on Operations of ING Bank Śląski S.A., including the Statement on the application of corporate governance rules and the Sustainability Statement.





# Assessment of the Management Board motion regarding distribution of profit earned by the Bank in 2024 and undivided profit from previous years

*Pursuant to Article 382 §3.2) and §31.1) of the Commercial Companies and Partnerships Code of 15 September 2000 and having reviewed the Management Board motion regarding distribution of profit earned by the Bank in 2024 and undivided profit from previous years, the ING Bank Śląski S.A. Supervisory Board do not raise any objections thereto and resolve to recommend that the General Meeting pass a resolution as per the Management Board motion.*







Operations of the Supervisory Board and its Committees

Evaluation of Bank's financial statements and motion on profit distribution

Evaluation of the Bank's standing

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

# Evaluation

of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function





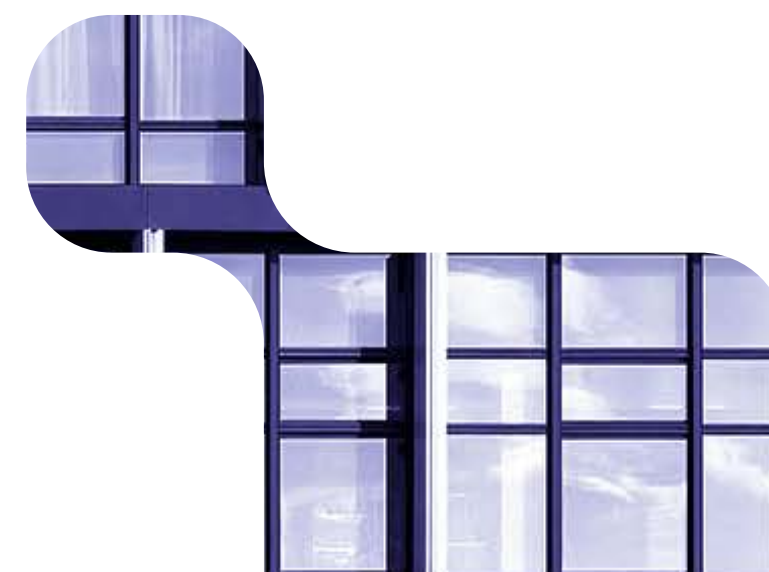
Poland's economic growth accelerated to 2.9 per cent in 2024 from 0.1 per cent in 2023, mainly as a consequence of a rebound in household consumption, supported by falling inflation amid double-digit growth in nominal wages. This translated into a clearcut improvement in real household disposable income. At the same time, however, the savings rate was elevated in an environment of high interest rates, limiting expenditure growth despite the strong improvement in the rate of income. Household consumption increased by 3.1% in 2024. Investment activity, however, remained low, especially in businesses. In contrast, investment growth was in the public sector, including defence spending in particular. Total investment increased by 1.3% in 2024. Economic activity in the main Polish export markets was weak (recession in Germany for the second year in a row), which limited export dynamics. Domestic demand grew faster than foreign demand, resulting in a deterioration of the foreign trade balance. As a result, the negative contribution of net exports to GDP amounted to 1 p.p. In contrast, there was little support from the recovery of inventories (positive contribution of 0.5 p.p.).

The subsiding of the energy shock encouraged disinflation in the first half of last year. In March 2024, consumer price growth slowed to 2% y/y before starting to pick up again, largely due to administrative decisions. VAT on food was reintroduced in April and, from July, some of the protective measures (the so-called energy shield) were withdrawn. By the end of 2024, inflation had risen to 4.7% y/y. Core inflation excluding food and energy prices remained elevated, buoyed by robust growth in services prices amid still high wage growth. In December 2024, core inflation stood at 4% y/y. The National Bank of Poland kept interest rates at 5.75% in 2024.

In 2024, the performance of the banking sector was very good, with the sector's net profit increasing y/y by approximately 51% to PLN 42 billion. The banking sector's return on equity (ROE) also increased by nearly 4 p.p. y/y to approximately 16%. This was mainly due to high interest rates, which translated into higher interest earnings of banks (despite the negative impact of loan holidays), mitigating the still high risk costs of the FX mortgage portfolio and operating costs. Banks continued to offer attractive deposit interest rates, prompting customers to place funds on term deposits. On the other hand, high interest rates contributed to low demand for loans, particularly corporate ones - their sales were 1% lower y/y. Sales of mortgage loans recorded a 43% increase y/y. Consumer loan activity also improved, with sales increasing by 13% y/y.

In 2024, banks continued to work on enabling their customers - holders of FX mortgages - to enter into bank settlements, whether in line with the PFSC Chairman's proposal or based on their own mediation models. Nevertheless, 2024 was another year of making very high provisions for the legal risks attached to this loan portfolio.

In light of the above-mentioned factors impacting the condition of the Polish economy and the banking sector, in 2024 ING Bank Śląski Group achieved a net profit of PLN 4 369 million, a 2% decrease compared with 2023. ING Bank Śląski Group's net profit was mainly driven by high interest income (+PLN 554m y/y, +7% y/y) and commission income (+PLN 130m y/y, +6% y/y) and a decrease in other income (-PLN 83m y/y, -24% y/y), with an increase in the bank's total costs (including bank tax) by PLN 354m y/y (+8%). Consequently, the bank's overheads including bank levy to income ratio increased by 1 p.p. to 41.7%. The bank's risk costs including legal risk costs of FX mortgage loans increased by PLN 422 million y/y (+69%), which was related to sustaining credit losses on several customers of the corporate segment. Legal risk costs alone decreased by PLN 14 million y/y. In line with the increase in the cost of risk, the cumulative cost of risk margin changed to 0.64% at the end of 2024 compared to 0.39% at the end of 2023, and the provision coverage ratio of Stage 3 and POCI loans and other receivables decreased y/y by 12 p.p. to 48.7%.







The Supervisory Board exercises oversight over the bank's operations by keeping watch over the bank's adherence to the relevant regulations in the area of accounting, finance and reporting of public companies. The powers of the Supervisory Board also include supervision of the individual risk management processes at ING Bank Śląski S.A. with the support of the Risk Committee and Audit Committee. Based on the recommendations of these Committees, the Supervisory Board accepts and approves, among other things, the risk management strategy for the Bank's activities, the main principles of the risk management policy, as well as the level of risk appetite. Further, the Supervisory Board monitors the utilisation of internal limits vis-à-vis the current strategy of the bank.

The Risk Committee supports the Supervisory Board in monitoring the risk management process, including (non-financial) operational risk, liquidity risk, credit risk and market risk. The Committee also supervises the risk management process as well as the assessment of internal capital, capital adequacy, and of the risk of capital-related models and other models. The Committee voices its opinion about the overall readiness of the bank to take the risk in the current and long term perspective. In addition, the Committee periodically approves the interim qualitative and quantitative information on capital adequacy disclosed by the bank to the Bank Group on a quarterly basis. The Chair of the Risk Committee - who is also an independent member

of the Supervisory Board - holds regular meetings with people in charge of the various risk areas, as well as with the Director of the Internal Audit Department and the Centre of Expertise Lead III - Compliance. During the meetings, issues relevant to the bank's day-to-day operations are discussed.

Monitoring of the financial reporting process is among the tasks of the Audit Committee. In this context, the Audit Committee periodically analyses the bank financial statements and the results of their audit. Further, the Chair of the Audit Committee - who is an independent member of the Board at the same time - holds periodic meetings with the Vice-President of the Management Board in charge of the CFO Division during which the Chair is updated on the interim financial results of the bank prior to their publication. The Chair of the Audit Committee also holds periodic meetings with the Director of the Internal Audit Department on the specifics of the internal audit function and the Centre of Expertise Lead III - Compliance on issues concerning compliance risk management. The Audit Committee actively participates in the process of selecting an entity authorised to audit financial statements of the company and analyses the results of the auditor's work, ensuring its independence and effectiveness. In addition, the Audit Committee monitors the adequacy and effectiveness of the internal control and internal audit system and assesses the effectiveness of the measures used to mitigate risks, including compliance risks, and the quality of the management of these risks.

The Supervisory Board also has a Remuneration and Nomination Committee, which monitors, among other things, the situation on the labour market in terms of remuneration, employee turnover processes, Management Board succession plans, as well as the results of employee satisfaction surveys. The Committee regularly monitors the remuneration system in place at the Bank, including the salary and bonus policy. The Chair of the Remuneration and Nomination Committee - who is also an independent member of the Supervisory Board - holds periodic meetings with key HR people. In 2024, following the resignation of Ms Katarzyna Zajdel-Kurowska as a member of the Supervisory Board as of 29 February 2024, which affected the composition of the Risk Committee and the Audit Committee, the Committee carried out a process of individual assessment of the Chair of the Supervisory Board, i.e. Mr Aleksander Galos, in terms of serving on both Committees and a collective assessment of both Committees. As a result of the assessment, the Committee confirmed the individual competence of the current members of the Audit Committee and the Risk Committee, as well as the candidate for a member of the Audit Committee and the Risk Committee. In addition, it was confirmed that the individual committees fulfilled the adequacy criteria, including the criterion of independence of a sufficient number of members of each committee and the chair of the respective committee. For the Audit Committee, it was also confirmed that this Committee met the criterion of having a sufficient number of Committee members with accounting, auditing and banking knowledge and skills.





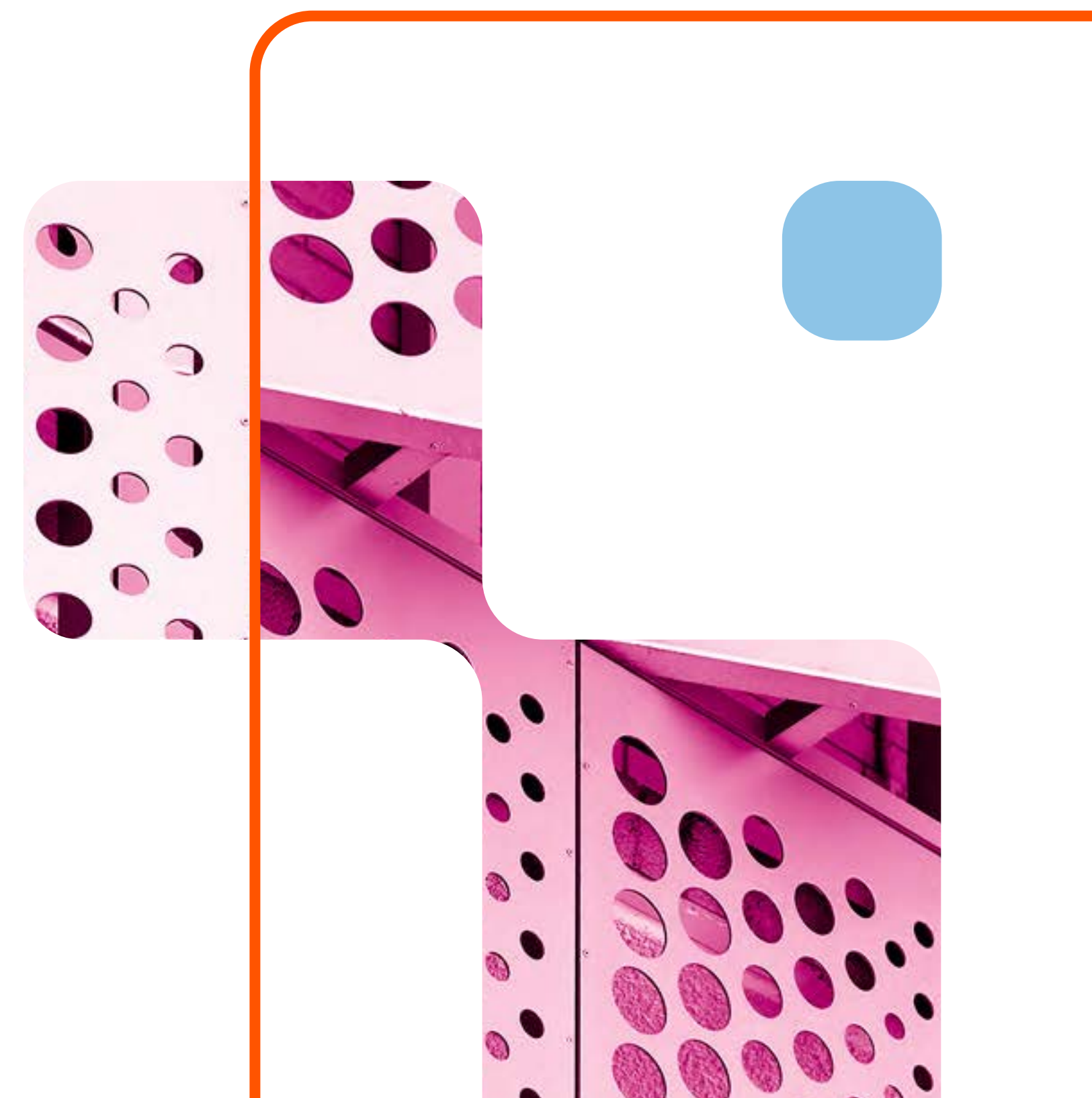
Due to the fact that the term of office of the Supervisory Board expired on 11 April 2024, i.e. on the date of the General Meeting approving the financial statements for 2023, and in connection with the resignation of Mr Aleksander Galos, Chair of the Supervisory Board, from applying to be elected to the Supervisory Board for the next term, the Committee conducted the process of evaluating the existing members of the Supervisory Board running for the next term of office, i.e. Ms Małgorzata Kołakowska, Mr Stephen Creese, Ms Dorota Dobija, Ms Monika Marcinkowska, Mr Hans De Munck and Mr Michał Szczurek. In addition, the Committee conducted a process of individual assessment of the candidates for the Supervisory Board, i.e. Ms Aneta Hryckiewicz-Gontarczyk, Mr Arkadiusz Krasowski and Mr Serge Offers. The relevant recommendations were forwarded to the General Meeting, which on 11 April 2024 adopted resolutions to change the number of members of the Supervisory Board from eight to nine members and, following the expiry of the Supervisory Board's term of office, to appoint the Supervisory Board for a new term of office consisting of: Mr Stephen Creese, Ms Dorota Dobija, Ms Aneta Hryckiewicz-Gontarczyk, Ms Małgorzata Kołakowska, Mr Arkadiusz Krasowski, Ms Monika Marcinkowska, Mr Hans De Munck, Mr Serge Offers and Mr Michał Szczurek.

At the first meeting of the new term, the Supervisory Board appointed Ms Monika Marcinkowska as Chair of the Supervisory Board, Ms Małgorzata Kołakowska as First Deputy Chair of the Supervisory Board and Mr Michał Szczurek as Deputy Chair of the Supervisory Board. At the same meeting, the Supervisory Board appointed the members of the Board Committees for the new term of office, namely: Audit Committee, Risk Committee and

Remuneration and Nomination Committee. In view of the above and the recommendation of the Supervisory Board to carry out an additional adequacy assessment for the newly appointed Chair of the Supervisory Board and the newly appointed Chairs of the Board Committees, as well as collective assessments of the Board Committees in their new compositions, the Committee - with the participation of an external company - carried out the relevant assessments, making appropriate recommendations to the Supervisory Board.

In 2024, the Supervisory Board's attention was also drawn to, among other things, the recruitment process for the position of President of the Bank Management Board. As the mandate of Mr Bruno Bartkiewicz expires in 2025, at the end of his current term as President of the Bank Management Board, i.e. on the date of the General Meeting approving the financial statements for 2024, at its meeting on 11 April 2024 the Supervisory Board also decided to initiate the recruitment process for the position of President of the Bank Management Board. After completion of the recruitment process, in which the members of the Remuneration and Nomination Committee were involved, based on the Committee's recommendation, on 3 September 2024 the Supervisory Board adopted a resolution to appoint Mr Michał Bolesławski to the position of President of the Bank Management Board as of the date of the General Meeting approving the financial statements for 2024, subject to obtaining the required approval from the Polish Financial Supervision Authority. On 20 December 2024, the Bank was informed that the Polish Financial Supervision Authority had given its consent to the appointment of Mr Michał Bolesławski as President of the Bank Management Board.

In addition, on 29 November 2024, the Supervisory Board noted the resignation of Mr Sławomir Soszyński, Vice President of the Bank Management Board in charge of the CIO Division, from seeking election to the Bank Management Board for the next term of office, which will commence on the date of the General Meeting of ING Bank Śląski S.A. approving the financial statements for 2024.







The Supervisory Board assesses that the risk management system in ING Bank Śląski S.A Group is adequate and effective. It covers all material risks and the processes for their identification, measurement, management and reporting use risk-specific instruments and techniques. The main objectives of the risk management system have been achieved in 2024 and the independence of the organisational units for risk management is ensured, as well as adequate human resources necessary for the effective performance of tasks by these units. In 2024, ING Bank Śląski S.A. satisfied all the requirements of sound business operations and capital adequacy, and in particular the Bank:

- pursued prudent lending policy. The lending processes and procedures were compliant with the regulatory requirements and best practices on the market. In 2024, the bank took account of the economic situation in its lending policy and applied more restrictive procedures towards sectors characterised by increased risk. The bank's lending portfolio was diversified with a significant share of high-quality loans granted to business entities. Within the Bank Group, credit receivables in Stage 3 represented 3.9% of the total gross exposure (measured at amortised cost), which is significantly less than the average for the entire banking sector (4.7% as at the end of 2024);

- had procedures and systems in the market risk management area (for interest rate or currency risk, among others) that meet the top market standards. Throughout 2024, individual market risk categories were managed actively so that their levels were within the limits effective at the bank. The balance sheet structure of the Bank was balanced from the currency perspective; its distinctive feature is the low share of FX receivables in the total mortgage receivables, among other things;
- maintained an adequate level of liquidity. In 2024, the regulatory limits were not exceeded and the bank's secure liquidity position is due to one of the largest stable household deposit bases among Polish banks; an important element of the bank's liquidity management is the maintenance of an adequate liquidity buffer;
- effectively managed operational risks, including model risks, meeting market standards in this respect;
- had an adequate level of own funds meeting supervisory requirements. In December 2024, the total capital ratio of the ING Bank Śląski S.A. Group was 14.85%, while the Tier 1 ratio stood at 13.76%;

- had clearly defined duties and responsibilities within its organisational structure for the development and implementation of ESG risk management mechanisms and was developing and introducing new ESG risk management methods and tools. The Bank had mechanisms in place to mitigate ESG risks as part of the KYC process and was developing an ESG risk sensitive approach to RAS limits. The Bank also has mechanisms in place to manage ESG risk as part of its standard retail and corporate lending processes, and as part of its operational risk management, reputation risk included. The Bank has developed an approach to collect the data necessary to manage ESG risks and is steadily implementing it.







The internal control system in place at the Bank adequately and effectively ensures the achievement of the main objectives of the internal control system, which were achieved at a high or very high level in 2024. This system covers all business units of the Bank and all three lines of defence. The Bank has a formal reporting path for the scale and nature of the identified irregularities and the status of corrective actions and disciplinary measures taken. Corrective actions and disciplinary measures are implemented in a timely and effective manner. The independence of the Internal Audit Department and the Centre of Expertise - Compliance is ensured, as well as the adequate human resources necessary for these units to perform their tasks effectively.

Keeping in mind moderate economic growth and geopolitical and regulatory uncertainty, the Supervisory Board believes that the Bank's attention should continue to be focused on maintaining adequate capital levels and on measures to ensure accessibility and competitiveness in terms of products and customer service quality, such as:

- adequate capital management in order to ensure safe lending growth as well as fulfilment of all present and future regulatory requirements;
- further development of the product offer, including sustainable products and electronic service channels;

- increase lending, while maintaining a prudent assessment of customer risk, which will contribute to maintaining a high quality portfolio and increasing interest income;
- maintaining an adequate level of stable deposits to provide the necessary liquidity for credit expansion;
- improvement of cost effectiveness while maintaining high quality of processes through optimal use of resources and benefits resulting from the increased scale of operations.

According to the Supervisory Board, the strategy pursued by the Bank over the last few years to increase the scale of its operations proved to be successful which is reflected in the achieved financial and commercial results. Consequently, while maintaining an adequate level of equity, the bank intends to continue it next year.





Operations of the Supervisory Board and its Committees

Evaluation of Bank's financial statements and motion on profit distribution

Evaluation of the Bank's standing

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

# 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 Warsaw Stock Exchange Rules and regulations on current and interim information provided by securities issuers





# 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 Warsaw Stock Exchange Rules and regulations on current and interim information provided by securities issuers

*The 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 is performed pursuant to Principle 2.11.4. of the Best Practice for GPW Listed Companies 2021 (hereinafter the "Best Practice 2021") that was introduced by way of GPW Supervisory Board Resolution No. 13/1834/2021 of 29 March 2021 and came into force as of 1 July 2021.*

The Best Practice 2021 was adopted by the ING Bank Śląski S.A. Management Board on 20 July 2021 and by the Supervisory Board on 22 July 2021 in the scope as defined in current report no. 1/2021 (EBI) published by the Bank on 30 July 2021, and also by the Extraordinary General Meeting of the Bank on 29 November 2021 insofar as it refers to the General Meeting and the shareholders. Since 29 November 2021, following the change in the composition of the Supervisory Board and its Committees, the Bank has been also fully applying Principle 2.9; with the development of the rules for reporting on the gender pay gap ratio, the Bank has been applying Principle 1.4.2 since 11 March 2022. The Bank published the updates

on the status of Best Practice 2021 application as part of the relevant EBI reports.

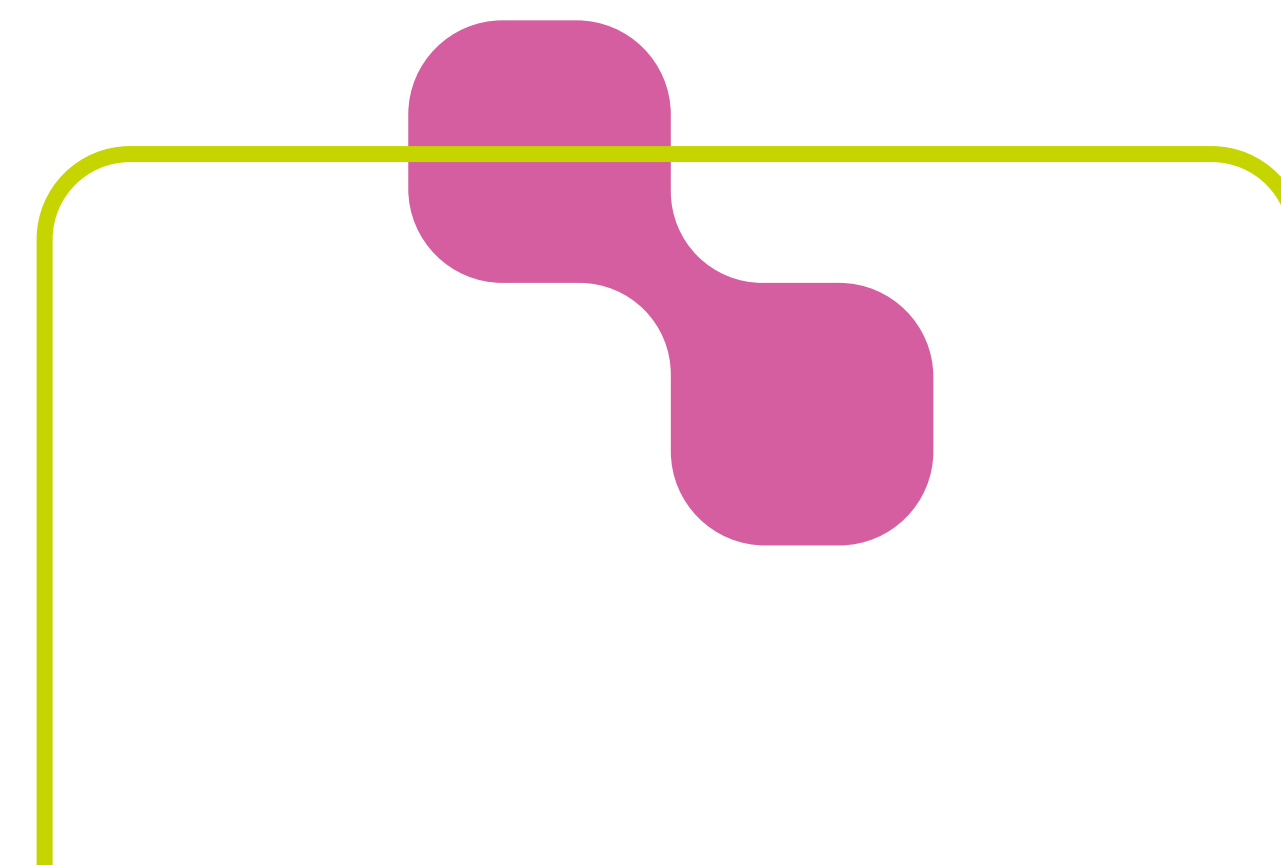
In January 2025, the Bank reviewed how the corporate governance principles arising from Best Practice 2021 were applied in 2024; it was concluded that they had been applied within the above scope.

As far as the principles of corporate governance arising from the Best Practice 2021 are concerned, and in addition to the current report of 30 July 2021 filed in accordance with the *comply or explain* principle, the Bank also makes representations, in the form and within the timeframes required by law, on the application of the principles adopted and on the scope of their applicability and relevant procedure. By analogy to previous years, a corresponding representation is an element of the Report on the Bank operations in 2024.

Irrespective of the principles arising from the Best Practice 2021, the Bank has applied the *Principles of Corporate Governance for Supervised Institutions* published by the Polish Financial Supervision Authority. On 30 December 2014, the Bank Management Board presented a *Report on Observance of "Principles of Corporate Governance for Supervised*

*Institutions"* at ING Bank Śląski S.A. The report is published on the Bank's website, along with an update on the scope of the *Principles* application. The information on the application of the *Principles of Corporate Governance for Supervised Institutions* is also an element of the Report on the Bank Operations in 2024, and is subject to an assessment by the Supervisory Board which is presented to the General Meeting hereinafter in this annual report of the Supervisory Board.

At the same time, it should be stressed that the Bank abides by the principles of corporate governance in its operations, in particular by ensuring proper access to the Bank's information to shareholders, investors, the media and all stakeholders.














### The Bank uses the General Meetings to keep an open line of communication with shareholders by:

1. responding and providing explanations to shareholders' inquiries during the General Meeting by the members of the Bank's governing bodies,
2. broadcasting the General Meeting session via the Internet, and
3. enabling the media representatives to attend the General Meeting's sessions.

Since 2020, the Bank has held the General Meetings by means of electronic communication, i.e. through transmission of the General Meeting debates in real time, two-way real time communication enabling the shareholders to make statements during the debates of the General Meeting as well as to exercise their voting right in person or by a proxy.

Furthermore, the Bank publishes the information required by the principles of corporate governance adopted by it on the website: [www.ing.pl](http://www.ing.pl).

### The Bank also uses the following channels to communicate with the stakeholders:

-  face-to-face, individual or group meetings with investors and analysts,
-  investor conferences,
-  press releases,
-  press conferences,
-  information on the media,
-  thematic conferences and seminars, and
-  webinars.

Thanks to being digitally advanced, the Bank could communicate with stakeholders in a smooth and safe manner. In 2024, ING Bank Śląski S.A. communicated with stakeholders via remote tools, enabling them to participate in all major events and undertakings.

As part of the assessment, the Supervisory Board have concluded that the documents and information regarding the application of the corporate governance principles which are published by the Bank and posted, among other things, on a separate section of the website, are true, correct and consistent. Furthermore, the Supervisory Board have evaluated the explanations published by the company in regard to the application of the corporate governance principles, and confirmed that the comments regarding the scope of the principles application are exhaustive, and that they contain sufficient subject-related information concerning the application of the corporate governance principles.

Consequently, the Supervisory Board have assessed that the Bank has applied the corporate governance principles, and has properly fulfilled its disclosure duties as to their application, as laid down in the Exchange Rules and the regulations on current and interim disclosures made by securities issuers.





# Assessment of application by ING Bank Śląski S.A. of Principles of Corporate Governance for Supervised Institutions in 2024

By Resolution No. 218/2014 of 22 July 2014 (PFSA Official Journal No. 17), the Polish Financial Supervision Authority adopted the Principles of Corporate Governance for Supervised Institutions (hereinafter referred to as: the CG Principles).

The CG Principles were adopted by ING Bank Śląski S.A. (the "Bank") in the scope as laid down in the Management Board Report of 30 December 2014, published on the Bank's website at: <https://en.ing.pl/company-profile/corporate-governance>.

Beforehand, on 28 November 2014, the draft Management Board Report received positive advice of the Supervisory Board who also on the same day accepted the CG Principles applicable to the Supervisory Board operation and its Members.

Following the amendments to the Bank Charter made by way of Resolution No. 26 of the Ordinary General Meeting of the Bank of 31 March 2015, the Bank has applied all the rules set out in the CG Principles. Since 2020, the Bank has held the General Meetings by means of electronic communication, i.e. through transmission of the General Meeting debates in real time,

two-way real time communication enabling the shareholders to make statements during the debates of the General Meeting as well as to exercise their voting right in person or by a proxy. Therefore, since that time the Bank has also fully applied the principle arising from § 8.4 of the CG Principles.

Concurrently, with Resolution No. 25 of 31 March 2015, the Ordinary General Meeting of the Bank accepted the Bank Management Board Report of 30 December 2014 and declared readiness to apply the CG Principles in the part regarding shareholders and relations of the Bank as a supervised institution with its shareholders, on the terms and conditions set out in that Resolution. The Resolution is available on the Bank's website at: <https://en.ing.pl/>.

The Supervisory Board have assessed that the actions taken resulted in adherence to the CG Principles being assured both in terms of compliance of in-house regulations therewith and their application by the Bank in the daily routine. Further, at the beginning of 2025, the Bank verified compliance with the CG Principles. During the verification exercise, validity of application of CG Principles as far as adopted by the Bank was confirmed with no instances of breach thereof in 2024 found.

The Bank governing bodies apply the CG Principles, particularly those referring to their affairs and mutual relations. The CG Principles are also followed by Bank employees and are mirrored in the day-to-day business of the Bank. The foregoing applies to the CG Principles concerning internal relations, the Bank's organisation and key systems and functions, and also the CG Principles relating to external relations with shareholders, Bank clients and other entities concerned.

Hence, the Supervisory Board have assessed that in 2024 the Bank was applying the Principles of Corporate Governance for Supervised Institutions in a proper manner.







Operations of the Supervisory Board and its Committees

Evaluation of Bank's financial statements and motion on profit distribution

Evaluation of the Bank's standing

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

# Assessment

of the rationality of ING Bank Śląski S.A.'s expenditure in connection with the policy concerning charitable and social initiatives in 2024





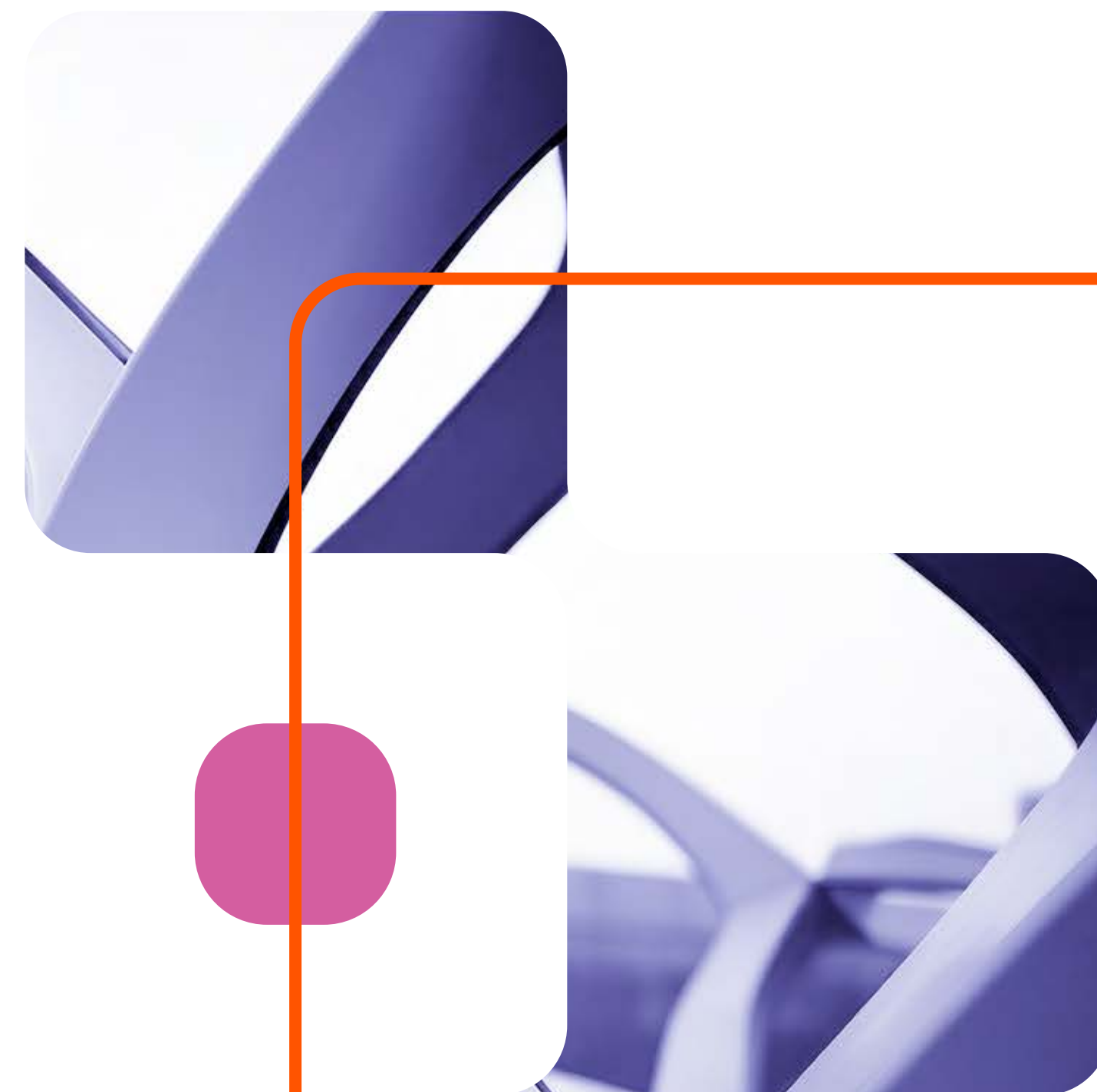
# Charity and community activities

On the basis of information received from the Bank's Management Board, the Supervisory Board conclude that ING Bank Śląski S.A.'s charitable- and social activities in 2024 focused on:

1. humanitarian aid - flood in Poland,
2. continuing assistance to Ukraine,
3. climate education, financial education, entrepreneurship development, modern technology, and sustainable development,
4. support and education of children and young people, and
5. promotion of and education in Polish modern art.

The Bank carried out those activities on its own, in cooperation with community partners and with the support of two corporate foundations – the ING for Children Foundation and the ING Polish Arts Foundation. The activities were implemented as part of ING Bank Śląski S.A.'s ESG Strategy.

In 2024, due to the flood that affected the Lower Silesian, Opole, Lubuskie and Silesian Provinces and the need to quickly help those affected, ING Bank Śląski S.A. took immediate action to help by announcing a collection and donating PLN 1 million for this purpose.







## Assistance to flood victims

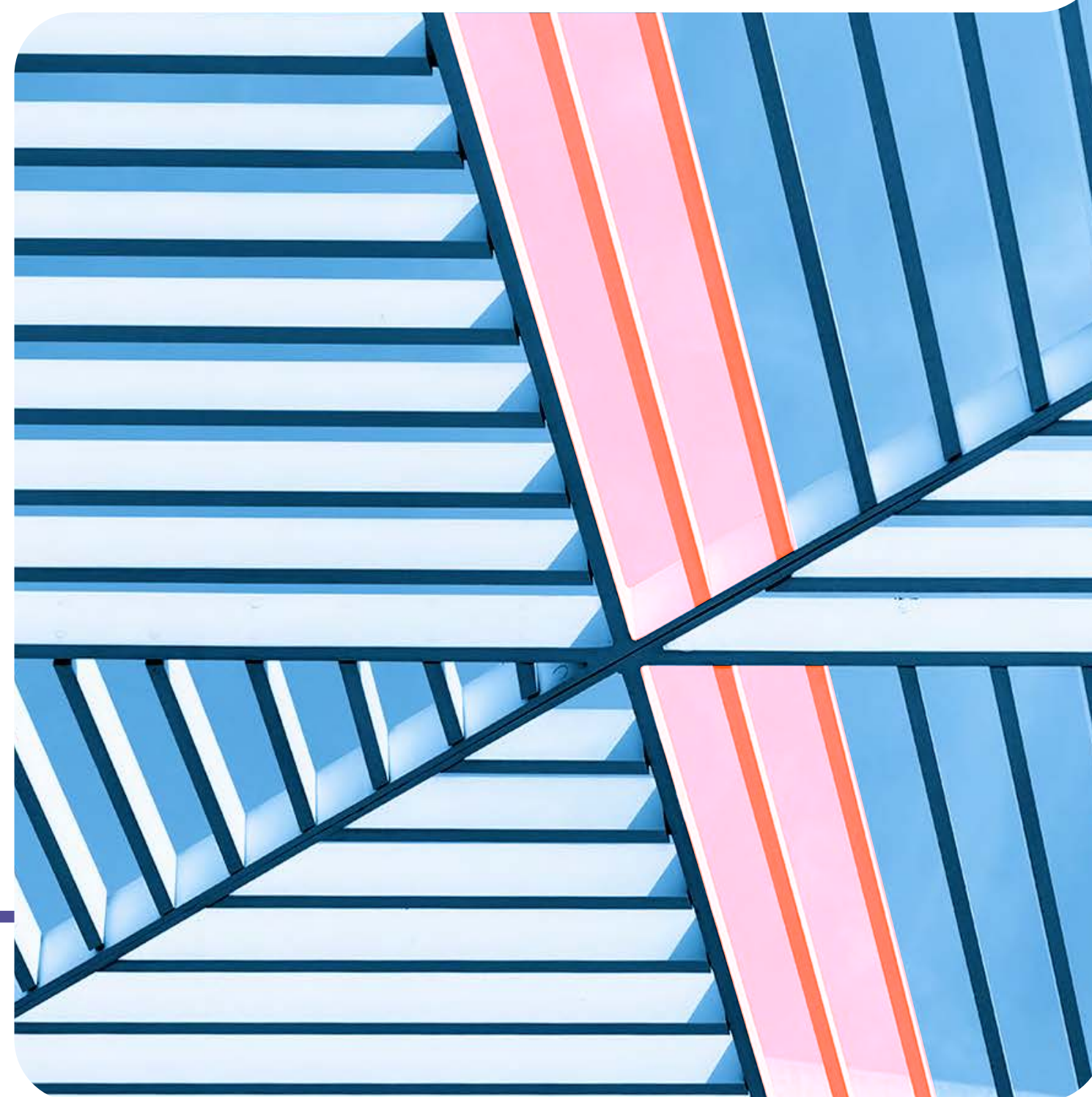
In a collection to help those affected by the flood, launched by ING Bank Śląski S.A. together with the ING for Children Foundation, more than PLN 5.6 million was collected, of which PLN 1 million was donated by the bank and PLN 200,000 by ING Hubs Poland. The money was earmarked for humanitarian aid organised by the Polish Red Cross. It went to those affected, especially children and their families. The funds, helped to provide safe shelters, food and care to people living in the devastated areas. In addition, ING Bank Śląski made a donation to the Association for the Promotion of Physical Culture "Kompas" to organise a "green school" trip for children from the flood areas.





# Continuing to support those affected by the war in Ukraine

ING Bank Śląski S.A. continued its various activities for those affected by the war in Ukraine. The Bank supported employees of Ukrainian origin with medical care and housing, and provided special benefits for employees supporting people from Ukraine at Easter and for children at St Nicholas' Day. Following the attack on the Okhmatyd Children's Hospital in Kyiv, ING Bank Śląski made a donation of PLN 50,000 to UNICEF Poland to help children and their families, particularly those affected by the shelling. ING Bank Śląski, together with the ING for Children Foundation, immediately after the rocket attack on the Children's Hospital in Kyiv launched an internal collection among the employees; the collected amount of PLN 22,121.40 was donated to UNICEF Poland.







# Working with partners

for climate education, financial education, entrepreneurial development, modern technology, and sustainable development

## Exempt from Theory – social projects olympics

In 2024, ING Bank Śląski S.A. continued, together with the ING for Children Foundation, the implementation of the ING Challenge - A Step Ahead. Once again, as part of the largest social projects Olympics in Poland, secondary school students organised their own social, cultural, technological or environmental projects that responded to real needs.

The 72 youth teams benefited from the support of 70 expert mentors from the bank and foundation in the implementation of their projects. The mentors, employees from different areas of the bank, shared their knowledge and experience with the young people and supported the participants in their community projects throughout the programme. A total of 466 participants completed A Step Ahead challenge. The most important Golden Wolf award for the implementation of the best social projects in Poland, was won by as many as 19 projects.

The bank additionally engaged in a new programme aimed at building awareness and knowledge about the use of AI tools – You A(nd)I. Selected participants in the social projects olympics, who implemented their ideas based on AI tools, took part in a webinar and classroom workshops led by bank experts.

## Ocalimy Świat, or We Save the World – an educational programme for primary school pupils

Save the World is an educational programme addressed to pupils at all levels of primary school, which combines broadening the ecological knowledge of children and young people with improving their digital competence. The programme is part of ING Bank Śląski's work on climate education for children in primary schools. The We Save the World Programme is organised by the "ABCXXI – Cała Polska Czyta Dzieciom" Foundation, with the WWF Polska Foundation as the content partner. ING Bank Śląski is a Strategic Partner. The Ministry of Climate and Environment and the National Library of Poland assumed Honorary Patronage of the Programme. Nearly 17,000 students, both boys and girls, from 219 institutions in 172 towns and cities across the country were enrolled in the second edition of the programme, which ended in June 2024. The finale of the programme was for the students to carry out their own environmental projects for the benefit of the local community and to submit presentations of their implementation to the organiser for a competition.

The inauguration of the third edition of the We Save the World Programme took place in October 2024. During the inauguration, ING Bank Śląski and WWF Poland's project for the protection of environmentally valuable areas - the Rakutowskie Mudflats - was presented.

## Warsaw Institute of Banking – Bakcyl Programme and Security in Cyberspace (BwC) and #EduSmart#Growth

As part of the industry's financial education programme Bakcyl and the Cybersecurity programme for primary and secondary school students, lessons on finance and cyber-security were taught by volunteers – employees of participating banks. Additionally, as part of the Year of Economic Education, the bank's AI experts led a nationwide lesson on artificial intelligence, which attracted 6,900 participants - students and teachers from secondary schools across Poland. The bank's cyber security experts were involved in the substantive support of a nationwide knowledge competition in this area for secondary schools and universities.

In 2024, a new programme was additionally implemented in response to need for sustainability education in secondary schools - #EduSmartGrowth. The programmes involved staff members throughout the school year - experts in banking, AI, cyber-security, ESG - who took part in podcasts for universities, lessons on AI or finance for secondary schools.





### Lesław Paga Foundation

In 2024, ING Bank Śląski was a partner of the 19th edition of the Capital Market Leaders Academy. It is an educational leadership programme for talented university students and graduates up to the age of 27 who want to develop professionally in the area of capital market, M&A, strategy and strategic projects, corporate governance, analysis and controlling, as well as process optimisation.

Programme participants took part in an intensive two-week Summer School during which they attended workshops on leadership, managerial and hard skills led by experienced managers and market practitioners. Experts from ING conducted a workshop on the functioning of banks in an inflationary environment and links to the capital market.

### ING N.V. Group's global grant fund - ING Community Investment Global Fund

The ING N.V. Group's grant fund is dedicated to projects and programmes in individual countries for Community Investments – in the areas of financial health, supporting labour market resilient professional skills and supporting entrepreneurship. The projects, prepared by local NGOs in each country, are evaluated by a grant fund jury of international ING experts. Grants for projects are provided through ING Bank Śląski S.A. on the basis of the *ING Bank Śląski S.A.'s Donations Policy*. In 2024, ING Bank Śląski provided community partners with funds for the implementation of five projects, almost PLN 1 million 8 thousand from the Community Investment Fund:

- Already Job Ready - Exempt from Theory,
- You A(nd)I,
- ABC of Economics - Czepczynski Family Foundation,
- WWF Poland Foundation,
- National Foundation for Environmental Protection.





# ING Bank Śląski S.A. Donations Policy

The Bank has *ING Bank Śląski S.A. Donations Policy* which applies to all charitable financial donations. The Donations Committee is involved in the donation process. In contrast, the *Procedure for the Resale/Donation/Deprocessing of Assets of ING Bank Śląski S.A.* regulates the area of donations in kind. Those regulations ensure a process-oriented approach to donations and the effective use of donations in charitable and social activities.

The Donations Policy defines the roles of the Donations Committee, the owner of the process, i.e. the Management Board Bureau, the due diligence requirements and the decision-making process. In 2024, ING Bank Śląski S.A. made charitable donations from its own funds totalling approximately PLN 4 million 72 thousand.

## The bank also made donations to the activities of the two corporate foundations:

1. for the ING for Children Foundation in the amount of PLN 3 million 565 thousand,
2. for the ING Polish Art Foundation in the amount of PLN 1 million 93 thousand.

## Objectives that the bank supported through donations, in selected areas of community investment in 2024:

3. assistance to children and their families affected by the flood – PLN 1,052,000,
4. support and assistance to Ukraine – PLN 97,000,
5. science, education and upbringing - especially in the area of financial and climate education - PLN 1,031,630,
6. health protection and prevention - PLN 268,000,
7. environmental protection, combating climate change - PLN 2.25 million (including a donation of PLN 2 million to the WWF Poland Foundation and a donation of PLN 250,000 to UNEP/GRID-Warsaw for the Upper Biebrza Wetland Ecosystems project).

In total, ING Bank Śląski S.A. donated **PLN 10,194,466** to social and charitable activities (amount of charitable donations and donations to corporate foundations).

Among the activities supporting science, schooling, education and upbringing – particularly in the area of financial- and climate education – were donations to: Zwolnieni z Teorii [Exempt from Theory] Foundation, Czepczynski Family Foundation.

In the area of healthcare, donations were received by foundations that have carried out activities for the improvement of health for many years, such as the Professor Zbigniew Religa Foundation of Cardiac Surgery Development in Zabrze and the Polish Foundation of Gastroenterology.

In 2024, the Bank also made in-kind donations of decommissioned IT equipment and office furniture, mostly to schools, kindergartens, welfare institutions and charity organisations. The value of IT equipment and furniture donated to foundations, associations and care facilities amounted to PLN 127,5 thousand.

**The implementation of the social mission is carried out with the support of two corporate foundations. Descriptions of the activities of the ING for Children Foundation and the ING Polish Art Foundation are attached to this Assessment.**







# Sponsorship and partnership activities

In 2024, continuing its sponsorship strategy, ING Bank Śląski S.A. engaged in activities:

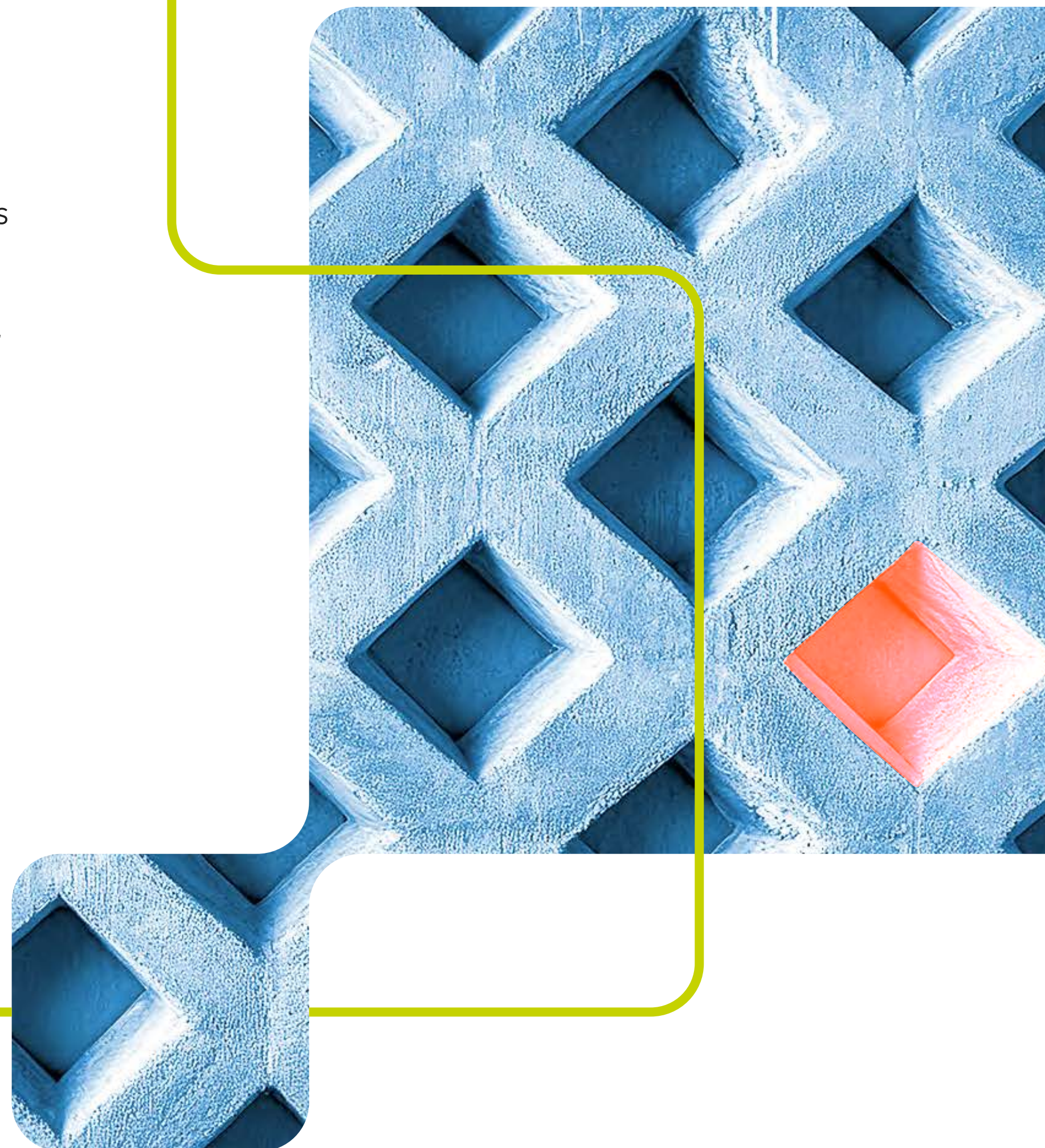
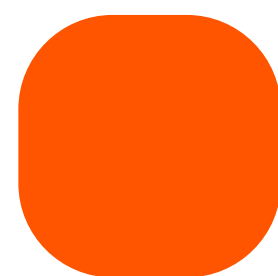
- targeting **young people** by supporting them to be resourceful and entrepreneurial in their finances and personal lives; and in their personal lives;
- related to **ESG and sustainability** - these activities are firmly embedded in our bank's business strategy as one of its priorities. The bank sees them as a field for building a long-term competitive advantage - both its own and that of its customers.
- aimed **at Entrepreneurs**, owners and executives of medium and big companies. The Bank inspires, supports and promotes innovative approaches to doing business.

Within the framework of its cooperation with social organisations (partners), the Bank actively engaged in activities for:

- financial education,
- climate education,
- business development,
- sustainable development.

The cooperation also covered aspects such as cyber security, building the competences of the future and promoting diversity and equal opportunities. It also served to exchange expertise and experience and to design solutions for the bank's internal and external stakeholders.

The area of sponsorship is regulated by the *ING Bank Śląski S.A. Sponsorship Policy*, while the area of partnerships is regulated by the *Policy for entering into partnership agreements with social organisations in ING Bank Śląski S.A.* Both policies clearly define, among other things, the principles of offer selection, verification and cooperation with bidders and partners.







In 2024, the Bank engaged in a total of 48 sponsorship and partnership initiatives, including conferences, congresses and round tables engaging in dialogue on difficult but socially important aspects. It spent just over PLN 6 million on all sponsorships and partnerships.

#### Among the highlights of the Bank's involvement in 2024 were such initiatives as:

##### European Economic Congress and EEC Trends

ING Bank Śląski S.A., as the Bank for Entrepreneurs, has supported the European Economic Congress in Katowice and EEC Trends, the conference that constitutes the programme prologue of the European Economic Congress, for many years. This time in the role of EEC Trends Partner and Main Sponsor and the ECG Online Broadcast Main Sponsor.

The EEC Trends conference took place on 8 February 2024 in Warsaw, during which the most important phenomena in the economy were discussed, namely the effects of the complicated geopolitical situation, with the war in Europe and the energy crisis on top, the transformation of the energy sector and the processes of adapting the economy to climate challenges, as well as phenomena related to the economic slowdown and the conditions and effects of digitalisation.

The 16th edition of the European Economic Congress was held on 7-9 May 2024 at the International Congress Centre in Katowice. An important backdrop for this edition of the congress

was the 20th anniversary of Poland's accession to the European Union, and the guiding principle, directing the debates, was transformation for the future. ING experts, among politicians and decision-makers, as well as numerous investors and representatives of the largest businesses who came to Silesia, discussed, among other things, the impact of technology and the regulatory environment on modern banking in Poland, digitisation, climate policy and sustainable economy.

#### During the event, Bank experts took part in a number of panel discussions:

- Andrew Bester, Head of Wholesale Banking, ING Group: *Europe - transforming for the future,*
- Brunon Bartkiewicz, President of the Management Board of ING Bank Śląski S.A.: *The banking sector and the economy, Big business, the next 20 years in the European Union,*
- Michał H. Mrozek, Vice-President of the Management Board of ING Bank Śląski S.A.: *Climate policy and sustainable economy, Investment in Poland through the eyes of business. Regress and hopes,*
- Ewa Łuniewska, Vice-President of the Management Board of ING Bank Śląski S.A.: *Digitisation in practice,*
- Rafał Benecki, Head of the Macroeconomic Research Bureau at ING Bank Śląski S.A.: *Euro - lessons learned,*

- Robert Dąbrowski, Head of the Energy Department at ING Bank Śląski S.A.: *Investment in energy, time to accelerate,*
- Adam Sar, President of the Management Board of ING Lease (Poland): *Lease, climate, economy,*
- Marcin Kościński, Managing Director of Business Banking at ING Bank Śląski S.A.: *Finance of the future,*
- Anna Glanowska-Szpor, Managing Director of the Construction Sector at ING Bank Śląski S.A.: *Construction, a challenging time,*
- Kamila Bondar, President of the Management Board of the ING Polish Art Foundation: *Art and the market.*

#### In addition, an economic report on investments created by the Bank in cooperation with PTWP was presented at the European Economic Congress by:

- Michał H. Mrozek, Vice-President of the Management Board of ING Bank Śląski S.A.,
- Rafał Benecki, Head of the Macroeconomic Research Bureau at ING Bank Śląski S.A.,
- Leszek Kąsek, Senior Economist, Macroeconomic Research Bureau at ING Bank Śląski S.A.





## European Financial Congress

In 2024, ING Bank Śląski S.A. was one of the sponsors of the European Financial Congress (EFC) in Sopot. During the congress, the topics discussed included the stability of the European and Polish financial system, measures to increase Poland's economic credibility, stimulating the growth of long-term savings and investments, and financing the sustainable development of the real estate market.

Challenges related to the financing of large investment projects (energy transition, including nuclear power, arms expenditure, participation of Polish companies in the reconstruction of Ukraine) were also discussed. A lot of attention was paid to the topics of cyber security, secure circulation of data and further digitisation of the commercial and public sphere, including issues related to AI. The EFC resulted in recommendations for Poland's financial stability and economic development. The representatives of the Management Board and experts from ING Bank Śląski S.A. participated in the Congress discussions.



## Open Eyes Economy Summit

On 19-20 November 2024, the 9th edition of the congress took place in Krakow. ING Bank Śląski S.A., as a partner since the first edition of the Open Eyes Economy Summit, supports this unique event that brings together business, science and culture, promoting the ideas of sustainability and corporate social responsibility.

This year, the Bank's activities were extremely diverse. We prepared a zone inspired by ING City in Roblox, where the youngest could learn the principles of cyber security and develop their interests through creative workshops. For adults, we created a conversation space where participants could exchange ideas and inspirations over aromatic coffee. In addition, everyone could take part in a unique activity - the joint creation of a 3D map of Europe, highlighting the Sustainability Goals and values that define the future of our continent.

## Speakers at the event included:

- Brunon Bartkiewicz, President of the Management Board of ING Bank Śląski S.A.:  
*Report "Poland's Economic Credibility Index 2024",*
- Joanna Erdman, Vice-President of the Management Board of ING Bank Śląski S.A.:  
*New technologies for green transformation,*
- Michał H. Mrozek, Vice-President of the Management Board of ING Bank Śląski S.A.:  
*Green Business: transformation and growth strategies for companies,*
- Joanna Dymna-Oszek, President of the ING for Children Foundation - Environmental Education,
- Marcin Sobczak, Vice-President of the Management Board of ING Lease:  
*Modern economy: industry, innovation, digital change,*
- Przemysław Lewicki, President of the Management Board of SAIO:  
*Local government on the web, i.e. e-communication and digitalisation of public services,*
- Małgorzata Jarczyk-Zuber, Chief ESG Innovations Officer, ING Bank Śląski S.A.:  
*Digital solutions in cities for climate improvement and corporate social responsibility.*





## Forbes Diamonds

In 2024, ING Bank Śląski S.A. became a Strategic Partner of the "Forbes Diamonds" ranking for the third time. This is an annual ranking in which the editors of Forbes Poland award the most dynamically developing companies in Poland. Last year's Diamond list included a record 16,385 companies.

The list included the companies that increased their value most rapidly in the last three years. The companies taken into account were those which submitted their financial statements to the National Court Register (KRS) or directly sent them to Dun & Bradstreet Poland. Companies in bankruptcy or liquidation were eliminated. Forbes Diamonds were awarded to those with a positive financial result and a cooperation risk factor higher than 4, assessed according to the Dun & Bradstreet Poland rating.

Awarded companies are divided into three categories according to sales revenue: small companies with sales revenue from PLN 5 to 50 million, medium-sized companies with sales revenue from 50 to 250 million, large companies with sales revenue above PLN 250 million. Small companies constitute the largest group, with 10,904 companies on the list. These are companies with high growth dynamics, sometimes even exceeding 1000%. This year, the list includes 4,023 medium-sized companies, including both companies with foreign capital and thriving family-owned companies. A large group of 1,458 companies is made up of the largest enterprises, whose revenues in 2024 exceeded PLN 250 million.

In total, in 2024, the revenues of the largest companies amounted to almost PLN 1.6 trillion and the total profits generated exceeded PLN 95 billion.

This sponsorship project is multidimensional. Each year, the winners - the leaders of the ranking - meet at festive regional galas, which are an opportunity not only to celebrate success and build business relations, but also to have an expert debate on the condition of Polish business. All participants honoured in the ranking receive diplomas and the leaders in the regions receive statuettes - Diamonds of Forbes Polska magazine. Last year's edition saw 12 regional galas, attended by more than 2.5 thousand people.

## Silesian Science Festival

ING Bank Śląski S.A. once again became a partner of the 8th Silesian Science Festival Katowice, which took place on 7-9 December 2024 at the International Congress Centre and was the culmination of a whole year of celebrations for Katowice being awarded the title of 2024 European City of Science.

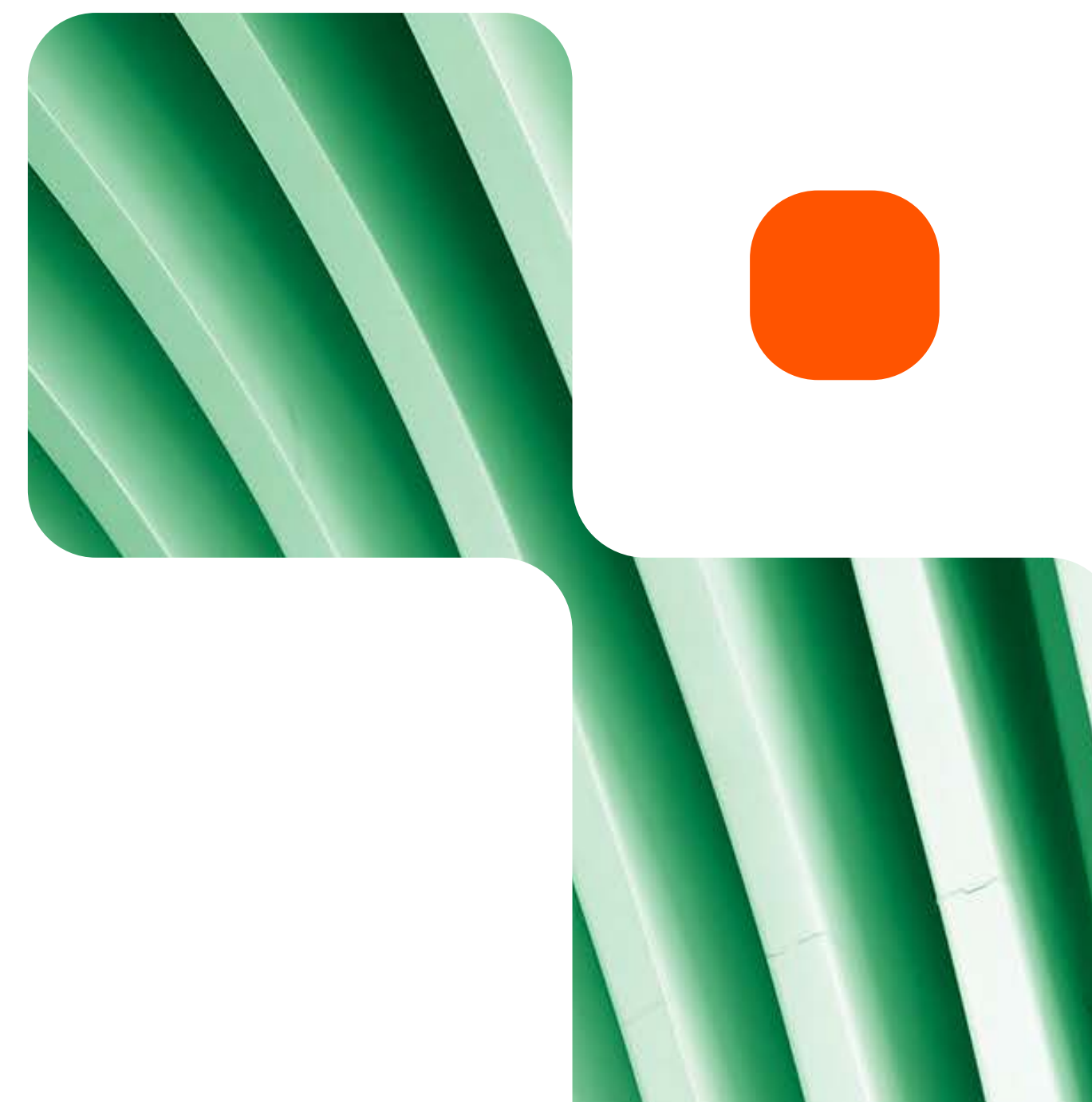
The Silesian Science Festival is an annual popular science event organised in Katowice since 2016.

Its aim is to popularise science and develop scientific interests among those living in the region. The festival programme includes more than a thousand activities, including lectures, workshops, scientific demonstrations and meetings with prominent scientists. In addition, thematic zones have been

prepared, such as the Space Zone, the Gaming Zone or the AI Zone, allowing participants to explore various fields of science in an interactive way.

During this year's edition, the festival was visited by as many as 35,000 people, including numerous school groups. This year, for the first time, ING created a zone that became a place full of learning, fun and inspiration.

Plenty of attractions awaited the visitors. Participating in workshops and quizzes, they learnt the secrets of cyber-security. In Roblox, they could discover the ING City, or they could learn Rubik's cube-solving tricks under the guidance of master Hubert Frik.







## Music festivals

The brand's involvement in musical events strongly influences how they are perceived by young people. For this reason, during the holiday period: July and August 2024, ING Bank Śląski S.A. became involved in the sponsorship of two music festivals: **Sun Festival in Kołobrzeg** and **Olsztyn Green Festival**. The Olsztyn Green Festival has played a significant role in the cultural and social landscape of Olsztyn for a decade. Already since 2014, the festival has been attracting music and ecology lovers, creating a unique place to meet and celebrate together. OGF is the only music event of its kind in Poland that strongly emphasises a commitment to ecology and sustainability. The Sun Festival in Kołobrzeg is a relatively new music event with great potential, which in just two years has clearly marked its place on the festival map of Poland, becoming the first choice among the 18-25 target group. ING chill-out zones were created for participants at both festivals, and we took care to provide devices that allowed participants to charge their phones and mobile devices during the event. The bank ensured that the ING brand was highly visible and positively associated.

## Employee network

ING Bank Śląski S.A.'s involvement in activities initiated by the **Rainbow Lions Poland Bank** employee network, which operates in the area of inclusion and integration of LGBT+ employees and allies, was material. The network has initiated sponsorship of two events in 2024.

The first initiative was the **3rd LGBTQIA Parents Congress**, organised in Katowice, Poland, in May 2024 by *We, Parents - an Association of Mothers, Fathers and Allies of LGBTQIA People*, under the honorary patronage of the Campaign Against Homophobia and the media patronages of 'Replika' and OKO.press. Its slogan was: 'The rainbow community - without it, it's just colours'. The congress was one of the forms of activity for parents of LGBT+ people, used as a platform for exchanging experience and knowledge, providing support and integration and building parental alliances that provide basic security for LGBTQIA people. The congress also aimed to consolidate alliance people and strengthen the regional community in Silesia.

Alliance building, rainbow families and support for parents of LGBT+ people (including parents who are employees of ING Bank Śląski) are important topics for the Rainbow Lions employee network. Participation in the Congress and tangible support in its organisation are therefore part of the network's strategy.

The second initiative, sponsored by the Bank, was the **Crowns of Equality** gala, organised by the Campaign Against Homophobia in September 2024. The Crowns of Equality are awards considered to be the most important recognition that is given in Poland for activities in support of the LGBT+ community.

The participation and financial support of the Crowns of Equality is part of the network's strategy to be proactive in building external perceptions of the bank as an LGBT+ friendly company.





# Summary of the assessment

The above information makes it possible to conclude that ING Bank Śląski S.A.'s policy on charitable- and social activities was conducted in a rational manner, taking into account social needs and humanitarian aid resulting from unforeseen situations. It was based on a planned- and well-thought-out sponsorship that builds and upholds the right image of the bank, and the expenditure incurred by the bank for that purpose is assessed by the Supervisory Board as reasonable and rational.

**The company pursues a transparent and effective information policy, publishing information on social-, charitable- and sponsorship activities in the annual report of the Management Board. Thus, the company has fulfilled Recommendation 1.5. of the Best Practice for GPW Listed Companies.**





Fundacja  
ING  
Dzieciom

In 2024, the Foundation conducted its activities in accordance with the ING for Children Foundation Strategy for 2024-2026, adopted and approved by the Management Board and the ING for Children Foundation Board. As a public benefit organisation, the Foundation carries out its tasks in accordance with the *Act on Public Benefit and Voluntary Activities* and within the scope defined in the *Charter of the Foundation*. It carries out its mission - We help children to be a step ahead - in three areas: We support development and education, We level the playing field and We take care of health. Each of these consists of a number of original programmes and those that the Foundation implements in partnership with local and national organisations.

In 2024, in addition to its ongoing programmes, the Foundation was involved in relief efforts following the floods that hit south-western Poland.

### Assistance to flood victims

In response to the dramatic impact of the floods, the bank, together with the foundation, decided to provide rapid assistance.

#### Collection

The ING for Children Foundation together with ING Bank Śląski S.A. set up a collection in which as much as PLN 4.4 million was collected. ING Bank Śląski S.A. contributed PLN 1 million and ING Hubs Poland PLN 200 thousand. In total, PLN 5.6 million went to those affected by the flood. The money was donated to humanitarian aid organised by the Polish Red Cross (PCK).

#### Action-Auction

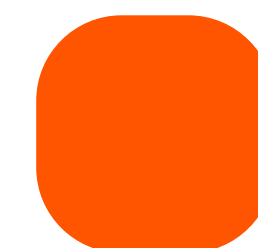
An internal auction was launched among employees, the proceeds of which were decided to be used to help those affected by the flood. The proceeds from each auction went to the ING for Children Foundation account (a total of almost PLN 16,000), the foundation contributed another PLN 9,000 and the sum of PLN 25,000 was donated to the AVALON Foundation to help people with disabilities, including children affected by the flood.

#### Special flood fund

The Foundation's Management Board decided to set up a special grant programme 'Support for organisations after the flood'. The Foundation focused its activities and resources on supporting public schools and kindergartens in flood-affected areas. PLN 500,000 was earmarked for this purpose. Each institution could apply for up to PLN 25,000 in support. By the end of February 2025, 10 donations were made, worth PLN 237,000.

#### School and hygiene packages for schools and kindergartens

Together with the Bank, the Foundation prepared 600 aid packages for children affected by the flood. These included school packages and hygiene packages. All of them went to 13 public institutions for children in the flooded areas. The packages were distributed by ING Volunteers.







## We support development and education

### Financial education

The year 2024 was declared the Year of Economic Education. The Foundation implemented a number of initiatives dedicated to financial education, entrepreneurship and future competences.

#### ▪ ABC of Economics

The Foundation, together with the Czepczynski Family Foundation, invited ING employees to participate in the 'ABC of Economics' project. The project aims to introduce children to the world of finance and develop proper financial habits on the basis of the publication "ABC of Economics, or the first steps in the world of finance". This edition was attended by 137 ING employees who reached 121 public establishments. The topic of each meeting is chosen together with the institution and responds to the current educational needs of the children. Thanks to the involvement of ING volunteers, the designated outlet receives a package of educational materials that are also used by teachers when having classes with subsequent groups of pupils.

#### ▪ Inspirational material for teachers "Economic education at your fingertips"

In collaboration with staff from the CFO Division of ING Bank Śląski S.A. the Foundation has created inspirational materials for teachers and educators to use during lessons

and workshops. The publication is available free of charge on the Foundation's website and contains nine lesson plans. Each topic includes a number of valuable fun facts and activities to consolidate the knowledge gained in action. The materials were presented at the "National Forum for the Year of Economic Education" conference held at the Warsaw School of Economics, as well as at the 9th Silesian Congress of Teachers of Pre-school Education and Early Childhood Education, the Regional Teacher Training Centre "WOM".

#### ▪ ING band at the Intergenerational Children's Literature Festival "Fathers and Children"

For the third time, the ING for Children Foundation was a partner of the Intergenerational Children's Literature Festival "Fathers and Children". This time, the foundation's events were devoted entirely to financial education and future competences, and were inaugurated at the Warsaw Stock Exchange. In addition to Warsaw, meetings were organised in Katowice, Wrocław, Lublin, Gdynia and Sopot. The meetings were attended by 300 participants.

#### ▪ A column on financial education in the "Świerszczyk" magazine

The ING for Children Foundation partnered with the "Świerszczyk" magazine for children, which published a column recommending books explaining the principles of economics to the youngest.

#### ▪ Participation in a panel at the European Financial Congress in Sopot

As part of the congress, Joanna Dymna-Oszek - President of the ING for Children Foundation - took part in the debate 'Recommendations of the banking sector for systemic educational solutions - conclusions from years of practice and experience'. The panel was hosted by the Warsaw Banking Institute.

### Climate education

#### ▪ My environment

The Foundation has published the results of the third edition of the "My Environment" competition. The jury awarded funding totalling PLN 307,650 to 40 projects. The winners included projects on: space management, animal protection and support, biodiversity protection and raising awareness of ecology among children and young people. A total of 453 ING volunteers took part in the implemented projects.





### ▪ Competition "You too can save the world"

In 2024, the ING for Children Foundation, together with the Children's Time Foundation, completed a competition to promote climate literacy for primary schools. Ten winners were selected. The highest-scoring school was visited in February 2025 by Justyna Bednarek - author of the book published by ING "You too can save the world. Green Tales from Pietruszkowa Wola". All podium places received PLN 5,000 to implement a school project supporting environmental education for children according to their own ideas. Information about the competition reached 13,000 schools. 1,209 groups and 11,221 children took part.

### ▪ Participation in a panel at the Open Eyes Economy Summit in Krakow

As part of the congress, Joanna Dymna-Oszek - President of the ING for Children Foundation - took part in the "Environmental Education" panel, talking about the foundation's climate action.

## We level the playing field

### Support for children from Ukraine

#### ▪ Children from the Zaporizhzhia Orphanage

The year 2024 was also special because of the end of more than two years of care that the Foundation provided to children from the Zaporizhzhia orphanage. By a decision

of the Ukrainian authorities at the end of June 2024, the children returned to their country. The children's departure marked the end of a certain phase of the foundation's activities and coincided with the decision to sell the recreational centre in Wisła and close the long-standing Smile Camps programme.

#### ▪ Support for Kyiv hospital

In August, together with the bank, the foundation launched a collection among ING employees for Kyiv's Okhmatdyt Children's Hospital - the largest medical centre for the youngest in Ukraine, which suffered a rocket attack. The collected amount of PLN 22,121 was donated to UNICEF Poland to help children affected in Ukraine. In addition, the Bank Management Board decided to make a donation of PLN 50,000, also to UNICEF Poland.

### Integration of children with disabilities and support for children with special needs

#### ▪ Orange Power 2024

The programme is realised thanks to the funds gained for every kilometre run or marched by ING employees in the Run Warsaw mass run and the accompanying event I march, I support. In 2024, the foundation supported

12 establishments (granting PLN 10,000 to each of them) to organise sports events for children with disabilities. The support went to the following establishments:

- » Fundacja Szerpowie Nadziei [Sherpa People of Hope Foundation] in Jastrzębie-Zdrój,
- » Complex of General Education Schools No. 5 with Integration and Special Classes in Sosnowiec,
- » The Knights of the Order of Smile Special Purpose School and Education Centre in Prudnik,
- » Stowarzyszenie Słoneczni [Sunshine Association] in Plock,
- » Fundacja Aktywnej Rehabilitacji [Active Rehabilitation Foundation], Silesia branch,
- » Fundacja Tośka i Przyjaciele [Tośka and Friends Foundation] in Gliwice,
- » Stowarzyszenie na Rzecz Dzieci z Porażeniem Mózgowym „Bliżej Nas” [Association for Children with Cerebral Palsy 'Closer to Us'] in Tychy,
- » Fundacja Sprawne Wspinanie [Efficient Climbing Foundation] in Krakow,
- » Lubelskie Stowarzyszenie Sportowe "Sprawni Razem" [Lublin Sports Association "The Agile Together" in Zamość,
- » School and Kindergarten Complex for Deaf and Hard of Hearing Children in Katowice,
- » Fundacja Pomocy Dzieciom Kolorowy Świat [Colourful World Children's Aid Foundation] in Łódź,
- » The Janusz Korczak Vocational School No. 2 in Poznań.







Thanks to their participation in Run Warsaw and I march, I support, ING employees devoted 4,744 hours to volunteering. In addition, ING employees got involved in a sports challenge in the Worksmile app - Active Charity People, where for every kilometre of activity the bank pledged to donate 10 groszes to the foundation. Thanks to the action, an amount of PLN 20,706.17 was collected, which was also donated to the next edition of the Orange Power programme. In this challenge, ING employees devoted as many as 25,348 hours to volunteering.

#### ▪ ABC of Empathy

The ING for Children Foundation took part in the "ABC of Empathy" project, which allows children to develop awareness and sensitivity to the needs of others, teaches empathy and tolerance. The project uses the book "ABC of Empathy, because we are all the same" and educational materials prepared on its basis. 40 ING volunteers visited 32 school and kindergarten establishments to conduct activities with the youngest children.

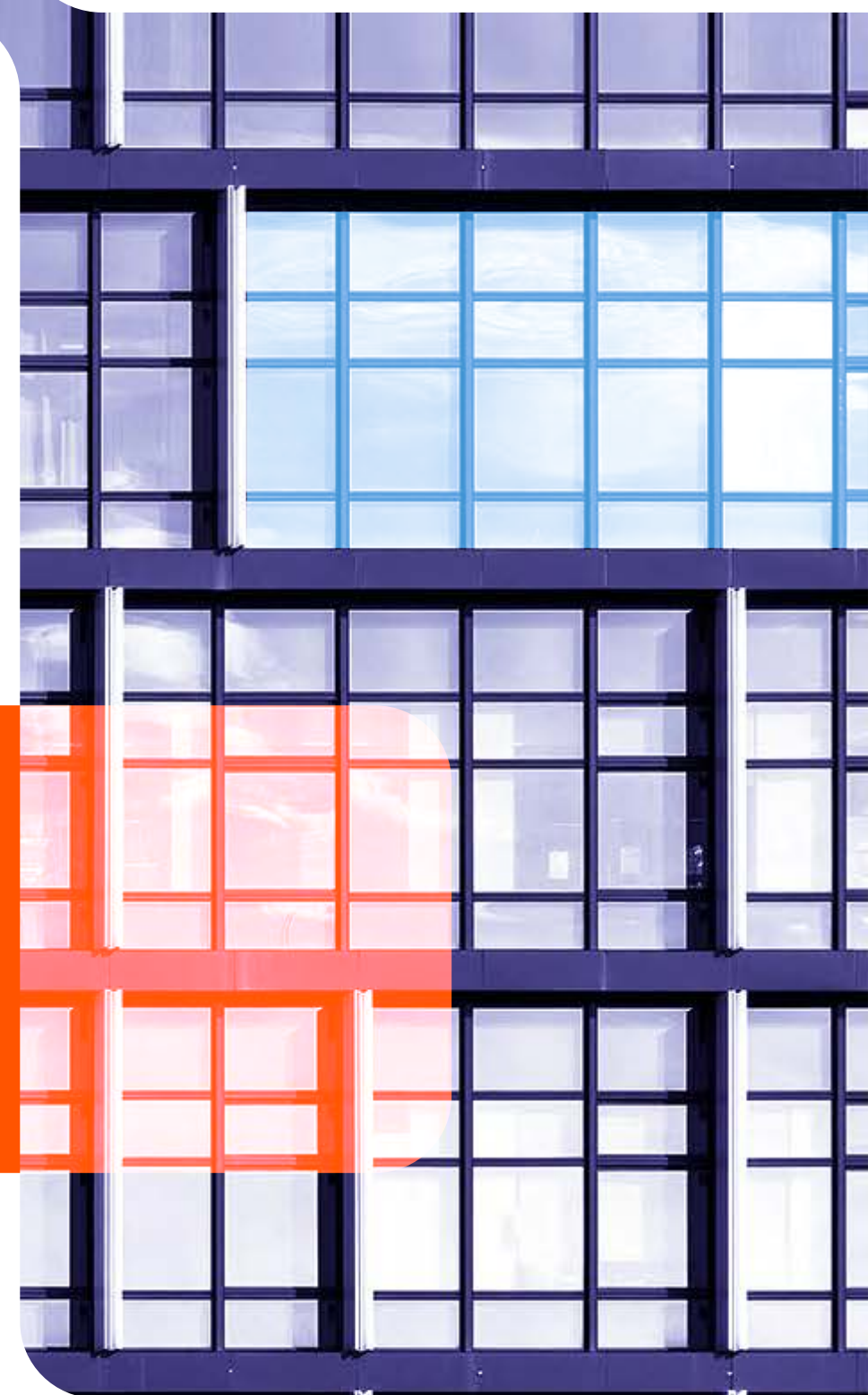
### Support for children in difficult life situations

#### ▪ Orange Backpack

During the holiday season, the foundation launched its Orange Backpack campaign. ING employees joined in and together managed to prepare 246 backpacks for children from 9 institutions. Those who were not able to prepare the backpacks could donate any amount to the foundation's account. The collection brought in PLN 4,712.

#### ▪ Letter to Santa Claus

In 2024, ING employees, together with ING Hubs Poland, prepared a record number of parcels as part of the Letter to Santa Claus campaign. Together, they managed to give gifts to as many as 689 children from 16 different institutions in Poland. Those who did not have the opportunity to prepare a gift could donate any amount to the foundation's account. The collection managed to raise PLN 10,816, which was used to purchase the missing presents. In addition, the "Świetlikowo" Children's Hospice in Tychy also received support in the amount of PLN 16,000 as part of the campaign.







## We care about health

### Bibliotherapy

- **Guides for parents and teachers of children on the autism spectrum**

The ING for Children Foundation, in cooperation with the Synapsis Foundation, has prepared the "Guidebook for Teachers. Working with Children on the Autism Spectrum" and "Guidebook for Parents of Children on the Autism Spectrum", as well as lesson plans for teachers of classes 1-3 and 4-8, which introduce students to topics related to the autism spectrum and support work with students on the autism spectrum. The materials are available on the foundation's website.

- **Storytelling therapy in hospitals**

The ING for Children Foundation donated 300 books to the Zacztyani Foundation, "Lucjan lew, jakiego nie było" [Lucjan, the Lion One of Its Kind], thus joining the action of reading to children in children's hospital wards.

- **The play "A Friend, the One of Its Kind"**

In 2024, the foundation continued its collaboration with the National Polish Radio Symphony Orchestra in Katowice on the children's performance 'Przyjaciel, jakiego nie było' (A Friend, the One of Its Kind), based on the book 'Lucjan,

the Lion One of Its Kind'. The adaptation of the storyline for a musical performance is a joint step taken by the NOSPR and the ING for Children Foundation to create valuable and socially engaged productions for children and their families.

### Mental health

- **Sensory-friendly concerts**

In 2024, ING volunteers were again involved in the 'Pianissimo' and 'Espressivo' concert series organised by the National Polish Radio Symphony Orchestra in Katowice. Those were sensory concerts with a unique idea – to enable people with high sensory sensitivity to participate in musical events. The 5 concerts were supported by 34 ING volunteers.

### Supporting sick children

- **Oncology collections for children**

In 2024, the foundation continued its programme of oncology collections for children among ING employees. 28 collections were published, raising PLN 44,586 among ING employees. The foundation contributed PLN 10,000 to each collection, bringing the final amount to PLN 324,586.

- **Launch of the "Przemek Fund"**

To commemorate our colleague, long-time ING employee Przemysław Sobieszczuk, his social commitment and ongoing work on behalf of patients, the foundation set up the 'Przemek Fund', with a donation of PLN 100,000 to the EB Poland Foundation and the patients under its care. The aim of the EB Poland Foundation is to work towards improving the health of patients suffering from Epidermolysis Bullosa (EB for short), a disease with which Przemek has also struggled.

### Voluntary service

The implementation of all the above programmes would not have been possible if it were not for the tremendous commitment of ING employees. We proudly emphasise that ING Volunteering is our strength! ING Bank Śląski S.A. and the other companies of the ING Bank Śląski S.A. Group provide all employees with the opportunity to use 8 hours per year for volunteering, in accordance with the *Work Regulations of ING Bank Śląski S.A.* and the work regulations of the other Group companies. Every employee who takes advantage of that opportunity records their volunteering time in an internal system. We meet on campaigns within the hours registered by employees in the internal system, as well as after working hours and at weekends. As a result, in 2024 employee-volunteers devoted as many as 42,890 hours to participating in volunteering initiatives. In addition, employees who report volunteering for the ING for Children Foundation are covered by insurance.





The Foundation provides financial and substantive support to volunteers. In addition to the My Environment grant competition, ING employees can benefit from the Good Idea Fund. In 2024, the foundation awarded funding for the implementation of 68 ideas for a total of PLN 341,017. Nearly 3,473 children participated in the implemented projects. 422 ING volunteers were involved in the implementation.

In 2024, the ING for Children Foundation organised 9 volunteer trainings attended by 310 ING employees. Training courses covered financial education, environmental education and effective community project writing.

## Financing

### In 2024, funding for the Foundation's activities came from:

- donations from the founder (ING Bank Śląski S.A.) in the amount of PLN 2,961,777.46 (the funds were allocated to the foundation's current activities, including the implementation of programmes for children and young people),
- donations from subsidiaries (ING Lease Polska, ING Commercial Finance, ING Bank Hipoteczny) totalling PLN 126,994.50 (funds were used to implement programmes for children and young people),
- donations from ING employees and customers and contributions to a charity collection for flood victims in the amount of PLN 4,647,783.91 (funds were donated to the PCK organisation and the Avalon Foundation),

- donations by ING employees to the Kyiv hospital in the amount of PLN 22,121.40 (funds were donated to UNICEF Poland),
- donations from ING employees and customers for aid activities for Polish children in the amount of PLN 204,340.84 (the funds were used to implement programmes for children and young people),
- proceeds from funds received from 1.5% tax for public benefit organisations in the amount of PLN 93,348.50 (funds to be transferred in 2025),
- payroll programme (monthly donation from ING employees deducted from wages) in the amount of PLN 8,314.00 (the funds were used to implement programmes for children and young people),
- from the support of the County Office of Cieszyn - remuneration for the stay of children from Ukraine in our recreation centre in the amount of PLN 223,160.03 (the funds were allocated to help and care for children from Zaporizhzhia being under the care of the foundation in our recreation centre in Wisła),
- deposits of PLN 56,857.48.

The ING for Children Foundation's total cash income for 2024 was **PLN 8.3 million**.

In 2024, the foundation spent **9.8 million** on social and outreach programmes, as well as on personnel and maintenance costs for the centre in Wisła. The difference between income and expenses was covered by the foundation's own funds held in a bank account.

## Reports and communication

The ING for Children Foundation communicates its activities transparently through information on its website and social media. It sends mandatory reports to the National Revenue Administration, the National Freedom Institute and the Central Statistical Office. In addition, in 2024 the foundation published a report on its activities for 2023. It included descriptions of the foundation's permanent programmes, actions and events. The report shows the perspective of the foundation's staff, ING volunteers and representatives of partner organisations - all those thanks to whom the foundation is able to implement social programmes and support children most in need.





The ING Polish Art Foundation was established to support Polish artists and showcase current phenomena in art. The Foundation builds a collection of contemporary art and carries out a number of artistic and educational projects. At the same time, it carries out statutory activities related to developing the collection and promoting the artists associated with it. In 2024, the Foundation implemented its projects in accordance with the action plan adopted and approved by the Management Board and the Foundation Board. The founders of the Foundation's activities in 2024 were ING Bank Śląski S.A. and ING Hubs Poland, fitting in with the ING Group's global programme of patronage of the arts, which plays an important role in creating the organisation's culture.

## Art collection

The Foundation's art collection consists of works created after 1990 by Polish living artists. Currently, the collection includes almost 300 works of art - 93 paintings, 81 photographs, 42 works on paper, 52 objects (sculptures, ceramics, textiles, etc.), 15 videos and 16 installations. The collection includes works by 50 female and 78 male artists. The Foundation's collection remains one of the few corporate collections in Poland. In 2024, works of the following artists were added to the collection: Karolina Jarzębak (object), Emilia Kina (painting and photographs), Adam Kozicki (paintings), Michał Łuczak (photographs), Joanna Rajkowska (video and photographs) and Anna Zaradny (video).

## Galeria 1 Piętro [Gallery on the 1st Floor]

120 works from the Foundation's collection are presented permanently in the open space of the Gallery on the 1st Floor in the Plac Unii building at Puławska 2 in Warsaw. The exhibition is located on the first floor of the shopping centre and is one of the few in the capital, a permanent presentation of the most interesting phenomena in Polish art after the 1990s, with access for the public. It is also the only office and conference space of its kind in Poland for bank employees, with a permanent exhibition of contemporary art works, meeting rooms and a café. The space features works by classics such as Jarosław Modzelewski and Zbigniew Libera, as well as works by artists of the young and youngest generation - Karolina Jabłońska, Cezary Poniatoski and Agata Ingarden. Other works from the collection are distributed in bank spaces in cities throughout Poland.

The Foundation's collection can be also viewed online. You can see images of works from the collection on the foundation's website under a Creative Commons licences (Attribution, Non-commercial use, No derivative works).





## Exhibitions, presentations and events

The Foundation's permanent activities include presentations and projects carried out in the Podgląd Gallery, located in the shop window of the bank's headquarters at Puławska 2 in Warsaw. Thanks to its location, access to the presented content is available to all passers-by, 24 hours a day. In 2024, the gallery had 8 editions, during which works from the Foundation's collection were presented, as well as one special project, the result of a collaboration between invited art curators from the Turnus gallery and people participating in the portfolio reviews of the Artist-Professional programme.

In the Foundation's headquarters building, a shopping centre space, a large-format Screen was launched at the end of 2023, accessible to all visitors, on which video works are presented. In 2024, films from the Foundation's collection as well as external projects, including one related to participants in the Artist-Professional programme, were screened at monthly intervals.

The Foundation also continued its public programme of guided tours of the collection and meetings with artists in the 1st Floor Gallery space. In 2024, there were 10 open tours, six meetings for organised groups and four for pupils and students, gathering a total of around 500 people.

As part of sharing and loaning works from the Foundation's collection, works have been shown at 12 exhibitions and events in Poland and abroad, including: *Władysław*

*Hasior-Daniel Rycharski "I can tell you about myself about you" at the State Art Gallery in Sopot, Patch! Darn! The Long Life of Clothes at the Castle Cultural Centre in Poznań, The Colour of Energy at the Vienna Contemporary in Vienna, Change to come at the Staatlichen Kunstsammlungen in Dresden, Revisions of Modernity. Modernism in the Third Republic of Poland at the National Museum in Krakow.*

2024 is also the year of the eighth edition of the Foundation Award during Warsaw Gallery Weekend. Through the Award, the Foundation supports Polish artists and WGW-affiliated galleries that build the position of the Polish art scene on the international art market. This year, the Foundation's collaboration with the WGW has expanded to include new activities. The Foundation financed 13 initiatives, selected through a competition, which took place in autumn in Warsaw galleries and institutions as a performative and educational programme accompanying Warsaw Gallery Weekend and attracted over 700 recipients.

### Artist - Professional

In 2024, the Artist: The Professional project, addressed to students and novice artists, took place for the eighth time. The aim of the project is to prepare for the moment of graduation and the professionalisation of artistic activity, to level the playing field and to support professional development. During the classes, you can learn about tools

and practices to help you function as an artist. Lectures, workshops and portfolio consultations are given by art curators, artists and activists, exhibition producers and art market specialists, among others. The 2024 edition included 8 online lectures for 3010 registered participants and 230 portfolio consultations led by 16 specialists in the field, as well as a trip to the Summer School in Burdąg. All lectures were interpreted into Polish Sign Language. The recordings from this edition, as from previous editions, together with additional supplementary materials, have found their way into the Knowledge Base and are available to everyone on the Foundation's website ([ingart.pl](https://ingart.pl)).

### Educational offer for Bank employees

Traditionally, the Foundation started the year with a series of online meetings with ING employees. In the fourth edition of the 'Lunch Course on Art', the starting point for each of the seven meetings were works of art that had recently been added to the Foundation's collection presented in the context of interesting social phenomena or events in the lives of artists.

More than 20 guided tours of the Foundation's collection were held for the bank's employees and clients at Gallery the 1st Floor. As every year, there were also joint walks and visits to exhibitions as part of Warsaw Gallery Weekend. In addition, the Foundation communicated its activities to bank employees via a monthly newsletter.





Operations of the Supervisory Board and its Committees

Evaluation of Bank's financial statements and motion on profit distribution

Evaluation of the Bank's standing

Assessment of application of Principles of Corporate Governance

Assessment of expenditure on charitable and sponsorship initiatives

Implementation of the diversity policy

# Update

on the implementation status of the diversity policy for the Bank Management Board and Supervisory Board in 2024





Guideline 2.11.6 of the 2021 Best Practice for GPW Listed Companies is the basis for presenting information on the implementation of the diversity policy with regard to the Management Board and Supervisory Board of ING Bank Śląski S.A. in 2024.

The *Diversity Policy for ING Bank Śląski S.A. Management Board and Supervisory Board Members (Policy)* has been in place at ING Bank Śląski S.A. since September 2018. Following the positive recommendation of the Remuneration and Nomination Committee of the Supervisory Board of ING Bank Śląski S.A., the *Policy* was implemented by Bank Supervisory Board Resolution No. 60/X/2018 of 20 September 2018. The *Policy* was updated twice, by way of:

- *Resolution of the ING Bank Śląski S.A. Supervisory Board No. 57/VIII/2019 of 6 June 2019, and*
- *Resolution of the ING Bank Śląski S.A. Supervisory Board No. 24/V/2022 of 11 March 2022. The amendments were accepted by way of Resolution No. 34 of the ING Bank Śląski S.A. General Meeting of 7 April 2022.*

## Objective of the Diversity Policy

### 1. The *Policy* seeks to:

- reach a wide scope of powers when appointing Supervisory Board and Management Board Members to have diverse points of view and experience and to enable issue of independent opinions and reasonable decisions within a given body, and
- ensure high quality of tasks performed by the managing 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 the 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, apart from knowledge, competences and professional experience, the *Policy* covers gender- and age-related differences, and applies them to arrive at the best outcome.
3. When taking a decision to appoint members of the managing bodies, the Bank takes into consideration the fact that more diverse management body fosters constructive challenge and discussion based on different points of view. The *Policy* seeks to ensure representation of both genders in the selection and succession planning processes. At the same time, the *Policy* stipulates that 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.





How to achieve the Diversity Policy objective

- 1. In order to implement the Policy, the Remuneration and Nomination Committee of the Supervisory Board sets a target value for the representation of the underrepresented gender in the Bank Management Board and Supervisory Board and adopts a plan to achieve the target value.

The value is determined in accordance with the duration of the term of office of the Bank 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 a given body. It is 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 will document the reasons for this, the measures to be taken and the timing of such measures to ensure that the target value is reached.

- 2. In 2020, the target value for the diversity ratio in the Bank's governing bodies was set at 30% of women to 70% of men (+/- 2%). The value is tested separately for the Bank Management Board and Supervisory Board. Verification of talents and update of the successor base, while keeping in mind the objectives of the Policy, were the measures identified by the Committee in order to achieve the target.

Information on the implementation of the Diversity Policy in 2024

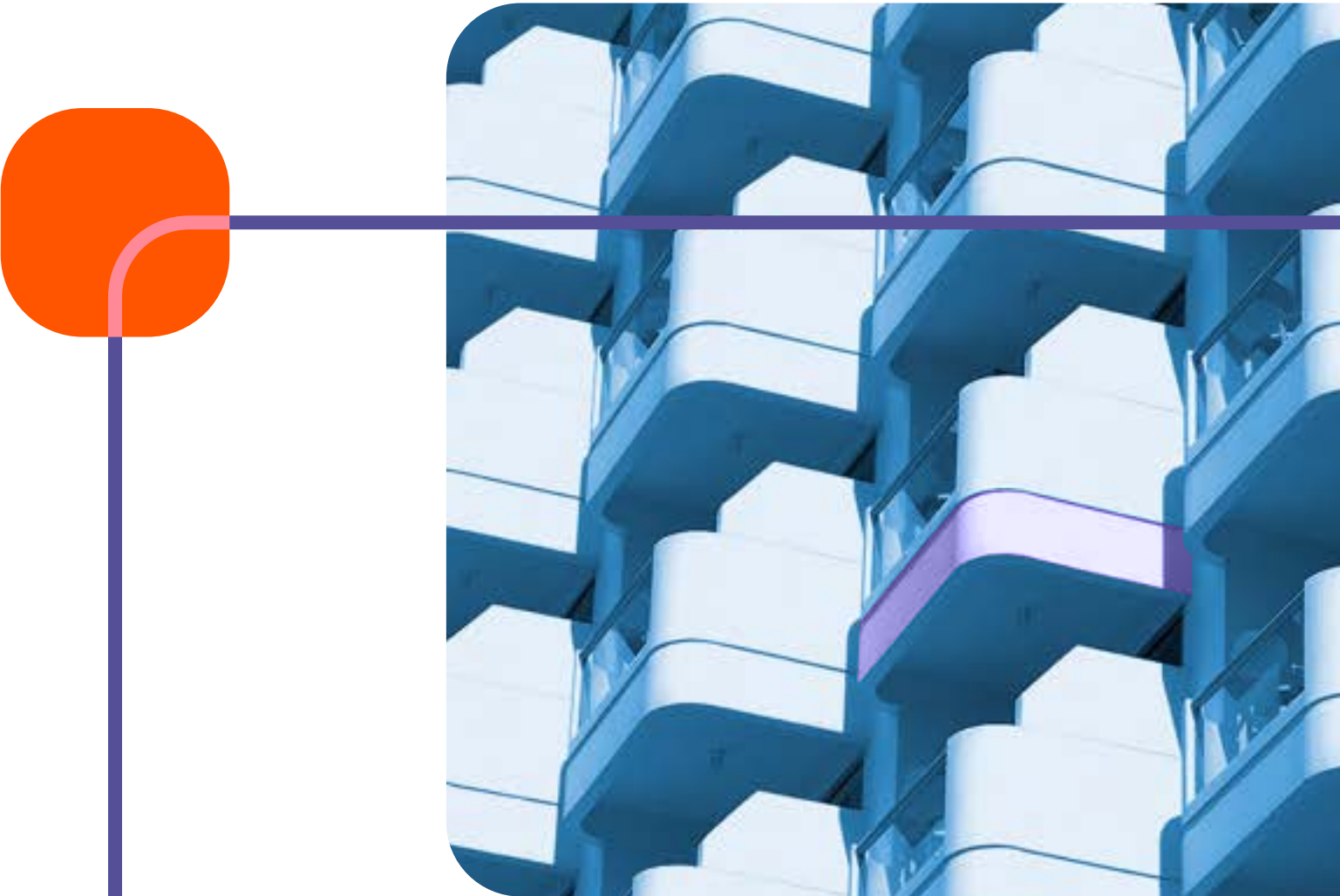
- 1. In accordance with the provisions of the Policy, the HR units presented the information on the determination of the status of gender representation in the Management Board and Supervisory Board of ING Bank Śląski S.A. to the Remuneration and Nomination Committee at their meeting on 7 June 2024. According to the data presented, the diversity indicator understood as the number and percentage of women on the body was as follows:

Management Board composition		
Number of members	Number of women	% share of women
8	4	50%

Supervisory Board composition		
Liczba członków	Number of women	% share of women
9	4	44%

In addition, as part of the information provided, the Remuneration and Nomination Committee reviewed benchmarking studies on diversity indicators for ING Bank N.V. and the largest banks in Poland. Furthermore, the Committee was provided with EBA Report on the benchmarking of diversity practices no. EBA/REP/2020/05 and EBA Report on the benchmarking of diversity practices and the gender pay gap of 7 March 2023.







2. Policy implementation on the Bank Management Board:

- There were no changes in the composition of the Bank Management Board during 2024 that would affect the diversity indicator.

Matrix by gender as at 31 December 2024

Number of members	Number of women	% share of women
8	4	50%

Matrix by age as at 31 December 2024

Number of members	Age		
	below 30	from 30 to 50	over 50
8	0 (0%)	2 (25%)	6 (75%)

- Bank Management Board Members are appointed and recalled, considering the requirements of the *Banking Law Act*. The President of the Management Board and the Vice-President supervising the management of the risk material to the Bank's business are appointed upon the approval of the Polish Financial Supervision Authority.

The Supervisory Board appoint the Members of the Bank Management Board from among the candidates selected on the basis of succession plans and, if necessary, from among external candidates who have passed the suitability assessment procedure and received a positive recommendation of the Remuneration and Nomination Committee. The process of succession planning and selection of suitable candidates is described in detail in the *Policy of appointing, onboarding and recalling Members of the Management Board of ING Bank Śląski S.A.*

- The Bank put in place the processes to ensure a composition of the Bank Management Board that allows that body to get access to a broad scope of competences when appointing its members in order to acquire various perspectives and experience and to enable that body to issue independent opinions and make reasonable decisions. Objective fact-based criteria and diversity benefits are considered, first and foremost, when selecting competent people with a view to ensuring high quality of task performance by the Bank Management Board.
- Job profiles have been developed for the positions in the Bank Management Board. They specify the responsibilities, and also the requirements in terms of knowledge and competence and the expected engagement in terms of time commitment required to perform the function. The current composition of the Bank Management Board represents a wide range of knowledge, competencies and experience, which is verified in accordance with 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. The suitability of the persons being Bank Management Board Members is reviewed periodically as part of the assessment of the primary- and secondary individual suitability and of the collective suitability of the Bank Management Board as a body.

Individuals appointed to the Bank Management Board have high qualifications. All Members demonstrate adequate experience and knowledge to manage the Bank in the areas reporting to them.

Matrix by education as at 31 December 2024

Education				
economics	finance and statistics	banking and finance	foreign trade	engineering
3	1	1	2	1

The education of the Bank Management Board Members is supplemented by additional qualifications and certificates obtained through additional courses of study, post-graduate studies and specialised training, mainly in business management, but also qualifications such as the licence of a statutory auditor. Each Member of the Bank Management Board has extensive professional experience.





3. Policy implementation of the Supervisory Board:

- In 2024, there were changes in the composition of the Bank Supervisory Board that affected the diversity indicator as compared to 2023.

Matrix by gender as at 31 December 2024

Number of members   Number of women   % share of women		
8	4	44%

Matrix by age as at 31 December 2024

Number of members	Age		
	below 30	from 30 to 50	over 50
9	0 (0%)	4 (44%)	5 (56%)

- Members of the Supervisory Board are appointed by the General Meeting during a secret voting, upon considering the requirements set out in the *Banking Law Act* and in the *Policy of appointing and recalling Members of the Supervisory Board of ING Bank Śląski S.A.*, 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.

- Job profiles have been developed for the functions in the Bank Supervisory Board. They specify the responsibilities, and also the requirements in terms of knowledge and competence and the expected engagement in terms of time commitment required to perform the function. The current composition of the Supervisory Board represents a wide range of knowledge, competencies and experience, which is verified in accordance with 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.* The suitability of the persons being Supervisory Board Members is reviewed periodically as part of the assessment of the primary- and secondary individual suitability and of the collective suitability of the Supervisory Board as a body.

Individuals appointed to the Bank Supervisory Board have high qualifications. All Members demonstrate adequate experience and knowledge to properly supervise the Bank.

Matrix by education as at 31 December 2024

Education
economics
9

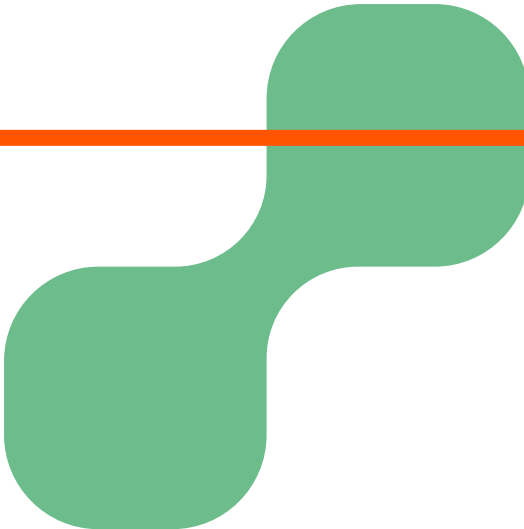
The education of the Supervisory Board Members is supplemented by additional qualifications and certificates obtained through additional courses of study, post-graduate studies and specialised training, mainly in management, accounting, law, information technology, but also qualifications and licences of, for instance, certified accountant or certified controller. Each Member of the Supervisory Board has extensive professional experience.

- Nationality of the Board Members is an additional criterion differentiating the Supervisory Board Members. There are three Members on the Supervisory Board whose nationality is other than Polish.

Matrix by nationality as at 31 December 2024

Polish	other
6	3

The Supervisory Board assess that in 2024 the Bank properly implemented the assumptions of its diversity policy.





**Update on amendments to the ING Bank Śląski S.A. Supervisory Board Bylaw**

This update is presented to the General Meeting as part of agenda item 8 of the ING Bank Śląski S.A. General Meeting, convened to be held on 29 April 2024: *Presenting the update on amendments to the Supervisory Board Bylaw*.

The duty to update the General Meeting on amendments to the *Bank Supervisory Board Bylaw* derives from recommendation no. 9 set out in Recommendation Z of the Polish Financial Supervision Authority (hereinafter: the PFSA) on corporate governance principles at banks, which has been in effect since 1 January 2022.

Most significantly, pursuant to recommendation no. 9, where the *Supervisory Board Bylaw* is enacted by the Supervisory Board rather than by the General Meeting, the General Meeting shall be updated on the *Bylaw* enacted, or the General Meetings shall approve it, depending on the solution adopted at the bank.

ING Bank Śląski S.A. has adopted a solution, whereby the Supervisory Board enact their own *Bylaw* (§24.4 of the *ING Bank Śląski S.A. Charter*). Therefore, the relevant information on the applicable *Supervisory Board Bylaw* and amendments thereto will be presented to the General Meeting.

In 2024, the *Supervisory Board Bylaw* was updated only once. The amendments which were adopted with Supervisory Board Resolution No. 105/XIX/2024 of 29 November 2024 specified the provision regarding the moment of expiry of the mandate of a Supervisory Board Member in the case of the Supervisory Board Member being recalled by the General Meeting. The amendment to the *Supervisory Board Bylaw* reflected the amendment made to the *Charter of ING Bank Śląski Spółka Akcyjna* by way of Resolution No. 26 of the Ordinary General Meeting of 11 April 2024 on amending the *Charter of ING Bank Śląski Spółka Akcyjna*.

To fulfil the duty envisaged under Recommendation No. 9, the current version of the *ING Bank Śląski S.A. Supervisory Board Bylaw* has been enclosed herewith for the General Meeting. The current version of the *Bylaw* can be also found on the ING Bank Śląski S.A.'s website, tab: *Company profile/ Legal documents*.





## ING BANK ŚLĄSKI S.A. SUPERVISORY BOARD BYLAW

### I. General Provisions.

#### § 1

The Supervisory Board of ING Bank Śląski S.A. (hereinafter referred to as the “**Supervisory Board**”) acts pursuant to the Banking Law, Commercial Companies Code, Bank Charter and this Bylaw.

#### § 2

1. The Supervisory Board supervises all areas of the Bank operation on a continuous basis.
2. The authority of the Supervisory Board is provided for by the Banking Law, Commercial Companies Code as well as other legal regulations and provisions of Bank Charter, considering regulatory recommendations and guidelines.

### II. Supervisory Board Composition, Mandate and Term.

#### § 3

1. The Supervisory Board is composed of Members elected by the General Shareholders Meeting by secret ballot.
2. The number of the Supervisory Board Members is determined by the General Shareholders Meeting; however it should be at least five (5) and not more than eleven (11). At least half of the Supervisory Board Members, including the Supervisory Board Chair, should be the citizens of the Republic of Poland.
3. The Supervisory Board Members should have specialist knowledge of and experience in each material area of operations pursued by the Bank and understand the nature and risk of Bank's operations inside out.
4. At least two Members of the Supervisory Board should be free from any relations with the Bank, its shareholders or employees, if those relations could significantly affect the ability of the said Member to take impartial decisions (“**Independent Members**”).
5. The Independent Members should meet the following criteria in particular:
  - 1) they are not or have not been over last 5 years from the appointment date, Members of the senior management, and they are not or they have not been Members of the Bank Management Board or of the management board or other managing body of a related unit of the Bank,





- 2) they are not or have not been over last 3 years from the appointment date, employees or persons employed under a different agreement of a similar nature at the Bank or its related unit,
- 3) they do not exercise control as defined in the Accounting Act or do not represent persons or entities that exercise control over the Bank,
- 4) they do not receive or have not received any additional considerable remuneration from the Bank or its related unit, except for remuneration they received as Members of the Supervisory Board or other supervisory or control body, including the Audit Committee,
- 5) they do not maintain or did not maintain during last year from the appointment date any material business relations with the Bank or its related unit, directly or as an owner, partner, shareholder, Member of the supervisory board or other supervisory or control body, or a senior management Member such as a Member of the management board or other managing body of the entity that maintains such relations,
- 6) they are not or have not been over last 3 years from the appointment date:
  - a) owners, partners (including general partners) or shareholders of the existing or former auditing firm performing the audit of the Bank's financial statements or of its related unit, or
  - b) Members of the supervisory board or other supervisory or control body of the existing or former auditing firm performing the audit of the Bank's financial statements, or
  - c) employees or senior management, including members of the management board or other management body of the existing or former auditing firm performing the audit of the Bank's financial statements or of its related unit, or
  - d) other natural persons whose services were used or that were supervised by the existing, or former auditing firm or statutory auditor acting on its behalf,
- 7) they are not members of the management board or other managing body of the unit where the Management Board Member is a member of the supervisory board or other supervisory or control body,
- 8) they have not been Supervisory Board Members for more than 12 years,
- 9) they are not spouses, persons remaining in cohabitation, direct relatives or kinsmen and secondary relatives or kinsmen up to the fourth degree – of the Bank Management Board Member or persons referred to in items 1-8,
- 10) they are not persons related due to adoption, custody or guardianship with the Bank





Management Board Member or persons referred to in items 1-8,

11) they are not actually or materially connected with the shareholder having at least 5% of the total number of votes at the General Meeting of the Bank.

6. The persons being candidates for the Supervisory Board Member should submit a statement, determining whether the candidate meets the criteria for being the Independent Member as indicated in section 5, and also whether there exist the circumstances causing the candidate to be dependent.

7. The Supervisory Board Member is required to inform the Bank immediately, however not later than before the following meeting of the Supervisory Board, about each a change to the status laid down in section 5 as well as about any new circumstances possible to affect the independence assessment.

8. Each Supervisory Board Member is required to submit at least once a year the statement referred to in section 6. The statement is made at the beginning of the calendar year.

9. The statements referred to in sections 6 and 8 shall be verified by the Bank, in particular during the suitability assessment of the candidate or suitability re-assessment of the Supervisory Board Member.

10. The Supervisory Board appoint a Supervisory Board Chair and one or two Deputy Chairs from among Members.

11. The Supervisory Board Chair shall be selected in particular on the basis of experience and team management skills, upon accounting for the independence criterion.

12. Should two Deputy Chairs be selected, the Supervisory Board shall entrust the role of Deputy Chair I to one of them.

13. The Supervisory Board Chair should not combine this function with chairing the Audit Committee of the Supervisory Board.

14. In the absence of or if there is an impediment to performing the function of the Supervisory Board Chair, the Chair's rights and obligations are performed by the Deputy Chair. If two Deputy Chairs were elected, Deputy Chair I and in their absence the other Deputy Chair shall perform the rights and obligations of the Board Chair in the circumstances described in the foregoing sentence.

#### **§ 4**

1. Supervisory Board Members are appointed for a joint term of office which shall commence upon the appointment date and last for the four subsequent full accounting years.

2. Mandates of the Supervisory Board Members expire as of the day of the General Shareholders Meeting approving the financial statements for the last full year of their office.

3. The mandates of the Supervisory Board Members expire before the end of the term:

1) in case of resignation of the Supervisory Board Member from his/her office, as of the day of





notifying the Bank thereof or as of the day specified in the resignation letter, which shall however not be earlier than the notification day,

2) in case of recalling the Supervisory Board Member by the General Shareholders Meeting, as of the recalling date,

3) in case of death of the Supervisory Board Member.

4. If, due to the expiry of a mandate, the number of the Supervisory Board Members decreases below 5 Members, the Supervisory Board Chair shall notify the Bank Management Board about the urgent need to convene the Extraordinary Shareholders Meeting in order to supplement the Supervisory Board composition to at least the statutory minimum.

5. The Supervisory Board Member should not resign from this function during the term of office, under the circumstances when the resignation could be to detriment of the Supervisory Board's functioning and, in particular, in the aspect of passing resolutions.

### III. Supervisory Board Members.

#### § 5

1. Subject to section 2 herein, the Supervisory Board Members may perform their duties exclusively in person.

2. The Supervisory Board Members may participate in adopting Supervisory Board resolutions by casting their votes in writing through the agency of another Supervisory Board Member. Casting the votes in writing cannot refer to the issues added to the agenda during the Supervisory Board meeting.

3. The Supervisory Board Member should perform his/her function in an active manner, showing the necessary level of commitment and devoting the time as required to perform the tasks properly, notably by active participation in meetings and other works of the Supervisory Board and its Committees. In his/her actions, each Supervisory Board Member shall consider interest of the Bank and the independence of opinions and judgements.

4. In case the Supervisory Board Member cannot attend the meeting, s/he is obliged to inform the Supervisory Board Chair thereof, stating reasons for his/her absence.

5. The Supervisory Board Member is obliged to inform the Supervisory Board Chair about any obstacles to execute his/her mandate that may last for more than 6 months. If the impediment referred to hereinabove relates to the Supervisory Board Chair, the Chair notifies the Deputy Chair accordingly. The notification should be made in writing or via means of electronic communication.

6. In the case of impediment referred to in section 5, should a person concerned not submit his/her resignation, the Supervisory Board Chair may apply § 4 section 4 hereof. If the impediment to executing





the mandate relates to the Supervisory Board Chair, the Deputy Chair shall be vested with the said right.

7. In the event referred to in section 6, the Supervisory Board Chair or the Deputy Chair respectively notifies the Chair of the Remuneration and Nomination Committee about the ensuing situation in order to verify whether the suitability of the Supervisory Board needs to be assessed.

## **§ 6**

1. The Supervisory Board performs their functions collectively. The Supervisory Board may delegate their Members to perform certain supervisory activities autonomously, however, it shall define the principles for such supervision.

2. Delegated Supervisory Board Members should advise the Supervisory Board of their supervisory activities and their outcome at least once a quarter in the financial year.

3. Under their supervisory functions, the Supervisory Board shall have the right to control the entire scope of the Bank activities, and in particular to:

- 1) check books, records and documentation,
- 2) audit the Bank assets and carry out financial control,
- 3) request that the Bank Management Board, holders of commercial powers of attorney and persons employed under a contract of employment or regularly performing for the Bank certain activities under a contract of mandate, a contract for specific work or other contract of similar nature develop or deliver thereto any information, documents, reports or clarifications concerning the Bank, and its operations or assets in particular; the request may also pertain to the information, report or clarification held by the body or obligated person for the subsidiaries or related companies,
- 4) participate in the meetings of the Bank Management Board.

4. The information, documents, reports or clarifications referred to under section 3.3) shall be delivered to the Supervisory Board immediately, but not later than within two weeks from the date of request notification to the body or the obligated person, unless otherwise stated in the request.

5. The scope and mode of control and supervisory activities performed personally by the Supervisory Board Member shall be determined every time by the Supervisory Board or by the Supervisory Board Chair authorised by the Supervisory Board.

6. The Member of the Supervisory Board may be delegated temporarily to perform the functions of a Bank Management Board Member who is unable to perform his/her duties.





## § 7

1. When performing their duties, a Member of the Supervisory Board should exercise due diligence connected with the professional nature of their business and should remain loyal towards the Bank. A Supervisory Board Member will not violate the duty of due diligence connected with the professional nature of their business when acting in a loyal manner towards the Bank and with justified business risk (the so-called business judgement rule), including based on the information, analyses and opinions which should be accounted for in given circumstances while performing due assessment.
2. The Member of the Supervisory Board is obliged to keep secret all information obtained while performing his/her supervisory duties, also after expiry of his/her mandate.
3. The obligation to keep the information secret refers especially - pursuant to relevant legal regulations - to the State-, banking- and trade secrets, as well as to reports and information that the Bank, as the issuer of publicly traded securities, is obliged to disclose to the Polish Financial Supervision Authority and Securities and Stock Exchange Commission, Stock Exchange and news agency before making them public.
4. The Supervisory Board Member is also obliged not to disclose the subject and course of the Supervisory Board meetings, as well as resolutions and results of voting of the Supervisory Board; moreover, s/he is obliged to protect documents given to him/ her and being the subject of the Supervisory Board's works from the access of unauthorised persons.

## § 8

1. When performing an activity not related to his/ her function on the Supervisory Board, the Supervisory Board Member should refrain from taking up professional activity or non-professional activity, including non-profit activities, that could lead to a conflict of interest, otherwise adversely impact his/her reputation of the Member of the Supervisory Body of the Bank or if the time devoted to such activity would prevent proper performance of duties at the Bank.
2. Immediately after taking up the mandate, each Supervisory Board Member is obliged to place a written declaration to the Supervisory Board on:
  - 1) business activity carried out by him/her in person outside the enterprise of the Bank with the indication whether the said activity is competitive for the Bank, i.e. is even partially convergent with the Bank's business,
  - 2) being involved in a competitive company as a partner to a civil partnership or partnership or to any company or a member of another competitive legal entity,
  - 3) performing a function of a management or supervisory board member, other than set forth in item 2, of any company or other entity carrying out business activity, and about holding





functions in other entities,

- 4) holding shares or stakes in any company, if the said shares or stakes authorise the Supervisory Board Member to execute at least 5% of votes at a general shareholders (partners) meeting,
- 5) volume of Bank's shares held or rights to those shares (options),
- 6) personal, business and organizational connections with the shareholder having at least 5% of the Bank's shares.

Personal connections are understood as of family character (1<sup>st</sup> degree next of kin relationship or family connection) with the shareholder or member of its bodies if the shareholder is a body corporate.

Business connections are understood as any business relations.

Organisational connections are understood as relations resulting from the employment contract or similar legal relation.

3. The declaration referred to in the foregoing section, made by the candidate for the Supervisory Board Member, shall be deemed as the declaration made by the Supervisory Board Member.
4. The Supervisory Board Member is obliged to communicate forthwith each change that took place during his/her term, in the scope set forth in section 2.
5. The Supervisory Board Member may be additionally obliged to submit other declarations, if the obligation of their submission results from the regulations in force or the Bank's internal regulations.

## **§ 9**

1. Pursuant to § 7 hereof, subject to § 20 section 1 item 2 hereof, the Supervisory Board Members should be moderate in contacts with mass media and prudent in relation to any external entrepreneurs, body corporates, individuals and organisational units, including in particular the Bank customers.
2. At the nearest Supervisory Board meeting, the Supervisory Board Members should inform the Supervisory Board about any activities and events stipulated in the foregoing that have taken place between the Supervisory Board meetings, and at the Supervisory Board Chair's request, they should present a written report.

## **§ 10**

The Supervisory Board Members shall be responsible for any damage to the Company resulting from the activities contrary to the law or provisions of the Charter.

## **IV. Committees of the Supervisory Board.**





## **§ 11**

1. In order to support the Supervisory Board in performing its functions, the Supervisory Board shall appoint out of members the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee. If necessary, the Supervisory Board may also establish other Committees. The Committees perform consulting and advisory functions for the Supervisory Board and also deliver on other tasks under the law, instructions and recommendations of the regulator. When establishing a Committee, the Supervisory Board determines the tasks and rules of operation thereof.
2. The Members of the Supervisory Board may be at the same time Members of more than one Committee, with the proviso that Committee compositions should not be identical.
3. The Supervisory Board shall select Committee Members, including the Chair, at their first meeting in the new term of office. When selecting Members, the Supervisory Board factors in that all the Committee Members may rotate vis-à-vis the previous term of office. The Supervisory Board may rotate Committee Members during the term of office as well. Committee Members should be so selected as to cater to the need of adequate combination of knowledge, competence and experience in the area of a given Committee in order to ensure the broadest possible understanding of analysed matters, their objective assessment and taking of adequate decisions.
4. The Committees should cooperate with one another, whenever required.
5. Chairs of the Committees organise the works of the Committees and manage them; they represent the Committees in relations with other Committees and corporate bodies of the Bank and exercise other activities as set out in Committees Bylaws.
6. The Committees advise the Supervisory Board of their supervisory activities and their outcome at least once a quarter in the financial year. The principles of information delivery to the Board have been defined in the Committee Bylaws.

## **§ 12**

1. The mission of the Audit Committee is to support the Supervisory Board in monitoring and supervising financial reporting, the internal and external audit and management system in the Bank and its related companies, especially the adequacy and effectiveness of the internal control system and risk management system, and the relationships between the Bank and the entity auditing the Bank's financial reports.
2. The Audit Committee is composed of at least three Supervisory Board Members. The majority of the Audit Committee Members, including the Chair, should meet the independence criteria of the Independent Members of the Supervisory Board. The Committee may choose for assistance some





experts not being Members of the Supervisory Board.

3. The detailed scope of operation and functioning of the Audit Committee is determined by the Bylaw passed by the Supervisory Board.

### **§ 13**

1. The mission of the Remuneration and Nomination Committee is to support the Supervisory Board in monitoring and supervising the human resources and payroll area of the Bank, selection of Management Board Members, the diversity policy, the assessment of suitability of Management Board Members, the succession plans, employee rotation processes, Bank employees satisfaction survey and remuneration and bonus policy.

2. The Remuneration and Nomination Committee is composed of at least three Members of the Supervisory Board. The majority of the Remuneration and Nomination Committee Members, including the Chair, should meet the independence criteria of the Independent Members of the Supervisory Board. The Committee may choose for assistance some experts not being Members of the Supervisory Board.

3. The detailed scope of operation and functioning of the Remuneration and Nomination Committee is determined by the Bylaw passed by the Supervisory Board.

### **§ 14**

1. The mission of the Risk Committee is to support the Supervisory Board in monitoring and supervising the risk management process, including the management of the operational risk, credit risk and market risk, as well as the process of internal capital quantification and the review of strategy and procedures of internal capital quantification and ongoing internal capital maintenance, capital management and capital planning, as well as the model risk.

2. The Risk Committee is composed of at least three Members of the Supervisory Board. The majority of Committee Members, including the Chair, should meet the independence criteria for the Supervisory Board Members. The Committee may choose for assistance some experts not being Members of the Supervisory Board.

3. The detailed scope of operation and functioning of the Risk Committee is determined by the Bylaw passed by the Supervisory Board.

## **V. Organisation of the Supervisory Board Work.**

### **1. Preliminary Provisions.**





## **§ 15**

1. Subject to the provisions §17, the Supervisory Board shall pass resolutions during meetings.
2. The Supervisory Board shall hold the meetings at least five times a year, and at least once a quarter.

## **§ 16**

1. The Supervisory Board's decisions, excluding the matters of routine, shall be made in the form of resolutions.
2. The Supervisory Board resolutions may cover in particular:
  - 1) formulating conclusions and recommendations stemming from the performed supervisory and control activities,
  - 2) granting permits and approvals,
  - 3) approval of strategies, policies and other documents,
  - 4) providing opinions,
  - 5) reports, assessments and information submitted by the Supervisory Board to the General Meeting, including in particular:
    - a) the annual report of the Supervisory Board for the previous financial year, providing at least for the following:
      - the results of the evaluation of the financial statements and the Management Board's reports on the operations of the Bank and its Group in the financial year, as well as the Management Board's motion regarding the distribution of the Bank's profit or loss coverage,
      - the evaluation of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function,
      - the assessment of performance by the Management Board of disclosure duties towards the Supervisory Board,
      - the total remuneration due from the Bank for all the research and analyses commissioned by the Supervisory Board in the financial year, in the manner set out in § 39,
      - the summary of the operations of the Supervisory Board and its committees in the financial year along with information on the composition of the Board and its Committees,
      - the 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,
      - the assessment of legitimacy of the Bank's expenditure borne in connection with





the policy concerning charitable and sponsorship initiatives,

– the update on the implementation status of the diversity policy for the Bank Management Board and Supervisory Board,

b) remuneration report for the ING Bank Śląski S.A. Supervisory Board and Management Board Members,

c) the report on the evaluation of the payroll policy at the Bank,

6) other matters within the Supervisory Board authority.

3. The Supervisory Board resolutions are valid only if all the Members of the Supervisory Board have been invited to the meeting, and more than a half of them, including the Supervisory Board Chair or at least one Deputy Chair, are present at the meeting.

4. The Supervisory Board adopt resolutions by absolute majority of votes. The requirement of the absolute majority of votes is fulfilled when the number of votes in favour of a given resolution exceeds half of all the valid votes. When the number of votes in favour of a given resolution is equal to the sum of votes against and abstained votes - then, the vote of the Supervisory Board Chair is decisive.

5. In the case of conflict between the Bank's interests and the interests of a Supervisory Board Member, their spouse, relatives and in-laws up to the second degree and the persons to whom Board Members are personally related, and in particular in the situations referred to in §8 section 1, a Supervisory Board Member should disclose such a conflict to other Board Members and should refrain from participation in resolution of such cases. S/he may further request that the foregoing be recorded in the minutes.

## **§ 17**

1. The resolutions of the Supervisory Board may be passed in writing, without summoning a meeting. A draft resolution should be submitted to all the Supervisory Board Members so that they could get acquainted with it and to declare in writing the acceptance or rejection thereof. The Supervisory Chair may set a deadline for submitting declarations on accepting or rejecting the draft resolution.

2. The resolutions may also be passed through means of distance communication, including but not limited to outside of the meeting. In that case, the provision of §29.4 shall apply accordingly. All the Supervisory Board Members should be notified about the contents of the draft resolution as well as about the date of passing the same.

3. The resolutions passed pursuant to sections 1 and 2 herein are signed by the Supervisory Board Members who were taking part in adopting the said resolutions.

4. Information on the resolutions passed outside the meeting as provided for in sections 1 and 2,





including their number, a voting list of the Supervisory Board Members and voting results, a resolution date, subject matter of individual resolutions and any dissenting opinions is recorded in the minutes of the subsequent Supervisory Board meeting.

#### **§ 18**

1. The resolutions of the Supervisory Board are adopted in an open voting. For the matters laid down in the law, the Supervisory Board Chair orders the secret ballot. Amendments to the draft resolutions may be made during the meeting. Have any amendments been proposed, there should be a double voting: the former refers to the said amendments, and the latter to the amended draft resolution. Results of the voting are announced by the Supervisory Board Chair. Each Member of the Supervisory Board present at the meeting is entitled to have his/her remarks or dissenting opinion included in the minutes prior to their validation, notably if s/he recognises that the decision of the Supervisory Board contradicts interest of the Bank. The remarks not included and dissenting opinions are minuted along with the reasons for their non-inclusion.
2. The resolutions of the Supervisory Board are signed by all Members of the Supervisory Board present at the meeting.
3. The resolutions of the Supervisory Board bear subsequent numbers, number of the minutes, and the date and procedure of their adoption.

#### **§ 19**

1. While performing their control and supervisory functions, the Supervisory Board may also issue recommendations.
2. The recommendations are made pursuant to the provisions hereof, stipulating the procedure of passing the Supervisory Board resolutions.

## **2. Duties of the Supervisory Board Chair.**

#### **§ 20**

1. The Supervisory Board Chair:
  - 1) manages the work of the Supervisory Board,
  - 2) represents the Supervisory Board outside the Bank and before other Bank bodies, including individual Members of the Bank Management Board,
  - 3) initiates the adoption of a resolution pursuant to § 17 hereof,
  - 4) sets in the motion initiatives, proposals and documents to be discussed by the Supervisory





Board,

- 5) interprets the provisions hereof,
  - 6) determines the organisation and principles of office support for the Supervisory Board and supervises, with the support of the Deputy Chairs, execution of the same,
  - 7) takes up other actions resulting hereof.
2. The Supervisory Board Chair is required to properly organise the works of the Board, and to summon the meetings of the Board in particular.

### 3. Preparation of Meetings.

#### § 21

Within their powers and duties, the Supervisory Board take up actions at their own initiative or at the initiative of individual Members of the Supervisory Board, or on the grounds of motions and proposals presented by the Bank Management Board or any other authorised persons or bodies.

#### § 22

An issue is submitted to the meeting upon being included in the agenda of the meeting.

#### § 23

1. Prior to including a given issue in the agenda, the Supervisory Board Chair examines whether it comes within the Supervisory Board's competencies and whether the mover is authorised to make such a motion, and whether the issue is duly prepared in the factual aspect.
2. The Supervisory Board Chair rejects or returns to the mover an issue that does not meet formal submission conditions or is unduly prepared in the factual aspect, indicating the way or scope of necessary supplements.
3. While including a given issue in the agenda of the meeting, the Supervisory Board Chair may designate its reporter out of the Supervisory Board Members.
4. If necessary, the Supervisory Board Chair may order the work, research, opinions or expertise so that the Supervisory Board could review and resolve an issue. The provisions of §39 shall apply to the situation where the Supervisory Board intend to commission third parties to perform such works.

#### § 24

1. The Supervisory Board Chair summons the meetings of the Board with the use of invitations in which s/he sets the date, hour and venue of the meeting as well as the proposed meeting agenda and the manner of use of means of distance communication during the meeting..





2. If necessary, the Supervisory Board Chair orders to provide the Supervisory Board Members with copies of materials submitted to the meeting as well as opinions and expertise, if any.
3. If necessary, the Supervisory Board Chair invites to the meeting the persons mentioned in § 28, as well as advisors and experts.
4. The Supervisory Board Chair informs the President of the Bank Management Board about the date and venue of the Supervisory Board meeting.

#### **§ 25**

The invitation to the Supervisory Board meeting shall be sent to all Supervisory Board Members and other persons invited at least a week before the date of the meeting. The Chair may shorten this period in justified cases.

### **4. Supervisory Board Meetings.**

#### **§ 26**

The first meeting of a newly appointed Supervisory Board is summoned and opened by the President of the Management Board or the eldest newly elected Member of the Supervisory Board.

#### **§ 27**

1. The meetings of the Supervisory Board are summoned by the Supervisory Board Chair or by the Deputy Chair in the absence of the former, in accordance with the accepted plan or depending on needs.
2. The Supervisory Board may hold meetings also when not formally summoned, provided all the Supervisory Board Members consent thereto or do not raise objection against inclusion of individual matters in the meeting agenda.
3. The Management Board or a Member of the Supervisory Board may request that a Supervisory Board be summoned and suggest the meeting agenda. The Supervisory Board Chair summons the meeting with the meeting agenda as requested; the meeting is to be held within two weeks from the receipt date of the request at the latest.
4. Should the Supervisory Board Chair not summon the meeting of the Supervisory Board pursuant to the provision of section 3 herein, the requesting party has the right to summon the said meeting on his/her own.
5. Where the number of the Management Board Members drops below the minimum statutory level as a result of the expiry of the mandate, the Supervisory Board meeting shall be summoned immediately.





## **§ 28**

1. The Supervisory Board meetings may be attended, without the right to participate in voting, by Members of the Bank Management Board, and other Bank employees relevant for an issue discussed and invited by the Supervisory Board Chair, as well as other persons.
2. Irrespective of the right, as referred to in section 1, the persons managing the Internal Audit Department Director and the Centre of Expertise – Compliance or their deputies participate, without a voting right, at the Supervisory Board meetings.
3. The Supervisory Board notify the key statutory auditor who audited the financial statements of the Bank – against an at least one-week notice – of the date of the meeting during which the financial statements and the reports of the Management Board on Operations of the Bank and its Group in the financial year and the Management Board motion on Bank's profit distribution or loss coverage are to be discussed and the annual report of the Supervisory Board is to be developed. The Bank ensures participation of the key statutory auditor or another representatives of the audit firm at the Supervisory Board meeting to enable them to present the audit report to and respond to questions of the Supervisory Board.

## **§ 29**

1. The meetings of the Supervisory Board are held in the seat of the Bank.
2. The meeting can be held at the place other than the one mentioned in section 1, if so stated in the meeting invitation.
3. Supervisory Board meetings can be attended also using means of distance communication.
4. The use of means of distance communication can take the form of use of means of telephone, audio-visual and electronic communication. The applied means should ensure identification of the person attending the meeting as well as ensure for that person to exercise his/her rights, and to speak and vote during the meeting in particular.

## **§ 30**

1. The Supervisory Board meetings are chaired by the Supervisory Board Chair, and in case of his/her absence by the Deputy Chair.
2. The Supervisory Board Chair presents the suggested agenda and orders voting over the same agenda.
3. During the meeting, the Supervisory Board may also pass resolutions on the matters not covered by the meeting agenda, provided no attending Supervisory Board Member objects thereto.





4. The Supervisory Board inform the Polish Financial Supervision Authority of including in the Supervisory Board meeting agenda the items on recalling the President of the Management Board or on recalling the Management Board Member in charge of management of the risk material to Bank business or on entrusting their duties to other Management Board Member along with the rationale behind the proposed decision.
5. Upon the meeting agenda being accepted, the Supervisory Board Chair opens and chairs the discussion on individual items of the agenda.
6. Speakers take floor according to the sequence of their request.
7. The Supervisory Board Chair gives floor in formal issues off the sequence of the request.
8. Formal issues are motions referring to the way of chairing the meeting and voting, and especially to:
  - 1) changing the sequence of items in the agenda,
  - 2) deleting an item from the agenda,
  - 3) breaking off the discussion and closing the list of persons taking the floor,
  - 4) ordering a break that is not in the agenda,
  - 5) voting without a previous discussion,
  - 6) deferring or closing the meeting.
9. The Supervisory Board Chair orders an open voting on motions referring to formal issues. Such motions are accepted with the ordinary majority of votes.

### **§ 31**

1. All the documents submitted to the Supervisory Board meeting should be prepared in Polish and translated into English.
2. The Supervisory Board meetings are held in Polish or in English, upon consent of all the Supervisory Board Members present at the meeting.
3. The Supervisory Board Member who does not speak the Polish language in which the meeting is held may use the assistance of a translator and if necessary - of a sworn translator. The Supervisory Board Member intending to make use of the above right should notify the Supervisory Board Chair about this fact immediately upon receiving an invitation to the meeting.

### **§ 32**

1. The Supervisory Board Chair postpones the meeting of the Supervisory Board if s/he perceives any irregularities in summoning the meeting (save for §27 section 2), or if - despite the fact that the meeting was summoned properly - there are not enough Members of the Supervisory Board





present at the meeting to make the resolutions of the Supervisory Board valid.

2. The Supervisory Board Chair may postpone the meeting of the Supervisory Board or discussion on a given issue coming from the agenda if it is necessary to obtain additional information, explanations or expert's investigation, as well as when a given issue may be reviewed only in the presence of the Members or representatives of the Bank Management Board.

### **§ 33**

1. The meetings of the Supervisory Board are minuted. The minutes are prepared in Polish and English.
2. The minutes of the meeting should include a subsequent number of minutes, date and venue of the meeting, names and surnames of the Supervisory Board Members present and voting, agenda, course of the discussion, texts of resolutions or a list of noted updates and the results of voting over individual resolutions. The minutes should include dissenting opinions expressed in the course of the meeting along with the potential rationale and remarks not included along with the reasons for their non-inclusion.
3. In the course of the meeting the motions, declarations, amendments and corrections to the motions and declarations, as well as dissenting opinions expressed by the Supervisory Board Members may be included in a written enclosure to the minutes signed by the submitting person.
4. The texts of motions, documents submitted and reports, information, drafts, and other materials considered by the Supervisory Board shall be enclosed to the minutes.
5. The minutes are approved at the next Supervisory Board meeting and presented to be signed by all the Supervisory Board Members present at the meeting covered by the minutes.
6. The minutes signed with no reservations by all the Supervisory Board Members, mentioned in section 5 herein, are deemed approved.
7. The approved minutes from the Supervisory Board meetings are kept along with enclosures are stored in the Bank Management Board Bureau, hereinafter referred to as the "Bureau".

### **§ 34**

At the request or with the consent of at least half of the Supervisory Board Members present at the meeting, the Supervisory Board Chair may order recording the whole or a part of the Supervisory Board meeting with sound recording equipment. Relevant records shall be stored in the seat of the Bureau.

### **§ 35**

The Members of the Supervisory Board may review the minutes and request copies of the minutes





certified by the Chair or Deputy Chair of the Supervisory Board.

## 5. Implementation of Supervisory Board Resolutions and Recommendations.

### § 36

1. The Supervisory Board Chair requests the execution of resolutions and recommendations of the Supervisory Board, and - unless the resolution or recommendation provides for that - defines the way and term of such an execution.
2. The Chair supervises, with the assistance of the Bureau, the execution of resolutions and recommendations.

## 6. Submissions.

### § 37

1. Motions, documents and other materials addressed to the Supervisory Board by the Bank Management Board are to be delivered at least a week before the planned date of the Supervisory Board meeting. In justified cases, the Supervisory Board Chair may agree to shorten the deadline for delivering the materials.
2. Notifications are to be delivered by registered mail, or by courier to address indicated by a Member of the Supervisory Board or electronically to the address of electronic mail indicated therefor by the Supervisory Board Member.
3. Any communication from the Supervisory Board to the Bank Management Board, its individual Members and Bank employees is delivered in the way described in section 2 herein to the address of the Bank Management Board via the President of the Bank Management Board.
4. The Supervisory Board Chair, at the request of a Supervisory Board Member or the President of the Bank Management Board, may request the above documents to be delivered in another way.

## V. Office Support for the Supervisory Board.

### § 38

1. The Bureau performs technical and organisational tasks connected with the Supervisory Board's operation.
2. The Bureau prepares in particular the technical aspects of the Supervisory Board meetings by





delivering notifications, invitations, documents and other materials connected with the Supervisory Board works to the Members of the Supervisory Board and other persons invited.

3. A detailed range of activities of the Bureau, connected with the Supervisory Board service, is determined by the Supervisory Board Chair.

### **§ 39**

1. Upon obtaining advice from the Risk Committee, the Supervisory Board may pass a resolution on examining – at the Bank's expense – a certain matter concerning the operations or assets of the Bank by a selected advisor. The advisor to the Supervisory Board can be also selected in order to develop certain analyses or letters of advice.
2. The Supervisory Board is to represent the Bank in the agreement between the Bank and the Advisor to the Supervisory Board.
3. The Management Board ensures for the Advisor to the Supervisory Board access to documents and provides him/her with requested information.
4. The Supervisory Board may decide to provide the shareholders with results of works of the Advisor to the Supervisory Board, unless the foregoing could be detrimental to the Bank, a related company or a subsidiary, notably through disclosure of technical, trade or company organisation secrets.
5. Should a decision be taken to provide the shareholders with results of works of the Advisor to the Supervisory Board, the Management Board should provide the same in the manner used to announce the fact of convening the general meeting, within two weeks from adoption of the Supervisory Board resolution.

### **§ 40**

1. The Bureau keeps and archives the documentation of the Supervisory Board works, observing the confidentiality clause hereof.
2. The way of keeping and archiving such documentation is determined by the relevant regulations in force at the Bank.

## **VI. Final Provisions.**

### **§ 41**

1. Costs of the Supervisory Board operation are covered by the Bank in accordance with the budget defined in the Mid-term Plan (MTP).





2. The Bank Management Board ensures the administrative and technical support for the Supervisory Board by organising the Bureau and providing it with relevant work conditions.

#### **§ 42**

1. This Bylaw shall be approved by the Supervisory Board.
2. This Bylaw shall be subject to review and assessment by the Supervisory Board in terms of its adequacy at least once a year. Should the necessity to introduce amendments to the Bylaw arise, the Supervisory Board Chair shall submit a relevant motion to that effect.
3. The General Meeting is provided with updates on the passed Bylaw and amendments thereto.





## **Report on the ING Bank Śląski S.A. Supervisory Board and Management Board Members remuneration in 2024**

### Table of content

I. INTRODUCTION.....	2
II. TOTAL REMUNERATION OF THE BANK GOVERNING BODIES' MEMBERS.....	3
III. COMPLIANCE WITH THE REMUNERATION POLICY .....	6
IV. PERFORMANCE CRITERIA .....	8
V. CHANGES TO EMPLOYEES' REMUNERATION OVER A COURSE OF 5 YEARS.....	11
VI. REMUNERATION FROM GROUP MEMBERS.....	11
VII. AWARD OF REMUNERATION IN FINANCIAL INSTRUMENTS .....	12
VIII. RETURN OF VARIABLE REMUNERATION COMPONENTS.....	13
IX. EXCEPTIONS .....	14
ENCLOSURE 1 - REMUNERATION DUE AND AWARDED TO THE MEMBERS OF THE MANAGEMENT BOARD OF ING BANK ŚLĄSKI S.A. FOR 2024	
ENCLOSURE 2 - NUMBER OF GRANTED OR DETERMINED FINANCIAL INSTRUMENTS	
ENCLOSURE 3 - DESCRIPTION OF CATEGORIES AND GROUPS OF OBJECTIVES	
ENCLOSURE 4 - QUANTITATIVE AND QUALITATIVE CRITERIA FOR AWARDED THE VARIABLE REMUNERATION COMPONENTS TO MEMBERS OF THE BANK'S MANAGEMENT BOARD IN 2024	
ENCLOSURE 5 - CHANGES IN THE SALARIES OF EMPLOYEES AND MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD OVER THE PERIOD OF 5 YEARS	

This report was drafted pursuant to the Act of 29 July 2005 on Public Offering and on the Terms of Introducing Financial Instruments into Organized Trading and on Public Companies (Journal of Laws of 2005, item 184 item 1539 as amended) which introduced the duty to prepare annual reports on the remuneration of the Management Board and of the Supervisory Board, and to have that report assessed by the statutory auditor. The structure and the scope of the report derive explicitly from Article 90g(2) of the said Act.

The report on the remuneration of the members of the bodies of ING Bank Śląski S.A. ("Bank") is prepared annually starting from 2021 and presented by the Supervisory Board to the General Meeting. The General Meeting has already given a positive opinion on the content of the report on four occasions, namely:

- 1) By Resolution No. 6 of 15 April 2021 for the years 2019 and 2020
- 2) By Resolution No. 6 of 7 April 2022 for the year 2021
- 3) By Resolution No. 6 of 26 April 2023 for the year 2022
- 4) By Resolution No. 6 of 11 April 2024 for the year 2023.



## I. INTRODUCTION

As required under the Act of 16 October 2019 Amending the Act on Public Offering and on the Terms of Introducing Financial Instruments into Organized Trading and on Public Companies and Certain Other Acts, the Bank introduced the ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy. The Policy was adopted by Resolution No 29 of the Ordinary General Meeting of ING Bank Śląski S.A. of 2 April 2020.

As a result of the annual review of the internal regulations, the Bank's bodies adopted resolutions amending their content with effect from January 1, 2024. With regard to the rules of remuneration of the Management Board Members and the Supervisory Board, new wording was adopted:

1. *Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.*, effective as of 1 January 2023. The main modifications to the provisions of the regulations, pursuant to Resolution no. 203/XX/2023 of 1 December 2023. The main modifications to the provisions of this regulation concerned:
  - 1) changes to the Step Up Performance Management process, which included:
    - (a) the reduction of goal categories from three to two - the category of *Challenges* was removed from the set of Board members' goals, and Orange Code was replaced with Orange Behaviours,
    - b) expansion of the grading scale from three to five grades, with clarification of the descriptions of each grade level,
  - 2) changes in the amount of the company car lease instalment and the amount of the equivalent, which were caused by the increase in the price of cars, insurance and car service,
  - 3) changes in the timing of the payment of deferred bonuses in cash to former members of the Management Board - after evaluation by the Supervisory Board;
2. *Remuneration Policy of Management Board Members and Supervisory Board Members of ING Bank Śląski S.A.* - pursuant to Resolution no. 39 of the Ordinary General Meeting of ING Bank Śląski S.A. of 11 April 2024. The main change was an increase in the amount of basic salary from PLN 13,300 to PLN 16,600 per month.

As regards the remuneration of other employees, the ING Bank Śląski S.A. Group Employees Remuneration Policy has been in effect since 1 January 2017. The document sets out the key assumptions of the remuneration policy applied in order to attract and retain employees by ensuring a salaries level that is competitive on the market, and it defines the remuneration components. Detailed principles arising from the Policy are specified in greater detail by:

- 1) *Variable Remuneration Policy for Identified Staff<sup>1</sup> of ING Bank Śląski S.A.*
- 2) *General Conditions of Remunerating the Employees of ING Bank Śląski S.A. with enclosures:*
  - a) *General Conditions of ING Bank Śląski S.A. Employee Evaluation (Step Up),*
  - b) *General Conditions of ING Bank Śląski S.A. Identified Staff Evaluation.*

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<sup>1</sup> Identified Staff – persons employed at the Bank, identified as having material impact on the risk profile of ING Bank Śląski S.A. on the basis of the criteria indicated in the Enclosure 1 to the Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A. according to the provisions of the Regulation of the Minister for the Development and Finance of June 8, 2021 on the risk management system and internal control system and remuneration policy in banks and the Regulation delegated Commission (EU) 2021/923 of March 25, 2021 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards specifying criteria for determining managerial responsibilities, control functions, significant business units and significant influence on the risk profile of a significant business unit, and specifying criteria for determining employees or categories of employees whose professional activities affect the risk profile of these institutions comparably as significantly as the employees or categories of employees referred to in Article 92(3) of that Directive.



## II. TOTAL REMUNERATION OF THE BANK GOVERNING BODIES' MEMBERS

*Pursuant to Article 90g Section 2 Item 1 of the Act, we disclose the amount of the total remuneration sub-divided into components referred to in Article 90d Section 3 Item 1, and the proportions of those remuneration components. At the same time, we account for the provisions of Section 5, whereby where the remuneration of the management board and of the supervisory board members includes cash payments or non-monetary benefits awarded to close ones of those persons, the report on remuneration should include information on the value of those benefits.*

### 1. Structure of the Supervisory Board Members' remuneration

Due to the supervisory function of the Supervisory Board, the independent Supervisory Board members are only awarded **fixed remuneration** that is not conditional on the Bank's performance. The fixed remuneration of the Supervisory Board Members consists of:

- a) base remuneration which amounts to PLN 16,600 (in words: sixteen thousand six hundred PLN 00/100) gross a month,
- b) a monthly allowance for each additional function held by the Supervisory Board Members on the Supervisory Board or its committees, which is set as a percentage of the base salary and which is as follows:
  - Chairperson of the Supervisory Board – 100%,
  - Deputy Chairperson of the Supervisory Board and Members who are Chairpersons of the Supervisory Board Committees – 25%,
  - Members other than Chairpersons of the Supervisory Board Committees – 15%.

The remuneration of a Supervisory Board Member is paid regardless of the frequency of the Supervisory Board meetings and it is paid on the last business day of any given month.

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.

### 2. Structure of the Management Board Members' remuneration

The total remuneration is set out in the Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A. It consists of fixed remuneration and variable remuneration, or the annual bonus. Fixed remuneration is composed of:

- a) the **base remuneration** which is 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.

The terms of remuneration of the Management Board Members are determined upon taking into account the market data, including the median for comparable positions at comparable organisations, and upon accounting for the Bank's operations and its financial situation.

The base salary of the Members of the Management Board for a given month is paid in arrears on the last business day of the month.

The base salary paid to Management Board Members in 2023 is included in column 3 of the statement in Appendix 1.



b) **fringe benefits**, which comprise:

- life Insurance,
- contributions to the investment fund,
- medical care,
- a company car,
- benefits related to termination of the employment contract,
- in justified cases the Supervisory Board may, upon the Committee's recommendation, decide to cover, temporarily, additional costs related to a long-term foreign contract of a Management Board Member, such as the costs of accommodation or education of the Management Board Member's children.

The fringe benefits paid to Management Board Members in 2024 are included in columns 4-5 of the table in Enclosure 1.

c) **variable remuneration**, or the annual bonus. The criteria for the award of variable remuneration are in line with the long-term business strategy, the values and risk appetite of the Bank; they promote and support the effective risk management board process, and support long-term interests of the Bank and its clients. 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). Where a Management Board Member is awarded variable remuneration below the amounts defined in the Executive Remuneration Bylaw for Members of the Management Board, the deferral is not applied. Where a Management Board Member is awarded a particularly high variable remuneration defined in the said Bylaw, no more than 60% of the awarded variable remuneration is deferred. In the case of the President of the Management Board, 60% of the variable remuneration is deferred irrespective of its value. The annual bonus awarded to the Management Board Members for 2024 is shown in Enclosure 1.

The non-deferred and deferred annual bonus is divided into two parts (rounded up to the integral number of the financial instrument):

- 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 (columns 9-10 and 12-13 of the table in Enclosure 1),
- the remaining portion shall be paid out in cash (columns 8 and 11 of the table in Enclosure 1).

The settlement of the financial instruments granted or offered is attached as Enclosure 2.

Since July 1, 2022 the Bank has been operating an incentive programme addressed to persons having material impact on the risk profile of the Bank. Under the Programme, own shares are awarded free of charge as a component of the variable remuneration<sup>2</sup> for Identified Staff. The new Programme replaced the previous solution, under which a portion of variable remuneration was paid out in the financial instrument, that constituted phantom share. In order for the Programme to work, it is necessary to obtain an adequate number of own shares from the market. According to the Programme assumptions, the Ordinary General Meeting of the Bank authorised the Bank Management Board to acquire own shares under license of the Polish Financial Supervision Authority of March, 13 2023. The licence applies to ING Bank Śląski S.A. to buy back up to 800,000 (in words: eight hundred thousand) of the Bank's own shares

<sup>2</sup> within the meaning of the Regulation of the Minister for Finance, Funds and Regional Policy of 8 June 2021 on risk management system and internal control system, and remuneration policy at banks (Journal of Laws of 2021, item 1045)



(i.e. instruments in the Bank's Tier 1 capital), representing in total no more than 0.6% of the Bank's share capital, for a total amount not exceeding PLN 200,000,000 (in words: two hundred million zlotys) between 2023 and 2027 in order to offer them to selected employees of the Bank and employees of the Bank's Group companies as part of an incentive programme.

In 2024, own shares as a part of accrued bonus settlement were granted for the second time in financial instruments:

- the first deferred portion for the period from July 1, 2022 (the date of implementation of the program at the Bank) to December 31, 2022,
- the non-deferred portion for the period from January 1, 2023 to December 31, 2023 (the first full evaluation period for which the variable portion of the remuneration was paid on a share basis precisely).

As a result of the acquisition of own shares on the regulated market 9584 own shares were transferred to the individual brokerage accounts of the members of the Bank Management Board (column 4 of the table in Enclosure 2).

Where it is actually impracticable to purchase the shares on the market or where it is impossible without excessive difficulties or within the assumed time sheet, in order to continue to effect the Bank's obligations under the Programme, the Bank Management Board may decide, upon consent of the Supervisory Board, to replace the own shares with any other financial instruments whose value is conditional on the value of the Bank shares, or the Bank Management Board may decide to effect the Bank's obligations under the Programme in any other way to achieve its objectives.

The rights to phantom share granted prior to the start date of the new programme will be exercised under the existing rules. In particular, the deferred parts of the remuneration granted in phantom stock will not be convertible into own shares. Details of the number of phantom shares vested in 2024 are shown in column 3 of the table in Enclosure 2.

Variable remuneration for a given year is determined by the Supervisory Board in the year following the year subject to assessment. Only the non-deferred portion in the form of cash is paid out, not later than within seven business days following the approval of the annual financial statements of the Bank by the General Meeting of ING Bank Śląski S.A.

A retention period applies to a bonus awarded in financial instruments, during which a Management Board member may not exercise the rights relating to the awarded instruments. The period is one year from the financial instruments' award date.

The Bank Management Board Members receive information on the number of financial instruments awarded as part of their deferred and non-deferred bonus not later than by 30 April of the following year. The own shares awarded to the Bank Management Board Members are recorded in their securities accounts not later than on the last day of the retention period. If the conclusion of the agreement on the acquisition of own shares falls during the closed period, the agreement will be concluded after the end of that period.

A Management Board Member who does not have the right to acquire the deferred Annual Bonus will not acquire the right to that part of the bonus until the end of a given deferral period.

The Bank shall provide the public with notifications of transactions on the Bank's shares made by a person discharging managerial responsibilities, as referred to in Article 19 (1) of the Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014.



3. A breakdown of total remuneration for the year 2024 by components is presented in Enclosure 1 herewith. The base salary and other benefits constituting the components of the fixed remuneration were paid in 2024. Variable remuneration determined for 2024, however, will be paid in the following years:
  - the non-deferred portion in cash - in 2025,
  - the non-deferred portion in the form of financial instruments - in 2026,
  - deferred parts in cash - in the years 2026-2030 (2031 - in the case of the President of the Management Board),
  - deferred parts in the form of financial instruments - in the years 2027-2031 (2032 - in the case of the President of the Management Board).

### III. COMPLIANCE WITH THE REMUNERATION POLICY

*Pursuant to Article 90g Section 2 Item 2 of the Act, we explain how the total remuneration complies with the adopted remuneration policy and how it helps achieve the long-term performance of the company.*

#### 1. Compliance with the ING Bank Śląski S.A. Group Remuneration Policy

- 1) *The ING Bank Śląski S.A. Group Remuneration Policy* relies on performance management. It supports the process of attracting, motivating and retaining talented employees, and is conducive to their development, while treating all employees in a fair manner. The remuneration policy:
  - a) supports the implementation of the business strategy, as well as the long-term interests of the Bank and its clients,
  - b) supports the correct and effective risk management in order to maintain and protect a safe capital base of the Bank and it does not encourage taking excessive risks beyond the risk appetite approved by the Supervisory Board of ING Bank Śląski S.A.,
  - c) is gender-neutral, which means that it does not create conditions that unjustifiably favour either gender in terms of remuneration.
- 2) The Bank identifies social and environmental risks diagnosed as part of its sustainability strategy. The remuneration policy is aligned with the strategy adopted at the Bank for a given period and it supports corporate social responsibility which is reflected by the goals set for the employees for a given year. At the same time, the Policy does not promote actions that are against sustainable growth.
- 3) The purpose of this Remuneration Policy is to ensure that the conflicts of interest relating to remuneration are identified and mitigated properly. Adequate risk mitigation measures, that is, a layered approval process, clear and transparent performance appraisal principles which are communicated to all employees, are part of the variable remuneration process.
- 4) ING Bank Śląski S.A. does not provide for any form of remuneration that could be an incentive for employees to favour their own interests or interests of the Bank, while at the same time acting to the detriment of clients. The principles of remunerating persons who act on the Bank's behalf do not encourage people to take excessive risks of improper product sale.
- 5) The variable remuneration is in proper relation to fixed remuneration. Its level vis-à-vis fixed remuneration should be high enough to encourage people to care about the long-term and stable development of the Bank. It is agreed that the fixed remuneration to



variable remuneration ratio shall be 1 to no more than 1, which means that variable remuneration may not be greater than the fixed remuneration.

- 6) As regards the fixed remuneration of the Bank Supervisory Board and Management Board Members, a rule was adopted to tie those salaries to the average remuneration of other Bank employees. The monthly fixed remuneration for:
    - a) Supervisory Board Members represents no more than 10-fold average base remuneration of an employee of ING Bank Śląski S.A.
    - b) Management Board Members represents no more than 40-fold average base remuneration of an employee of ING Bank Śląski S.A.
  - 7) The remuneration system is open and transparent, and its rules are communicated to all employees of the Bank.
  - 8) In an effort to ensure a competitive level of remuneration, it follows the market median. The Bank reviews the level of remuneration every year. The analysis focuses on market data – pay reports as well as economic information.
  - 9) The Supervisory Board of ING Bank Śląski S.A. approves the Remuneration Policy and oversees compliance therewith, based on the recommendations of the Remuneration and Nomination Committee of the ING Bank Śląski S.A. The review results, along with the recommendation of adequate measures in the remuneration area, are presented to the Management Board by the HR units. Based on the review results, Management Board accept the directions and changes, if any, to the remuneration policy for a given calendar year, and presents the Policy to the Remuneration and Nomination Committee for recommendation and to the Supervisory Board for approval.
  - 10) Each year, the Supervisory Board draw up a report on the implementation of the remuneration policy. The General Meeting assess, based on the report, whether or not the Policy is conducive to the development and safety of the Bank's operations.
  - 11) The Risk Committee verify whether or not the elements of the remuneration system account for the risk, capital and liquidity. A representative of the Risk Committee takes part in the meetings of the Remuneration and Nomination Committee and vice versa.
  - 12) The General Meeting assess each year whether or not the Remuneration Policy is conducive to the development and safety of ING Bank Śląski S.A. operations.
  - 13) The remuneration policy is subject to an annual independent internal audit.
  - 14) The control functions and the CFO Division units take an active part and cooperate during the review of the Bank's remuneration policy with a view to ensuring its alignment with the strategy and the risk management framework; they also assess the correctness of the capital base and the fulfilment of conditions necessary to activate the bonus pool.
2. Supporting the implementation of the strategy
- 1) The Supervisory Board and Management Board Members Remuneration Policy is aligned with the values and long-term interests of ING Bank Śląski S.A., 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) making the payment of the variable remuneration components to the Management Board Members dependent on the Bank's fulfilment of certain capital requirements, and
  - c) 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.
- 2) The *Procedure regarding risk requirements for members of the Management Board, in the Risk Taker role* has been in effect since 2019 to ensure the long-term stability of ING Bank Śląski S.A. and further reinforcement of relations between minimum standards in the risk management area and individual remuneration.

The risk requirements apply to Management Board Members who are Risk Takers, notably:

- a) President of the Management Board - CEO Division,
- b) Vice-President of the Bank Management Board - Retail Clients Division,
- c) Vice-President of the Bank Management Board - Business Clients Division,
- d) Vice-President of the Bank Management Board - Wholesale Banking Division,
- e) Vice-President of the Management Board - CIO Division,
- f) Vice-President of the Management Board - COO Division

and other Members of the Management Board specified by the Member of the Management Board responsible for the risk area.

The procedure allows the Management Board Member in charge of the risk area to make a decision to apply the variable remuneration adjustment ratio. As required, each Management Board Member who is a Risk Taker receives a written notice specifying the risk requirements for a given calendar year. After the end of the year, satisfaction of risk requirements is assessed and the assessment result may reduce the variable remuneration of the employee, should the risk requirements not be satisfied.

- 3) Furthermore, the Management Board Members are required not to apply their own hedging strategies or insurance concerning remuneration and liability that would neutralise the measures taken by the Bank as part of implementing the policy of variable remuneration components, save for mandatory insurance arising from special provisions.

#### IV. PERFORMANCE CRITERIA

*Pursuant to Article 90g Section 2 Item 3 of the Act, we provide information on the manner of applying performance criteria*

Performance criteria are applied at several levels at ING Bank Śląski S.A.:

##### 1. **Bank's results that are the basis for the decision to disburse the annual bonus**

The annual bonus disbursement is conditional on the Bank's achieving at least 80% of the profit before tax in a given financial year subject to the assessment, as assumed in the plan for that year. The Bank's result taken into consideration accounts for the Bank's risk costs and the costs of liquidity risk in a long-term perspective, adjusted for the costs of free capital.

In addition, pursuant to the Capital Management Policy at ING Bank Śląski S.A., ING Bank Śląski S.A. tests capital to ensure that the entire bonus pool for all employees does not restrain the Bank's ability to maintain an adequate capital base. Should it be the case, a decision may be taken not to disburse the bonus pool.



## 2. Performance included in the targets agreed with the Management Board Member for a given year

The targets of the Management Board Members may be non-financial or financial. They are determined in two categories:

- Job with the weight of 60% which relates to the business priorities in the performed roles,
- Orange Behaviours with the weight of 40% which focus on building effectiveness in the performed roles and efficiency in achieving the goals set in the Job category.

Non-financial criteria account for at least 50% of all goals, except for the Management Board Member in charge of control functions, whose set of tasks includes only non-financial objectives that are not linked to the results achieved in the controlled areas.

Enclosure 3 includes a description of the categories and groups of targets determined by the Supervisory Board for the Management Board Members for 2024.

Performance measures have been determined for each annual objective, with the target levels of the financial criteria being consistent with the Strategy and Financial Plan of ING Bank Śląski S.A. adopted by the Supervisory Board for the respective assessment period.

At the end of the assessment period, the Supervisory Board makes an assessment which forms the basis for determining the individual level of variable remuneration.

The Supervisory Board assigns individual score to each Management Board Member in each dimension of the objectives according to a three-stage score range, which is reflected in bonus score. The accrual of score is shown in the table below:

Assessment	Accrual of score
Consistently exceeds expectations	120%* assigned weight = score
Frequently exceeds expectations	110%* assigned weight = score
Fully meets expectations	100%* assigned weight = score
Partially meets expectations	80%* assigned weight = score
Does not meet expectations	0%* assigned weight = score

A minimum score of 80 is required to qualify for the bonus, provided that the conditions for triggering the bonus as described in section 1 (Bank's results that are the basis for the decision to disburse the annual bonus) have been met.

Bonus percentage is calculated on a straight line basis in score ranges linked to the bonus potential:

Bonus score		
minimum	target	maximum
the score of 80	the score of 100	the score of 120
Bonus percentage		
25%	80%	100%



The annual bonus base value is the product of the set percentage of the annual bonus and the base salary during the assessment period, taking into account the risk factor corresponding to the level of variable remuneration adjustment resulting from the fulfilment of the risk requirements - see section 3 below (Risk requirements set in regard to Management Board Members other than Members holding control functions) for details. The base value of the bonus is subject to review during the deferral period.

The level of target achievement by Management Board Members in 2024 as well as information on the calculated bonus score and bonus percentage is shown in Enclosure 4.

### 3. Risk requirements set in regard to Management Board Members other than Members holding control functions

The Management Board Member in charge of the risk area sets individual Risk Requirements for Management Board Members other than those holding control functions. They ensure focusing on the long-term stability of ING Bank Śląski S.A. and further reinforcement of relations between minimum standards in the risk management area and individual remuneration of the Management Board Members whose activities have a material impact on the Bank's risk profile. On the basis of the assessment of risk requirements fulfilment, the Management Board Member in charge of the risk area makes a decision on the risk modifier corresponding to the level of adjustment of variable remuneration for a given Management Board Member.

### 4. Performance subject to assessment in the long-term perspective

In order to adjust the variable remuneration to the additional risks that were identified or that materialised after the remuneration was awarded, the Bank will defer the variable remuneration of the Management Board Members in accordance with the table below.

VARIABLE REMUNERATION AMOUNT		President of the Management Board	Vice Presidents of the Management Board
(1)	it exceeds neither PLN 40,000 nor 10% of the total annual remuneration of a Management Board Member	no deferral	
(2)	above the threshold set out in item (1) up to PLN 1,200,000	60% subject to deferral	40% subject to deferral
(3)	in excess of PLN 1,200,000		60% subject to deferral

The deferral period is five years from the moment the variable remuneration was determined by the Management Board of ING Bank Śląski S.A. or by the Supervisory Board. The vesting of the deferred variable remuneration takes place annually over a period of five years, in five equal parts, unless there are grounds for reduction or non-payment. The deferral period for the President of the Management Board is six years, and the deferred variable remuneration is divided into six equal parts.

### 5. Ex-post performance verification

The Supervisory Board may decide to reduce, or not to pay, variable remuneration subject to deferral on the basis of:



- a) verification of performance assessment or
- b) ex post risk adjustment and capital test.

Verification of performance assessment helps determine whether or not there were any reasons to change the results for the assessment period, given the effects of the work of a given Management Board Member.

Based on the ex-post risk adjustment, the Bank has the right to either reduce or not to pay variable remuneration under the following circumstances:

- a) the occurrence of events that result in the Bank's breach, or threaten the Bank's breach, of the standards set out in Article 142 Section 1 of the Banking Law so that it is necessary to implement the Recovery Plan,
- b) the disbursement of variable remuneration on the basis of data that proved to be false,
- c) if the Management Board Member in question fails to fulfil the relevant standards concerning competence and reputation,
- d) if there is a conflict of interest in relation to the disbursement of a part of variable remuneration in financial instruments of ING Bank Śląski S.A. due to failure to comply with rules concerning the use of inside information and other actions that may influence the price of the ING Bank Śląski S.A. shares in a short-term perspective.

## V. CHANGES TO EMPLOYEES' REMUNERATION OVER A COURSE OF 5 YEARS

*Pursuant to Article 90g Section 2 Item 4 of the Act, we provide information on the change, on an annual basis, of remuneration, company's results and average remuneration of employees of that company other than Members of the management board or of the supervisory board, over at least five most recent financial years, as a total, in a manner that allows comparisons*

A breakdown concerning the change of remuneration, the company's results and average remuneration of employees other than Members of the management board or of the supervisory board is presented in Enclosure 5 herewith.

## VI. REMUNERATION FROM GROUP MEMBERS

*Pursuant to Article 90g Section 2 Item 5 of the Act, we present the level of remuneration from Members of the same group of companies within the meaning of the Accounting Act of 29 December 1994 (Journal of Laws of 2019, Items 351, 1495, 1571, 1655, 1680 and of 2020 Item 568)*

As a rule, the Management Board Members who also hold other functions in the subsidiaries of the ING Bank Śląski S.A. Group perform their tasks in those companies without remuneration. The following subsidiaries are Members of the ING Bank Śląski S.A. Group:

- ING Investment Holding (Polska) S.A.,
- ING Commercial Finance Polska S.A.,
- ING Lease (Polska) Sp. z o.o.,
- ING Usługi dla Biznesu S.A.,
- Nowe Usługi S.A.,
- ING Bank Hipoteczny S.A.,
- SAIO S.A.
- Paymento Financial S.A.

and corporate foundations:

- ING for Children Foundation,



- ING Polish Art Foundation.

Likewise, Members of the Supervisory Board who also hold other functions in ING Bank N.V. perform their tasks on the Supervisory Board without payment. Members of the Supervisory Board shall waive their right to remuneration in writing.

## VII. AWARD OF REMUNERATION IN FINANCIAL INSTRUMENTS

*Pursuant to Article 90g Section 2 Item 6 of the Act, we present the number of financial instruments awarded or offered, as well as the main terms and conditions of exercising the rights to those instruments, including the exercise price and date, and changes thereto*

Enclosure 2 herewith presents the number of awarded or offered financial instruments.

### 1. Terms and conditions of awarding a part of variable remuneration in financial instruments

The non-deferred and deferred variable remuneration is sub-divided into two parts (rounded up to the integer number of financial instruments):

- a) at least 50% is awarded in financial instruments on the terms and conditions set out in the Variable Remuneration Policy of Identified Staff of ING Bank Śląski S.A., with the proviso that own shares are the basic financial instruments,
- b) the remaining portion is paid out in cash to a Management Board Member's bank account designated for the purpose of remuneration payment, not later than within seven business days following the approval of the annual financial statements of the Bank by the General Meetings of ING Bank Śląski S.A.

The Bank applies the rules of variable remuneration deferral. Where the base value of the annual bonus is lower than, or equal to, PLN 40,000 in gross terms and 10% of the total annual remuneration of a Management Board Member, Management Board Members will acquire the right to the bonus in the amount equal to the base value.

The variable remuneration awarded in financial instruments is subject to a retention period. The period is one year from the financial instruments' award date.

### 2. Terms and conditions of payment of variable remuneration in financial instruments

Upon the end of the assessment period, the number of financial instruments to be awarded for a given period is determined according to the following formula:

$$n = z/c$$

where:

**n** – means the number of the financial instruments; if the number of financial instruments so determined is not an integer number, it is rounded up to the nearest integer number

**z** – means the base value of a Participant's annual bonus (deferred and/or non-deferred) to be disbursed in financial instruments

**c** – means the median price of the Bank's shares using the closing rate at Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange) from the period started on 10 January and ended on 20 February in the year following the assessment period

however, in the case of:

- 1) the non-deferred part - the calculation is unconditional,
- 2) the deferred part - the calculation is preliminary and it represents the maximum number of financial instruments to which a Participant might be entitled. The number of financial instruments awarded may be reduced if the annual bonus base value is lowered.



Due to the lack of conversion of phantom shares granted for accounting periods until June 30, 2022 into treasury shares In Enclosure 2, the number of financial instruments is shown separately for phantom shares (column 3) and own shares (column 4).

Should there materialise legal events that would result in permanent inability to pay out the annual bonus in financial instruments, including the exclusion of the Bank shares from the stock exchange trade, or consolidation of ING Bank Śląski S.A. with another entity, the Supervisory Board will determine new rules of the annual bonus award and payment so as to achieve an economic and incentive goal that is as close as possible to the goal that would have been achieved had such legal events not materialised.

In such a case, participants will be awarded phantom equity instead of own shares, at a 1:1 ratio. Where own shares are replaced with phantom equity, the own shares will be awarded to the eligible persons at a number proportional to the number of own shares to which they are entitled. Such a number of own shares to which a programme participant is entitled under a given tranche will be rounded down to the nearest integer number.

Phantom equity entitles the holder to receive monies the amount of which results from multiplying the number of phantom equity and the price of own shares. The following formula is applied to that effect:

$$w = l * c$$

where:

**w** means the monies due to a Management Board Member

**l** means the number of phantom equity for which the retention period expired

**c** means the median price of the Bank's shares using the closing rate at the Giełda Papierów Wartościowych S.A. (Warsaw Stock Exchange) from the period started on 10 January and ended on 20 February in the disbursement year

## VIII. RETURN OF VARIABLE REMUNERATION COMPONENTS

*Pursuant to Article 90g Section 2 Item 7 of the Act, we provide information on the use of the possibility to demand the return of the variable remuneration components*

1. The remuneration policy does not envisage a mechanism for the return of the variable remuneration components. In accordance with the effective regulations, there is a mechanism in place so that the deferred bonus is not paid out at all or it is paid out at a lower amount.
2. The Bank uses to that effect advanced measurement methods to estimate the capital base. It also applies the stress-testing policy which ensures an adequate risk management and a proper assessment of current and future capital requirements. The information on that measurement is communicated to the Committee and to the Supervisory Board by the Finance Division of ING Bank Śląski S.A.
3. Upon the end of each calendar year during the deferral period, the Supervisory Board verifies, based on the Committee's recommendation, the assessment of target completion during the assessment period. The Supervisory Board may decide to reduce, or not to pay, the annual bonus during a given bonus award period if:
  - 1) there are circumstances justifying an adjustment (as described in Section IV item 5 hereof)
  - 2) the Management Board Member fails to submit a written statement to confirm that s/he does not apply hedging strategies or insurance



- 3) there are other material circumstances that would make the annual bonus payment unacceptable under the principles of common sense and fairness.

The aforementioned circumstances did not arise and therefore no adjustments were made to the variable remuneration of the Management Board Members.

#### IX. EXCEPTIONS

*Pursuant to Article 90g Section 2 Item 8 of the Act, we provide information concerning exceptions to the procedure for implementing the remuneration policy and exceptions applied in accordance with Article 90f, including an explanation of the premises and the mode, and indication of elements to which exceptions were applied.*

During the period covered by this report, there were no deviations from the remuneration policy or implementation procedure.



Enclosure 1

Management Board

Remuneration due and awarded to the members of the Management Board of ING Bank Śląski S.A. for 2024 (in PLN)															
Name and last name	Period from – to	Base salary	Cash benefits <sup>1</sup>	In kind benefits <sup>2</sup>	Fixed Remuneration	Calculated % of variable remuneration to base salary	Uptont variable remuneration - cash	Upfront variable remuneration - financial instrument <sup>3</sup>		Deferred variable remuneration - cash	Deferred variable remuneration - financial instrument <sup>3</sup>		Variable remuneration granted for the year 2024 <sup>4</sup>	Variable to fixed remuneration ratio	Total variable remuneration - deferred cash as at 31.12.2024 <sup>5</sup>
								value	number		value	number			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Brunon Bartkiewicz <i>Member of the Supervisory Board of ING Bank Hipoteczny S.A.</i>	01.01.2024 - 31.12.2024	3 009 600	523 773	16 147	3 549 520	97,0%	583 886	584 080	2 086	875 828	876 120	3 129	2 919 914	82%	2 897 631
Joanna Erdman <i>Member of the Supervisory Board of ING Bank Hipoteczny S.A., ING Commercial Finance S.A. and ING Lease (Polska) Sp. z o.o. and Nowe Usługi S.A.</i>	01.01.2024 - 31.12.2024	1 642 188	246 328	63 871	1 952 387	88,0%	289 584	289 800	1 035	434 376	434 280	1 551	1 448 040	74%	1 171 713
Marcin Giżycki <i>Chair of the Supervisory Board of Nowe Usługi S.A., Deputy Chair of the Supervisory Board of ING Bank Hipoteczny S.A.</i>	01.01.2024 - 31.12.2024	1 619 400	242 910	85 505	1 947 815	98,0%	317 397	317 520	1 134	476 095	476 000	1 700	1 587 012	81%	1 270 206
Bożena Graczyk <i>Chair of the Supervisory Board of ING Bank Hipoteczny S.A., Member of of the Supervisory Board of ING Commercial Finance S.A., ING Lease (Polska) Sp. z o.o., SAIO S.A. and ING Usługi dla Biznesu S.A.</i>	01.01.2024 - 31.12.2024	1 656 900	280 148	29 988	1 967 036	92,7%	307 216	307 440	1 098	460 823	460 600	1 645	1 536 079	78%	1 290 689
Ewa Łuniewska <i>Chair of the Supervisory Board of ING Commercial Finance S.A. and ING Lease (Polska) Sp. z o.o. and ING Usługi dla Biznesu S.A., Member of the Supervisory Board of SAIO S.A.</i>	01.01.2024 - 31.12.2024	1 473 900	221 085	73 631	1 768 616	92,7%	273 177	273 560	977	409 766	409 920	1 464	1 366 423	77%	893 405
Michał Mrozek <i>Member of the Supervisory Board of SAIO S.A.</i>	01.01.2024 - 31.12.2024	1 537 319	230 020	52 056	1 819 395	50,7%	233 629	234 080	836	155 753	155 680	556	779 142	43%	885 583
Stawomir Soszyński	01.01.2024 - 31.12.2024	1 448 853	236 377	29 292	1 714 521	92,7%	268 426	268 800	960	402 639	402 640	1 438	1 342 505	78%	913 529
Alicja Żyła <i>Chair of the Supervisory Board of SAIO S.A.</i>	01.01.2024 - 31.12.2024	1 417 400	211 035	57 136	1 685 571	92,7%	263 011	263 200	940	394 516	394 800	1 410	1 315 527	78%	766 051
Total		13 805 560	2 191 676	407 626	16 404 862		2 536 324,67	2 538 480	9 066	3 609 796	3 610 040	12 893	12 294 641		10 088 807

<sup>1</sup>Cash benefits include contributions to the investment fund (15% of the monthly base salary net of the Management Member and equivalent of the life insurance premium in case resignation form the life insurance in-kind benefit)

<sup>2</sup>In-kind benefits include medical care (incl. family members), life insurance, usage of the company car for private purposes and other benefits granted by the Supervisory Board.

<sup>3</sup>The basic financial instrument in which the variable remuneration is awarded in the own share of ING Bank Śląski S.A.

<sup>4</sup>Variable remuneration for the year 2024, determined by the Supervisory Board on the basis of the assessment of individual targets accomplishment is subject to payment as from the year 2025 according to the deferral scheme described in the Report.  
Variable remuneration paid in 2024 for previous years (cash and cash value of phantom shares) amounted to: Brunon Bartkiewicz - PLN 1,8 million, Joanna Erdman - PLN 1,0 million, Marcin Giżycki - PLN 1,0 million, Bożena Graczyk - PLN 1,1 million, Ewa Łuniewska - PLN 0,7 million, Michał Mrozek - PLN 0,7 million, Stawomir Soszyński - PLN 0,8 million, Alicja Żyła - PLN 0,5 million.

<sup>5</sup>The amount of deferred remuneration includes the deferred parts of the remuneration from 2018-2023, which are subject to payment after 31 December 2024.

Supervisory Board

Remuneration due and awarded to members of the Supervisory Board of ING Bank Śląski S.A. for 2024 (in PLN)			
Name and last name	Period from - to	Fixed remuneration	Other benefits <sup>6</sup>
Aleksander Galos <i>Independent Member</i>	01.01.2024 - 11.04.2024	101 175,00	2 582,85
Dorota Dobija <i>Independent Member</i>	01.01.2024 - 31.12.2024	291 710,00	5 309,03
Monika Marcinkowska <i>Independent Member</i>	01.01.2024 - 31.12.2024	414 540,00	9 460,72
Katarzyna Zajdel-Kurowska <i>Independent Member</i>	01.01.2024 - 29.02.2024	34 580,00	2 950,77
Aneta Hryckiewicz-Gontarczyk <i>Independent Member</i>	11.04.2024 - 31.12.2024	201 413,33	4 298,49
Arkadiusz Krasowski <i>Independent Member</i>	11.04.2024 - 31.12.2024	201 413,33	-
Małgorzata Kolakowska <i>Member having ties with ING Group</i>	01.01.2024 - 31.12.2024	-	-
Michał Szczurek <i>Member having ties with ING Group</i>	01.01.2024 - 31.12.2024	-	-
Stephen Creese <i>Member having ties with ING Group</i>	01.01.2024 - 31.12.2024	-	-
Hans De Munck <i>Member having ties with ING Group</i>	01.01.2024 - 31.12.2024	-	-
Serge Offers <i>Member having ties with ING Group</i>	11.04.2024 - 31.12.2024	-	-
Total		1 244 832	24 601,86

<sup>6</sup>Reimbursement of ZUS contributions due to exceeding the annual basis for retirement and disability contributions based on the decision of the Social Insurance Institution



Enclosure 2

Number of granted or determined financial instruments						
Name and last name	Number of financial instrument - 01.01.2024 (deferred rights) <sup>1</sup>	Number of phantom sharesbased on the assessment verification and ex post risk adjustment for previous years, i.e. 2017- 2022	Number of own shares for 2023 (upfront part) and for 2022 that were transferred to the brokerage accounts of the Management Board Members in 2024 (retention period ending in 2025)	Number of financial instruments <sup>2</sup> granted for the year 2024		Number of financial instruments to which rights will be acquired after 31 December 2024 <sup>3</sup>
				Number of upfront financial instruments	Number of deferred financial instruments	
1	2	3	4	5	6	7
<b>Brunon Bartkiewicz</b> <i>Member of the Supervisory Board of ING Bank Hipoteczny S.A.</i>	13 424	2 216	1 989	2 086	3 129	14 434
<b>Joanna Erdman</b> <i>Member of the Supervisory Board of ING Bank Hipoteczny S.A., ING Commercial Finance S.A. and ING Lease (Polska) Sp. z o.o. and Nowe Usługi S.A.</i>	5 300	977	1 076	1 035	1 551	5 833
<b>Marcin Giżycki</b> <i>Chair of the Supervisory Board of Nowe Usługi S.A., Deputy Chair of the Supervisory Board of ING Bank Hipoteczny S.A.</i>	5 692	1 046	1 147	1 134	1 700	6 333
<b>Bożena Graczyk</b> <i>Chair of the Supervisory Board of ING Bank Hipoteczny S.A., Member of of the Supervisory Board of ING Commercial Finance S.A., ING Lease (Polska) Sp. z o.o., SAIO S.A. and ING Usługi dla Biznesu S.A.</i>	5 932	1 052	1 227	1 098	1 645	6 396
<b>Ewa Łuniewska</b> <i>Chair of the Supervisory Board of ING Commercial Finance S.A. and ING Lease (Polska) Sp. z o.o. and ING Usługi dla Biznesu S.A. Member of the Supervisory Board of SAIO S.A.</i>	3 821	222	1 464	977	1 464	4 576
<b>Michał Mrożek</b> <i>Member of the Supervisory Board of SAIO S.A.</i>	4 750	427	1 162	836	556	4 553
<b>Sławomir Soszyński</b>	4 198	577	1 316	960	1 438	4 703
<b>Alicja Żyła</b> <i>Chair of the Supervisory Board of SAIO S.A.</i>	3 108	132	1 282	940	1 410	4 044
<b>Total</b>	<b>46 225</b>	<b>6 649</b>	<b>10 663</b>	<b>9 066</b>	<b>12 893</b>	<b>50 872</b>

<sup>1</sup>Number of financial instruments includes upfront and deferred own shares of ING Bank Śląski S.A. (for the period 01/07/2022 - 31/12/2022 and for year 2023) and phantom shares for years 2017 - 2022. Details on the change in the financial instrument awarded as variable compensation are included in the Report.

<sup>2</sup>The basic financial instrument in which the variable remuneration is awarded in the own share of ING Bank Śląski S.A. as from 2024 (for performance year 2023)

<sup>3</sup>The number of non-deferred and deferred financial instruments from column 2 reduced by the number of instruments from column 3 and increased by the number of instruments from columns 4, 5 and 6.



Job  60% weight	<div><div>Financial Performance</div><div><div>MAIN TARGETS 2024</div><div><ul style="list-style-type: none"><li>Total Bank Financials: profit before tax, ROE, operational expences, manage FTEs</li><li>Performance of the managed area: profit before tax, ROE, operational expences, manage FTEs</li></ul></div></div></div>			
	<div><div>Client</div><div><div>MAIN TARGETS 2024</div><div><ul style="list-style-type: none"><li>ccontinued growth in the number of „primary” ccustomers</li><li>maintaining a high level of customer satisfaction</li><li>strengthen remote customer contact channels</li></ul></div></div><div><div>TARGETS PERFORMANCE 2024:</div><div><ul style="list-style-type: none"><li>In the past year, we consistently pursued our strategy of growing the number of “primary” customers. We achieved excellent results, exceeding our plans, in both retail and business customer areas. At the same time, the growth in the number of retail customers with more than 3 banking products was in line with targets.</li><li>We have maintained the highest level of customer satisfaction, as measured by our Net Promoter Score (NPS) at #1. This shows that we are deepening our relationship with our customers, for whom we are becoming the bank that meets their various financial needs.</li><li>Our client portfolio in the Wholesale Banking area also grew beyond our target. To meet market demand, we have increased our presence in the CMA area in Poland. Evaluations of our existing clients indicate very good cooperation and professionalism of the team. In 2024, we signed a number of exceptional deals and transactions - including the first transaction in Poland for the defense sector (and one of the first in the ING Group).</li></ul></div></div></div>	<div><div>Risk</div><div><div>MAIN TARGETS 2024</div><div><ul style="list-style-type: none"><li>maintain financial risks within risk appetite, non-financial risks and KYC processes within agreed risk appetite</li><li>Ensuring regulatory compliance</li></ul></div></div><div><div>TARGETS PERFORMANCE 2024:</div><div><ul style="list-style-type: none"><li>Regardless of market trends, the Bank's risk management has remained at a high level, and financial and non-financial risk limits have been met.</li><li>We implemented the CRR3 regulation, EBA requirements in the area of IRRBB and CSRB, Recommendations A and G).</li><li>It was crucial for us to maintain sufficient liquidity to ensure safe and sound operations under normal and stressed market conditions, including ensuring an adequate level of quality in the loan portfolio. We carried out a series of measures taking into account prudential expectations and risk appetite.</li><li>At the center of our interests invariably remains our customers and their safety, so we have conducted awareness campaigns, changed our processes, procedures and controls to reduce customer losses from fraud.</li><li>In the model areas, among other things, we have been developing model risk management approaches for data science models, with a particular focus on GenAI models.</li></ul></div></div></div>	<div><div>Strategy</div><div><div>MAIN TARGETS 2024</div><div><ul style="list-style-type: none"><li>Implementation of the digitization strategy,</li><li>steadily increasing the level of STP (straight-through-processing) in all relevant areas</li><li>building alternative forms of customer contact to telephone contact</li><li>technological redevelopment</li></ul></div></div><div><div>TARGETS PERFORMANCE 2024:</div><div><ul style="list-style-type: none"><li>In 2024, we continued to work on digitizing sales and customer service processes. Our main emphasis was on developing mobile banking. We also increased the use of digital forms of customer service at the contact center. The number of customer interactions was reduced - the customer contact frequency rate dropped by 24%. We achieved very good results in the adoption of chat in digital channels and chat automation.</li><li>We have improved our straight-trough-processing (STP) levels for key processes in the areas of customer onboarding, credit and CDD renewals in both the consumer and business segments.</li><li>In 2024, we have made significant progress in migrating business applications and services to the public cloud. At the same time, cloud services have been updated and we have successfully transitioned key systems, increasing the scalability and reliability of the technologies used.</li></ul></div></div></div>	<div><div>Environment (ESG)</div><div><div>MAIN TARGETS 2024</div><div><ul style="list-style-type: none"><li>Development of pro-environmental product offerings, including credit,</li><li>efforts to achieve net zero emissions,</li><li>strengthening gender balance in leadership positions</li><li>ensuring organizational health in priority areas: strategy, role clarity, organizational discipline and customer orientation</li></ul></div></div><div><div>TARGETS PERFORMANCE 2024:</div><div><ul style="list-style-type: none"><li>Increasing sales and the share of loans and credits in the portfolio aimed at financing low-carbon properties or improving the energy efficiency of old buildings. We successively reduced the number of loans financing high-carbon properties. We met these targets at the maximum level.</li><li>Together with ING DiBa and KUKE S.A., we have started cooperation regarding financing for green transformation and exports.</li><li>We support the development of wind farms in the Baltic Sea and are keeping a close eye on the nuclear energy sector in Poland.</li><li>As ING, we are reducing the carbon footprint of our own operations, with a decrease in CO2 emissions of more than 13% in 2024.</li><li>As part of our Diversity &amp; Inclusion efforts, we are steadily increasing the proportion of women employees in positions of grade 19 and above - in 2024, we achieved this task above the target set.</li><li>Last year, we maintained the high level of organizational health. As many as 84% of our employees participated in the recent Organizational Health Index Pulse survey.</li></ul></div></div></div>
	<div><div>Individually defined goals</div><div>Objectives that relate to the principles of the Orange Code, which defines the identity of ING Bank Slaski and defines what Bank employees can expect from each other. Orange Behaviours targets can develop soft skills or behaviorus that build effectiveness in one's role and efficiency in achieving the goals set in the JOB.</div></div>			
Orange Behaviours 40% weight				



## Enclosure 4

### Quantitative and qualitative criteria for awarding the variable remuneration components to Members of the Bank's Management Board

Performance year 2024				Brunon Bartkiewicz (CEO)		Bożena Graczyk (CFO)		Joanna Erdman (CRO)		Michał Mrozek (Wholesale Banking)				
		Target level	Performance	Weight	Performance on a scale of 1-5 (5-max)	Bonus points	Performance on a scale of 1-5 (5-max)	Bonus points	Performance on a scale of 1-5 (5-max)	Bonus points	Performance on a scale of 1-5 (5-max)	Bonus points		
Job	Financial	TOTAL BANK												
		Profit before tax (mln)	4249	4664		5		5		not applicable		5		
		Return on equity	23%	26,7%		5		5		not applicable		5		
		Operational expenses (mln)	3502	3489		3		3		not applicable		not applicable		
		Manage total FTE				5		5		not applicable		not applicable		
		BUSINESS LINE			60,0	not applicable	66,0	not applicable	66,0	not applicable	60,0	1,9	48,0	
	Non-Financial	Customers	Non-financial goals are set within areas in line with ING's strategy in a given year	—	4,6		4,6		not applicable		not applicable		3,8	
		Risk		—	4		4		4		3,7			
		Strategy		—	4,5		4,5		4		3			
		Environmental, Social & People			4,5		4,2		4		4,4			
Orange Behaviors		Individual goals, related to the way in which tasks are performed and supporting their realisation		40,0	4	44,0	3,3	40,0	3	40,0	3,3	40,0		
% of variable remuneration awarded by the Supervisory Board						97,0%	92,7%		88,0%		50,7%			



Enclosure 4

Quantitative and qualitative criteria for awarding the variable remuneration components to Members of the Bank's Management Board

Performance year 2024					Marcin Giżycki (Retail Banking)		Ewa Łuniewska (Business Banking)		Alicja Żyła (COO)		Sławomir Soszyński (CIO)			
			Target level	Performance	Weight	Performance on a scale of 1-5 (5-max)	Bonus points	Performance on a scale of 1-5 (5-max)	Bonus points	Performance on a scale of 1-5 (5-max)	Bonus points	Performance on a scale of 1-5 (5-max)	Bonus points	
Job	Financial	TOTAL BANK												
		Profit before tax (mln)	4249	4664		5		5		5		5		
		Return on equity	23%	26,7%		5		5		5		5		
		Operational expenses (mln)	3502	3489		not applicable		not applicable		not applicable		not applicable		
		Manage total FTE				not applicable		not applicable		not applicable		not applicable		
		BUSINESS LINE				60,0	5	72,0	3,8	66,0	3,1	66,0	5	66,0
	Non-Financial	Customers				4		3,8		not applicable		4		
		Risk				not applicable		not applicable		3,4		3,7		
		Strategy				3,5		3,7		4,2		4,7		
		Environmental, Social & People				4,3		4,3		4,5		4		
Orange Behaviors		Individual goals, related to the way in which tasks are performed and supporting their realisation			40,0	3	40,0	3	40,0	3	40,0	3	40,0	
% of variable remuneration awarded by the Supervisory Board						98,0%	92,7%	92,7%	92,7%					



Enclosure 5

Changes in the salaries of employees and Members of the Management Board and Supervisory Board over the period of 5 years											
Bank performance and remuneration data	2019 amount	2020 amount	change	2021 amount	change	2022 amount	change	2023 amount	change	2024 amount	change
Gross profit (in mln PLN) - solo ING Bank Śląski S.A.	2 217	1 883	-15%	2 971	58%	2 375	-20%	5 659	138%	5 490	-3%
Gross profit (in mln PLN) - total Capital Group of ING Bank Śląski S.A.	2 258	1 912	-15%	3 015	58%	2 403	-20%	5 720	138%	5 545	-3%
Net profit (in mln PLN) - solo ING Bank Śląski S.A.	1 659	1 338	-19%	2 308	73%	1 714	-26%	4 441	159%	4 369	-2%
Net profit (in mln PLN) - total Capital Group of ING Bank Śląski S.A.	1 659	1 338	-19%	2 308	73%	1 714	-26%	4 441	159%	4 369	-2%
C/I <sup>1</sup> - solo ING Bank Śląski S.A.	50,2%	52,1%	4%	50,3%	-3%	55,3%	10%	40,0%	-28%	41,0%	2%
C/I <sup>1</sup> - total Capital Group of ING Bank Śląski S.A.	50,6%	52,1%	3%	50,9%	-2%	55,5%	9%	40,7%	-27%	41,7%	2%
ROE <sup>2</sup> - solo ING Bank Śląski S.A.	11,7%	7,7%	-34%	13,8%	79%	17,8%	29%	34,1%	92%	26,9%	-21%
ROE <sup>2</sup> - total Capital Group of ING Bank Śląski S.A.	11,6%	7,6%	-34%	13,6%	79%	17,4%	28%	33,9%	95%	26,7%	-21%
Average annual monthly base salary of employees of ING Bank Śląski S.A. who are not members of the management board or the supervisory board	7 882	8 409	7%	8 677	3%	10 018	15%	11 586	16%	12 809	11%
Average monthly base and variable remuneration granted for a given year to the Management Board members of ING Bank Śląski S.A. for the period of performing the function / without additional benefits/ (in PLN)											
Bartkiewicz Brunon (from 19.04.2016)	377 494	343 580	-9%	398 050	16%	384 850	-3%	426 825	11%	494 126	16%
Boleslawski Michał (until 31.12.2020)	212 026	190 361	-10%	-	-	-	-	-	-	-	-
Erdman Joanna (from 01.04.2013)	202 320	184 336	-9%	211 312	15%	206 486	-2%	232 290	12%	257 795	11%
Giżycki Marcin (from 01.08.2016)	191 568	190 423	-1%	218 988	15%	210 218	-4%	237 062	13%	267 201	13%
Roesink Patrick (from 01.07.2015 until 31.03.2020)	131 558	127 838	-3%	-	-	-	-	-	-	-	-
Graczyk Bożena (from 01.06.2017)	205 370	186 296	-9%	217 800	17%	216 200	-1%	244 138	13%	266 082	9%
Tassan-Bassut Lorenzo (from 01.01.2019 until 31.01.2021)	130 159	127 964	-2%	152 703	19%	-	-	-	-	-	-
Soszyński Sławomir (from 01.09.2019)	162 000	147 600	-9%	173 371	17%	171 785	-1%	197 370	15%	232 550	18%
Mrozek Michał (from 01.07.2020)	-	164 000	0%	195 050	19%	199 583	2%	233 071	17%	193 078	-17%
Łuniewska Ewa (from 01.01.2021)	-	-	-	149 178	-	177 729	19%	209 701	18%	236 694	13%
Żyła Alicja (from 01.09.2021)	-	-	-	140 913	-	162 870	16%	191 520	18%	227 877	19%
Average monthly remuneration of Supervisory Board membersING Bank Śląski S.A. for the period of performing the function (in PLN)											
Antoni Reczek (from 10.04.2014 until 29.11.2021) <i>Independent member</i>	28 560	29 040	2%	28 908	0%	-	-	-	-	-	-
Aleksander Galos (from 10.04.2014 until 11.04.2024) <sup>3</sup> <i>Independent member</i>	21 420	21 780	2%	22 612	4%	33 099	46%	31 619	-4%	30 052	-5%
Aleksander Kutela (from 10.04.2014 until 29.11.2021) <i>Independent member</i>	18 445	18 755	2%	18 670	0%	-	-	-	-	-	-
Dorota Dobija (from 29.11.2021) <sup>3</sup> <i>Independent member</i>	-	-	-	18 755	-	20 119	7%	20 615	2%	24 309	18%
Monika Marcinkowska (from 29.11.2021) <sup>3</sup> <i>Independent member</i>	-	-	-	16 940	-	18 172	7%	18 620	2%	34 545	86%
Katarzyna Zajdel-Kurowska (from 26.04.2023 until 29.02.2024) <i>Independent member</i>	-	-	-	-	-	-	-	16 744	-	17 290	3%
Aneta Hryckiewicz-Gontarczyk (from 11.04.2024) <i>Independent member</i>	-	-	-	-	-	-	-	-	-	23 240	-
Arkadiusz Krasowski (from 11.04.2024) <i>Independent member</i>	-	-	-	-	-	-	-	-	-	23 240	-
Christopher Steane (from 31.03.2016 until 05.04.2018) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Małgorzata Kolakowska (from 01.04.2016) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Michał Szczurek (from 05.04.2018) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Ad Kas (until 02.04.2020) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Norman Tambach (until 02.04.2020) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Susan Poot (from 01.05.2020 until 30.09.2021) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Remco Nieland (from 01.05.2020 until 07.04.2022) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Stephen Creese (from 29.11.2021) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Hans De Munck (from 26.04.2023) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-
Serge Offers (from 11.04.2024) <i>Member having ties with ING Group</i>	-	-	-	-	-	-	-	-	-	-	-

<sup>1</sup> C/I -(Eng. Cost to Income ratio) cost share ratio calculated as the relation of operating costs to the result on basic activity

<sup>2</sup> ROE - (Eng. Return On Equity) return on equity calculated as the ratio of net profit attributable to shareholders of ING Bank Śląski S.A. from 4 consecutive quarters to the average level of equity for 5 consecutive quarters

<sup>3</sup> the changes in remuneration were caused by an increase in the base remuneration and a change in the functions performed by independent members in the Supervisory Board of the Bank (in 2024, the General Meeting of ING Bank Śląski appointed the Supervisory Board for a new joint term of office; at the same time, changes were made in the division of functions in the Supervisory Board and its committees, including M. Marcinkowska taking up the position of Chairwoman of the Supervisory Board in 2024, replacing A. Galos)

**Note:** There is a presentation discrepancy in relation to the individualized data presented in the Annual Report, namely this statement takes into account the variable remuneration awarded for a given financial year without any other benefits, while the Annual Report includes:

- in the part concerning remuneration due for a given year - the amount of a provision for variable remuneration for the Bank's Management Board for a given year,
- in the part concerning remuneration paid in a given year - variable remuneration paid in a given financial year for previous years.

The Annual Report also includes data on the value of other benefits.



## TRANSLATORS' EXPLANATORY NOTE

The English content of this report is a free translation of the registered auditor's report of the below-mentioned Polish Company.

In the event of any discrepancies in interpreting the terminology, the Polish language version is binding.

# Independent registered auditor's report on the assurance engagement in relation to the assessment of the Remuneration Report

To the General Shareholders' Meeting, the Supervisory Board and the Management Board of ING Bank Śląski S.A.

## Introduction

Management Board of ING Bank Śląski S.A. (the "Bank") engaged us to conduct a reasonable assurance engagement for the verification of completeness and compliance with applicable requirements of the attached Remuneration Report for the year ended 31 December 2024 (the "Remuneration Report").

## Description of the subject matter and applicable criteria

The Remuneration Report was prepared by the Supervisory Board to comply with the requirements in Art. 90g paragraph 1 of the Act of 29 July, 2005 on public offering, conditions for introducing financial instruments to an organized trading system and on public companies (Journal of Laws of 2024, item 620, as amended - hereinafter the "Public Offering Act"). The applicable requirements regarding the Remuneration Report are contained in the Public Offering Act.

The requirements referred to in the preceding sentence determine the basis for preparation of the Remuneration Report (hereinafter the "Basis for Preparation") and, in our view, constitute appropriate criteria to form the reasonable assurance conclusion.

According to the requirements of Art. 90g paragraph 10 of the Public Offering Act, the Remuneration Report is subject to assessment by a registered auditor in terms of it including the information required under Art. 90g paragraph 1-5 and 8 of the Public Offering Act. This report fulfills this requirement.

By the registered auditor's assessment referred to in the preceding sentence and constituting the basis for our formulation of a conclusion providing reasonable assurance, we mean the assessment whether, in all material respects, the scope of information presented in the Remuneration Report is complete and has been disclosed with the level of detail required by the Public Offering Act. Additionally, our assessment includes verification that the information presented in the Remuneration Report is consistent, in all material respects, with the actual state of affairs, does not ignore significant facts and does not contain material distortions.

## Responsibility of the Supervisory Board

The Supervisory Board is responsible for the preparation and completeness of the Remuneration Report. The Supervisory Board is responsible for the selection and application of the appropriate methods for preparation of financial data and non-financial information as well as for the design, implementation and maintenance of systems and processes of internal control and accounting records, that are necessary to enable preparation of a Remuneration Report that is free of material misstatements and complies with the applicable requirements.

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PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k. wpisana jest do Krajowego Rejestru Sądowego prowadzonego przez Sąd Rejonowy dla m. st. Warszawy, pod numerem KRS 0000750050, NIP 526-021-02-28. Siedzibą Spółki jest Warszawa, ul. Polna 11.



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## Our responsibility

Our responsibility was to assess the completeness and compliance with the applicable requirements of the information contained in the attached Remuneration Report and to express, based on the evidence obtained, an independent conclusion from the assurance service performed, providing reasonable assurance.

We conducted our engagement in accordance with National Standard on Assurance Engagements 3000 (Revised), Assurance Engagements other than Audits and Reviews of Historical Financial Information, in the wording of the International Standard on Assurance Engagements 3000 (Revised) ("ISAE 3000 (R)"). This standard requires that we comply with ethical requirements, plan and perform procedures to obtain reasonable assurance whether the Remuneration Report is prepared, in all material aspects, in accordance with the applicable requirements.

Reasonable assurance is a high level of assurance, but it does not guarantee that the service performed in accordance with ISAE 3000 (R) will always detect the existing material misstatement.

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## Quality control requirements

We apply the provisions of the National Standard on Quality Control 1 in the wording of the International Standard on Quality Control (PL) 1 - "Quality management for companies performing audits or reviews of financial statements or commissioning other assurance or related services" developed by the International Standards Board on Auditing and Assurance Services and adopted by a resolution of the Council of the Polish Audit Oversight Agency. This standard requires us to design, implement and operate a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We comply with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

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## Summary of the work performed

Our planned and performed procedures were aimed at obtaining reasonable assurance whether the Remuneration Report was prepared, in all material aspects, in accordance with the applicable requirements, is complete and free from material misstatements and omissions. Our procedures included, in particular:

- analysis of the Remuneration Report and comparing the information contained therein with the applicable requirements;
- analysis of the resolutions of the General Shareholders' Meeting of the Bank regarding the remuneration policy for members of the Management Board and the Supervisory Board as well as any supplementary resolutions of the Supervisory Board and other documents regulating the remuneration policy subject to the disclosure requirement in the Remuneration Report;
- understanding the procedures adopted by the Supervisory Board to meet requirements of the preparation of the Remuneration Report, including understanding the relevant internal control procedures to the extent necessary to assess the risk of material misstatement or the omission of significant information;
- identifying, by comparing with corporate documents, a list of persons for whom there is a requirement to include information in the Remuneration Report and verifying, through inquiries of



persons responsible for preparing the report, and, where we consider it appropriate, also directly with persons subject to the requirement provide information on, whether all information covered by the criteria for the preparation of the Remuneration Report are disclosed in the Remuneration Report;

- where we consider it appropriate to assess the compliance of the Remuneration Report with applicable regulations, reconciliation of the financial data regarding remuneration presented in the Remuneration Report to the Bank accounting books and other relevant source documents;
- where we consider it appropriate to assess the completeness of the Remuneration Report with the applicable regulations, reconcile with the relevant source documents whether the non-financial information required for disclosure in the Remuneration is accurate and does not omit material facts.

The Remuneration Report was not subject to audit as defined in National Standards on Auditing. In the course of performing the assurance procedures, we have not conducted an audit or review of the historical financial information used in the process of preparation of the Remuneration Report and therefore we do not accept any responsibility for the issuance or update of any reports or opinions on historical financial information of the Bank.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion expressed below.

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### Conclusion (assessment)

In our opinion, the Remuneration Report is complete and complies, in all material aspects, with the applicable requirements contained in the Basis for Preparation.

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### Restrictions of use

This report has been prepared by PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k. for the General Shareholders' Meeting, the Supervisory Board and the Management Board of the Bank and is intended solely to fulfil the purpose described in the section "Description of the subject matter and applicable criteria". It should not be used for any other purpose.

In connection with this report, PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k. does not accept any liability resulting from contractual and non-contractual relationships (including for negligence) with entities other than the Bank. The above does not relieve us of liability where such release is excluded by law.

The Management Board of the Bank is responsible for publishing the Remuneration Report on the Bank website and for providing access to it free of charge for at least 10 years from the date of the general meeting at which the resolution evaluating the Remuneration Report was adopted, and for the reliability of information on the Bank website. The scope of our work does not include an assessment of these matters. Accordingly, we are not responsible for any changes that may have been made to the information which is the subject of our assessment or for differences, if any, between the information covered by our report and the information provided on the Bank website.





Acting on behalf of PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k., a company entered on the list of entities authorised to audit financial statements under number 144:

Konrad Hołyst

Statutory Auditor  
License no 13709

Warsaw, 14 March 2025



**The report on the evaluation of the payroll policy  
at ING Bank Śląski S.A. in 2024**

The remuneration policy at ING Bank Śląski S.A. is evaluated on the basis of §28.3 of the *Principles of Corporate Governance for Supervised Institutions*.

At ING Bank Śląski S.A., the core principles of the remuneration policy have been laid down in the ING Bank Śląski S.A. Group Remuneration Policy which was introduced in 2017. The document lays down the key assumptions for shaping the principles of remuneration so as to attract and retain employees, by ensuring the remuneration that is competitive versus the market. The Policy also defines remuneration components.

The principles of the Policy have been further detailed in the other regulations governing the remuneration policy at ING Bank Śląski S.A.:

- 1) Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A.,
- 2) ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy,
- 3) Executive Remuneration Bylaw for Members of the Management Board of ING Bank Śląski S.A.,
- 4) General Conditions of Remunerating the Employees of ING Bank Śląski S.A. with enclosures:
  - a) General Conditions of ING Bank Śląski S.A. Employee Evaluation (Step Up),
  - b) General Conditions of ING Bank Śląski S.A. Identified Staff Evaluation.

**I. RULES OF SHAPING THE REMUNERATION POLICY AT ING BANK ŚLĄSKI S.A.**

1. In 2024, the Policy remained unchanged vis-à-vis the previous year. Invariably, the Policy furthered delivery of the business strategy and long-term interests of the Bank and its clients, including the sustainability strategy and corporate social responsibility. The said premise was mirrored in the targets set for employees for a given year.
2. As far as remuneration of members of the Bank governing bodies – that is members of the Supervisory Board and of the Management Board – is concerned, the Bank upheld the policy supporting sustainable growth of the bank, which is understood as actions taken in the areas that are meaningful for the society and for the economy, as well as responsibility for and care of the deliverables of those actions, which is part and parcel of the business strategy. Details of remuneration of ING Bank Śląski S.A. Supervisory Board and Management Board Members can be found in the Report compiled as per Article 90g of the Act on Public Offering and Terms and





Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies.

## II. REMUNERATION COMPONENTS

1. The approach to remuneration components (divided into fixed and variable ones) did not change in 2024. Fixed remuneration is such a large part of the total remuneration that it allows one to pursue a fully flexible policy of variable remuneration components, including the option of reducing or not granting any variable remuneration at all.
2. Variable remuneration encompasses any and all forms of remuneration and other benefits provided in return for performance.

Variable remuneration encompasses the annual bonus which is set per employee, based on the evaluation of balanced and risk-based performance, considering the quantitative- and qualitative criteria. As part of the variable remuneration, high-performing employees may also be awarded an individual cash reward, the aim of which is to recognize and appreciate their extraordinary achievements at work and high potential.

3. Separate rules of variable remuneration, laid down in the *Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A.*, apply to the group of employees holding managerial positions that have material impact on the risk profile of the Bank (Identified Staff). The Policy defines the components of variable remuneration that may be awarded to Identified Staff and the principles of that remuneration payout.

The most important ones include:

- 1) financial and non-financial criteria as well as risk-adjusted criteria are used to assess individual performance; non-financial criteria should account for at least 50% of all goals, save for the persons responsible for control functions,
- 2) financial criteria are not used for the persons responsible for control functions. The goals for those persons stem from the functions held by them and they are not tied to the performance of the areas controlled by them,
- 3) a deferral of a part of variable remuneration, which is settled in five instalments during the period of work performance verification, to assess the impact of employee actions on the Bank's long-term results,
- 4) (at least 50% of) variable remuneration is awarded in financial instruments, with own shares (previously phantom stock) being the primary instrument since 1 July 2022,
- 5) with a view to ensuring long-term stability of ING Bank Śląski S.A. and tying further the risk management minimum standards to individual remuneration, since 2019 the Bank has had a *Procedure regarding risk requirements for Identified Staff being Risk Takers*. The Procedure enables the Management Board Member responsible for the risk area (the CRO) to take a decision to apply a risk modifier for variable remuneration. Following the requirements, all Identified Staff members being Risk Takers receive written information providing for the specific risk requirements for a given calendar year. After the end of the year, satisfaction of risk requirements is assessed and the assessment result may reduce the variable remuneration of the employee, should risk requirements not be satisfied.





4. Fringe benefits provided under the Bank's remuneration policy cover a package of benefits and wellbeing activities structured under four pillars: Health, Activity, Energy and Finance.

### III. SUPERVISION OVER REMUNERATION POLICY

1. Compliance with the remuneration policy at the Bank is supervised by the following bodies:
  - 1) General Meeting:
    - a) evaluate annually whether or not the remuneration policy established is conducive to the development and safety of the Bank's business,
    - b) pass amendments to the ING Bank Śląski S.A. Supervisory Board and Management Board Members Remuneration Policy,
    - c) provide opinion on the remuneration of the Members of the Management Board and the Supervisory Board.
  - 2) The ING Bank Śląski S.A. Supervisory Board:
    - a) approve the ING Bank Śląski S.A. Group Remuneration Policy and the Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A.,
    - b) supervise compliance with the aforesaid Policies,
    - c) develop and submit to the General Meeting the report on the evaluation of the remuneration policy at the Bank and the report on the remuneration of Supervisory Board and Management Board Members.
  - 3) ING Bank Śląski S.A. Supervisory Board Remuneration and Nomination Committee – monitor the implementation of the Policy.
  - 4) Control functions actively participate and cooperate in the review of the Bank's remuneration policy to ensure its coherence with the risk management strategy and framework. Control functions also assess correctness of the capital base and fulfilment of conditions necessary for the bonus pool disbursement.
  - 5) The Risk Committee of the Supervisory Board of ING Bank Śląski S.A. have been included in the active supervision of the remuneration policy, monitoring the policy's compliance with the Bank's strategy, values and risk appetite.
2. The Polish Financial Supervision Authority supervise the compliance of the Bank's activity with the regulations concerning the variable remuneration components policy.

### IV. REPORT ON THE EVALUATION OF THE REMUNERATION POLICY AT THE BANK IN 2024

1. The remuneration policy at the Bank complies with the Bank's strategy, values and risk appetite as well as it supports the long-term interests of the Bank and its clients. Furthermore, it promotes and supports the process of effective risk management in order to maintain and protect the sound capital base of the Bank. It does not promote excessive risk-taking behaviour that is beyond the risk propensity accepted by the Supervisory Board of the Bank and it is based





on performance management combining individual goals with the long-term business strategy and ensuring sustainable growth.

## 2. Pay rises

In 2024, ING Bank Śląski S.A. kept its remuneration policy whose aim is to support the strategic goals and systematically mark the pays to the market, considering the economic challenges encountered on the market.

The salaries of ING Bank Śląski S.A. staff were reviewed as part of a standard annual procedure. The Remuneration and Nomination Committee was updated on the level of market salaries vis-à-vis the salaries of the employees of ING Bank Śląski S.A. The update was prepared on the basis of the Hay Group reports. Bearing in mind the results of the payroll review, the Bank Management Board decided to implement a pay rise exercise, starting April 2024.

Pay rises were awarded on a discretionary basis. The total pay rise budget stood at 7.5% of the base salary fund. The core assumptions behind the pay rise exercise were the following:

- 1) increasing the minimum wage up to PLN 5,500 gross (full-time FTEs),
- 2) introducing a new base salary table in which the amounts of minimum salaries were raised in all pay grades.

## 3. Annual performance bonus

2024 was another year of functioning of the annual Step Up goals settlement system, which combines job performance assessment, creation of a solid corporate culture and our ambitions. Performance evaluation directly translates into payout of bonuses to employees. In keeping with the General Terms and Conditions of ING Bank Śląski S.A. Employee Evaluation (Step Up), the Bank Management Board determined, in consultation with the Supervisory Board, the variable remuneration pool for employees. In February 2024, the full bonus (without the adjustment by correction factors) was paid out to Bank employees from the specific provision.

## 4. Identified Staff annual bonus

In March 2024, the bonus for Identified Staff was settled in accordance with the *Variable Remuneration Policy for Identified Staff of ING Bank Śląski S.A.*:

- 1) variable remuneration for 2023 was set and the non-deferred portion of the bonus was awarded,
- 2) following positive verification of the assessment with consideration of ex-post risk and capital test, the Bank awarded the relevant portions of deferred variable remuneration for 2019, 2020 and 2021.

The base terms and conditions of variable remuneration disbursement were satisfied. The Remuneration and Nomination Committee gave positive advice and, in consequence, the non-deferred 2023 bonus portion and the deferred bonus portions for 2019, 2020 and 2021 were paid out to the Identified Staff. An analogical adjustment multiplier was not applied to the variable remuneration of Identified Staff.





No bonus shall be due should the employment contract be terminated under Article 52 of the Polish Labour Code. The Supervisory Board may also decide to reduce the annual bonus or not to pay it out in a given bonus award period based on verification of assessment of bonus tasks execution, taking ex post risk into account.

## 5. Incentive Programme for Identified Staff

The incentive programme based on the Bank's own shares was adopted by Resolution No. 29 of the Bank's Ordinary General Meeting of 7 April 2022 at the bank and at companies belonging to the bank group and subject to consolidation, save for ING Bank Hipoteczny S.A.

Own shares are awarded free of charge as an element 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 remuneration policy in banks (Journal of Laws 2021, item 1045).

Programme functioning is preconditioned by acquisition of an adequate number of own shares from the market. According to the Programme assumptions, the Ordinary General Meeting of the Bank authorised the Bank Management Board to acquire own shares under the terms and conditions described below:

- the own shares will be paid in full,
- the own shares will be acquired solely in order to execute the Incentive Programme,
- 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, own shares acquired earlier by the bank and its subsidiaries included, which have not been sold or redeemed, exceed 0.6% of the bank's share capital,
- the total amount that may be allocated for the acquisition of own shares, the costs of their acquisition included, shall not exceed PLN 200 million (in words: two hundred million) and in no case shall exceed the amount of the reserve capital established for this purpose,
- the own shares will be acquired through the agency of an investment firm selected for this purpose,
- 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.

Should – for whatever reasons – the share acquisition process from the market prove unfeasible or impossible without taking excessive effort or within the predefined timelines, then for the needs of further performance of Bank's obligations under the Programme, the Bank Management Board – upon the consent of the Supervisory Board – can take a decision to replace own shares with another financial instrument whose value is shaped by the value of Bank shares or to otherwise perform Bank obligations under the Programme.





The rights to phantom stock allotted before the commencement date of the new programme will be exercised in the manner applicable to date. Notably, the deferred portions of remuneration awarded in phantom stock will not be converted into own shares.

As a result of the transactions carried out as part of the buyback of own shares in tranches:

	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Total number of shares repurchased	24,931	22,800	16,292	25,000
Share buyback timeline	12.05.2023 – 03.07.2023	05.12.2023 – 29.12.2023	13.03.2024 – 05.04.2024	04.12.2024 – 31.12.2024
Total value of repurchased shares	PLN 4,201,796	PLN 6,110,408.00	PLN 5,190,328.50	PLN 6,271,279.00
Share of the repurchased shares in share capital	0.01916%	0.01752%	0.01252%	0.01922%

Own shares were transferred to the individual brokerage accounts of the Management Board Members and Identified Staff in the following numbers:

Bank Management Board	Identified Staff
9,584 own shares	26,352 own shares

No bonus shall be due should the employment contract be terminated under Article 52 of the Polish Labour Code. The Supervisory Board may also decide to reduce the annual bonus or not to pay it out in a given bonus award period based on verification of assessment of bonus tasks execution, taking ex post risk into account.

The rights to phantom stock allotted before the commencement date of the new programme will be exercised in the manner applicable to date. In particular, the deferred parts of the remuneration granted in phantom stock will not be convertible into treasury stock.

## 6. Hybrid working model

As of March 2022, we have permanently introduced a hybrid working model at the Bank, which involves alternating the performance of work tasks from the office and from home. In 2023, we changed our approach to payment of the adaptation allowance by introducing two allowances instead:

- 1) allowance for remote work – compensating for the costs of remote work, and
- 2) office allowance – supporting commuting employees.





In December 2024, by analogy to the previous year, we paid our employees the said allowances in the gross amount of PLN 1,800. This represented an increase of PLN 300 compared to 2023. All eligible employees were paid the same allowance amount, regardless of their working time. All employees hired on the employment contract basis as at 31 December 2024 received the allowance. The following persons were not eligible for the payment: persons on maternity leaves, parental leaves, childcare leaves and unpaid leaves (including sabbaticals) as well as persons with whom we closed cooperation. Persons returning from long-term absence and employed in 2025 will receive the allowance on a pro rata basis, calculated from the month of their return to work or from the hiring month. Eligible persons will be verified and the allowance will be paid after the end of a given quarter.

## 7. Fringe benefits

In addition to other forms of rewarding and recognising employees, we offer them an extensive catalogue of fringe benefits that increase the attractiveness of the workplace. We select the fringe benefits offered to employees based on trend analyses and employee feedback regarding their expectations of fringe benefits.

The offer of fringe benefits has been structured into four pillars (Health, Energy, Activity and Finance), which define the holistic approach to the benefit package supplementing fixed and variable remuneration which is offered to employees.

With a view to making the offer more transparent and improving the knowledge of its availability among the staff, in 2024 we continued sending employees a monthly Wellbeing Newsletter in which we communicate details of the offer, present events planned for the following month and inform employees of the sites where they can find information of use and interest from the benefits area. Information about benefits and planned events are grouped under defined pillars of our wellbeing strategy.

### 1) Health

Our goal under the Health pillar is:

- to ensure that every employee has access to top quality medical services (along with the package of dental services and refunding programme offer), both for themselves as well as their family members.

We offer a range of preventive measures to support the health of our employees. The wide range of services significantly reduces the risk of serious illnesses or late detection of such health conditions:

- Preventive health check-ups as part of standard packages of medical care, of which a total of 1,551 people benefited in 2024.
- The Cancer Prevention Programme is a comprehensive package of tests dedicated to employees, to support employees and to promote prevention. In 2024 alone, around 400 people underwent preventive tests for breast and gastrointestinal diseases.
- 'We test genes at ING' - as part of the programme, we offer financial support for genetic testing. This year, in addition to genetic testing to assess the risk of cancer, employees





had the opportunity to choose a second programme for age-related illnesses, such as Alzheimer's disease.

- Other preventive measures include flu and HPV vaccinations, massages, consultations with specialists (dieticians, back pain prevention).

In addition to healthcare and preventive measures, we also organise a range of activities and initiatives to raise awareness of health and healthy habits. In 2024, these included meetings and consultations as part of the initiatives 'Dietary Wednesdays', 'Health Week' and 'Wellbeing Day'. In total, around 3,569 participants from network units and the head office took part in the meetings.

In 2024, we also continued the surprise campaigns for employees of the head office and the network. This year, for the first time, we undertook to organise 3 large campaigns for the entire sales network in Poland. This was a huge logistical challenge and required a lot of work from us. The feedback after each surprise campaign was very positive, which motivated us to plan even more surprises.

## 2) Energy

Our goal under the Energy pillar is to ensure psychological support for our employees. Our flagship products are extra days off (for special occasions, for holiday, voluntary activity or to care for their next of kin), the offer for staff children, psychological care and support in difficult everyday situations.

The package of benefits provides for extra days off due to child birth or wedding and their number is higher than the statutory limits (higher than the number of days off provided under the applicable laws). A unique product in the range of days off is the Family Day Off, which employees can use in full or hourly depending on their needs.

We also support parents in that we offer:

- an extra paid maternity leave of 10 days,
- an extra paid paternity leave of 5 days,
- the ability to take advantage of 2 days to care for a child up to 18 years of age.

We dedicate a separate package of extra days off to deal with life situations related to disability; those extra days off include:

- 5 extra vacation days for parents who have a child with a certificate of disability,
- 2 extra days off for employees who take care of family members with disability, and
- 3 extra days off for employees who have a certificate of mild disability.

The extra days off to which staff members are entitled include:

- as many as 5 days per calendar year as a reward,
- a day off for employees who work on a shift basis (that is at night time, on Sundays and statutory holidays),
- a sabbatical leave which is an extended period of time away from work to rest or study, and
- an extra day off to celebrate a jubilee.





In 2024, we kept being focused on mental health. As part of those actions, we undertook the following activities:

- Mental Health Platform – it provided the employees with the ability to talk to a therapist, a coach, as well as a financial advisor or a legal advisor. There is a total of approximately 3,000 participants of the Platform. In addition, employees can take part in thematic podcasts, webinars and recordings. Within the Platform, employees have unlimited access to workshops and development sessions. There are live meetings which are also accessible to individuals who were unable to take part in the live meetings. The workshop topics are selected as needed and they are changed on a regular basis. The employees can also invite their loved ones to take advantage of such a form of help. The World Mental Health Day which is celebrated in October is another occasion where we enable our employees to take advantage of 50 extra hours for psychotherapy within the Platform.
- we continued the operation of the Orange Help-Line – it is a dedicated anonymous helpline which is served by certified psychologists who offered the employees the ability to discuss their well-being, their fears or problems. All ING employees and their loved ones can take advantage of the support. In 2024, an additional helpline was set up for flood victims when it was needed.

In 2024, we also organised special events dedicated to the children of our employees:

- Children's Day in our office buildings in Katowice and Warsaw – children of our employees from all across Poland were able to take part in multiple workshops, events and competitions. Each visitor also received a gift on the occasion.
- Santa Claus Day – in December, all parents received an extra PLN 50 per each child in their Cafeteria account.

In addition, we organised the following events for employees:

- Wellbeing Day

On 10 September, we celebrated World Wellness Day. On that date, we reminded employees that every day, even through small actions, it is possible to take care of physical health, emotional harmony and good relationships with others. The Bank credited Cafeteria accounts of employees with extra 50 points which teams could spend to arrange some special time, by ordering lunch together or going to cinema together for example.

- Energy Days

A week-long event called Energy Days was held in October. Employees had the opportunity to meet with mental health specialists, including in mindfulness sessions and meetings with psychologists and therapists.

### 3) Activity

Our goal as part of the Activity Pillar is to encourage employees to take up physical activity. Our flagship products include:

- "Aktywni ING" (Active ING) – a charity challenge in a sports app 'Aktywni-Charytatywni' and three additional competition challenges for people who like to walk, run and cycle.





Our employees raised over 20,000 for the ING for Children Foundation. More than 500 people took part in the event. Nearly 1,700 employees are registered on the Aktywni ING platform.

- Biegnij Warszawo (Run Warsaw) - We have been taking part in Biegnij Warszawo since 2013. The Orange Team consists of employees, their companions and families. Every year, we run and march for the ING for Children Foundation. In 2024, we broke the record for registrations. Over 6,000 people took part in the event and we donated over 160,000 to the Foundation. As usual, we met for a family picnic after the run and walk.
- Aktywna Przerwa (Active Break) - as part of the prevention of spinal conditions, we launched a programme called 'Active Break' in October 2020. We recorded 75 exercise videos that can be used as many times as needed at any time. In 2024, employees continued to exercise using the recorded videos. Since October 2020, they have exercised for almost 1,106 hours and played the videos 25,296 times.
- Sports tournaments - We organise sports tournaments every year. In 2024 we held: Football Tournament, Table Tennis Tournament and Beach Volleyball Tournament. The football tournament was for charity. The winning teams donated cheques in the amount of PLN 10,000 to three charities: Amp Futbol, Nadzieja na Mundial [Hope for the World Cup] and the Avalon Foundation.
- Mocodajnia - is a place in Katowice at 50 Chorzowska Street, which, depending on what is needed, serves as a meeting room, a creative workshop space or a gym. Equipment and activities are tailored to the needs reported by our employees. We pay particular attention to classes aimed at preventing back disorders that result from prolonged sitting while working at a computer, reducing stress levels and muscle tension resulting from the pace of work and the number of tasks we face on a daily basis; acupressure mats help combat back pain and have a relaxing effect.
- In 2024, in response to employee voices, we introduced regular dance, Tai-chi and yoga classes at Mocodajnia. We also started dance classes for our employees' children there. Moreover, we launched yoga classes in Warsaw, in the Floor Hub at our headquarters in 2 Puławska Street. We also introduced online classes in Tibetan healing yoga. Lu Jong Yoga is a set of 21 exercises for everyone regardless of age and fitness, combining form, movement and breath.
- Duplicate bridge - the main aim of the sports budget is to support the sporting passions of our employees, promoting a healthy lifestyle and physical activity. More than 1,500 people have benefited from the sports budget to date.
- Porusz czerwiec (Move June) - in June we invited you to join the Move June campaign. Yoga classes, a cycling photo competition, bike discounts and much more awaited our colleagues.
- Ćwiczymy Pod Chmurką (We exercise outdoor) - in July and August, in various parks in Katowice, Warsaw and Chorzów, our employees could exercise with instructors outdoor. The idea behind the meetings was to promote healthy and active leisure in the open air. The introduction of slow jogging training was a novelty. It was and is very popular among our employees.





#### 4) Finances

Financial security and financial education of our employees are the goals of our activities under the Finance Pillar. Our flagship products under that Pillar include:

- Employee Pension Programme – as part of the programme, the Bank enables employees to accumulate extra funds for their pension, and the Bank finances the basic contribution,
- Group life insurance with two insurance companies. The ability to use the employer-sponsored insurance plan is a real benefit for the employees,
- The Cafeteria plan which has operated at the Bank since 2017. Employees have access to sport cards and a flexible benefit offer. The Cafeteria is accessible to all employees, and the number of points depends on their salary level. The Cafeteria plan was subject to a thorough review in 2023 which allowed us to determine new rules of the plan functioning, effective as of 2024. The tool we have offered to the employees is more flexible, and gives them access to all benefits and services without any limits that had previously applied due to the fact that the benefit was tied with the in-house social benefits funds. At the same time, we implemented a rule, whereby the points were awarded based on the salary grade.

In 2024, we implemented a number of educational activities and offered employees support in the form of financial allowances. As part of these actions:

- we educated employees on financial matters and supported their financial well-being by providing them with useful knowledge. Before we launched those activities, we had held a poll among the employees which confirmed that they were interested in such activities. In response to their needs, we focus on the following areas:
  - promoting knowledge of pension schemes to save for their future pension,
  - providing assistance with personal taxes in the form of conferences, chats and brochures prepared by third-party experts,
  - providing them with knowledge and support in regard to the market situation in Poland, finance psychology or household budget,
  - financial education for children.

#### 8. Gender pay equity

The Remuneration Policy of ING Bank Śląski S.A. Group is gender neutral, which means that it does not create conditions for any gender to be favoured in an unjustified manner with regard to terms and conditions of remuneration.

The pay gap indicator is calculated by comparing the average pay of women and men across the Bank. However, the full picture of the gender pay gap is more complex, as it is influenced by many factors, such as the employment structure, value and type of work performed by women and men. Therefore, the remuneration analysis is divided into two components: the unadjusted pay gap, calculated in accordance with the methodology resulting from the European Banking Authority Guidelines, and the adjusted pay gap, calculated based on the methodology developed by the banking sector in the open forum of the Polish Bank Association (ZBP) in 2025.





The adjusted pay gap provides additional contextual information to help interpret an organisation's individual situation.

- **Unadjusted wage gap** - ING Bank Śląski S.A. calculates the unadjusted wage gap ratio in accordance with the methodology resulting from the European Banking Authority Guidelines. The calculation is based on the difference between the average salary of men and women to the average salary of men. The analysis covers all persons employed at the Bank as at 31.12.2024 on the basis of a contract of employment, excluding employees with a long-term absence (at least 3 months as at 31.12.2024) and those employed in the last 3 months of 2024. Other assumptions adopted for the calculation include the conversion of salaries into full-time equivalents for part-time employees and the annualisation of salaries of employees covered with the analysis. The variable remuneration included in the calculation represents the remuneration awarded for 2024. The unadjusted rate in 2024 was 31%.
- **Adjusted wage gap** - the main factor impacting the level of the wage gap at ING Bank Śląski S.A. is the employment structure in each pay grade. In order to determine the level of the adjusted wage gap more precisely, the Bank has carried out a detailed analysis comparing the salaries of people employed within homogeneous groups of employees performing the same work or work of the same value. The calculation is based on the average remuneration of men and women employed within homogeneous groups of employees in accordance with the Bank's remuneration policy, weighted by the employment structure of these groups. Groups of employees represented by only one of the genders and those whose size does not reflect the importance of the level of average remuneration (representation of each gender: less than 3 employees) were excluded from the calculation. The adjusted ratio in 2024 was 3%.

The reduction of the wage gap from 32% in 2023 to 31% in 2024 was mainly achieved thanks to the measures taken by the Bank to include wage equality-related indicators in the process of salary increases in 2024.

We are taking steps to ensure that the gender pay gap is reduced over time. In terms of individual staff groups and grades, the pay gap is as shown in the table below.

2024	
Unadjusted gap	31%
Adjusted gap	3%

In addition to the gender pay gap index, since 2022 we have continued our in-depth analysis in equal pay for equal work, which shows the pay mismatch index for the same jobs, grades, competences. In this way, we identify people who earn statistically more or less for a given profile, also relative to the opposite sex. The results of the analyses are one of the key elements taken into account by managers when making decisions on salary increases.

We are implementing a number of diversity and inclusion initiatives aimed at equalising opportunities for women and men and building awareness among managers and employees of our bank's non-discriminatory gender policy. One of the annual objectives of the Management Board in recent years has been to ensure an appropriate gender balance in succession plans for senior managers.





## 9. Review and update of regulations

As part of the review of the remuneration-related regulations, amendments were proposed to:

- 1) the Remuneration Policy in the ING Bank Śląski S.A. Group, which resulted from:
  - clarification of the Policy provisions in accordance with Article 5 of Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ('SFDR'),
  - aligning the provisions relating to elements of fixed remuneration with current reporting and communication practice in a way that explicitly indicates the range of benefits offered by the employer in the 4 pillars, namely Health, Finance, Energy and Activity,
  - adding to the provisions of Chapter 4 on the review of the remuneration policy the provisions relating to reporting obligations - the change is due to an internal audit observation on the implementation of the obligations arising from the Guidelines EBA/GL/2022/06 and EBA/GL/2022/08.
- 2) The Variable Compensation Policy for Identified Staff of ING Bank Śląski S.A., which resulted from:
  - implementation of the audit recommendation issued after the variable remuneration audit by the Internal Audit Department - the change relates to the compliance of the Policy's provisions with the operating practice of assessing the level of achievement of annual targets by those responsible for control functions reporting directly to the Bank Management Board.

## 10. Meetings of the Remuneration and Nomination Committee

In 2024, the Remuneration and Nomination Committee of ING Bank Śląski S.A. held 10 regular meetings and 1 by way of circulation.

## 11. Inspections and audits

Between 5 August 2024 and 30 August 2024, the Internal Audit Department carried out an audit of the process of remunerating identified staff at ING Bank Śląski S.A. The purpose of the audit assignment was to evaluate the design and operating effectiveness of the key internal controls relating to the process of remunerating the identified staff at the Bank as well as the Remuneration Policy at ING Bank Śląski S.A.

The audit findings confirmed that the process of determining and payment of the remuneration to Bank employees (including identified staff members at the Bank) had been regulated by internal remuneration policies which are updated, supervised and monitored on a regular basis by the Supervisory Board who are supported by the Remuneration Committee.

The audit recommended the need to implement a change in the regulations whereby a separate proposal will be presented to the Risk Committee of the Bank Supervisory Board to verify whether elements of the remuneration system take into account risk, capital and liquidity.

The recommendation has been implemented by introducing a provision in the Regulations of the Risk Committee of the Supervisory Board of ING Bank Śląski S.A. ensuring the





implementation of the requirement by the Risk Committee of the Supervisory Board in accordance with Article 61 of the EBA/GL/2021/04 Guidelines. In practice, the change will be implemented in the form of the presentation of proposals relating to monitoring of the correctness at the Risk Committee meetings.

**The Supervisory Board are of the view that in 2024 the Bank respected the principles of its remuneration policy.**





**WNIOSEK ZARZĄDU  
W SPRAWIE PODZIAŁU ZYSKU OSIĄGNIĘTEGO  
PRZEZ BANK W 2024 ROKU ORAZ  
NIEPODZIELONEGO ZYSKU Z LAT UBIEGŁYCH**

**MANAGEMENT BOARD MOTION  
REGARDING DISTRIBUTION OF THE PROFIT  
EARNED BY THE BANK IN 2024 AND  
UNDIVIDED PROFIT FROM PREVIOUS YEARS**

Zarząd ING Banku Śląskiego S.A. proponuje  
Zwyczajnemu Walnemu Zgromadzeniu:

The Management Board of ING Bank Śląski S.A.  
hereby propose to the Ordinary General Meeting:

1. dokonanie podziału zysku netto ING Banku Śląskiego S.A. za 2024 rok i niepodzielonego zysku z lat ubiegłych, zgodnie z poniższym:
  - 1) zysk netto za rok 2024 w kwocie 4 369 123 168,87 złotych przeznacza się na:
    - a) wypłatę dywidendy: 3 275 918 000,00 złotych,
    - b) ogólny kapitał rezerwowy: 1 093 205 168,87 złotych,
  - 2) niepodzielony zysk z lat ubiegłych w kwocie 56 674 533,52 złotych przeznacza się na zasilenie ogólnego kapitału rezerwowego.
2. wypłatę dywidendy z zysku za rok 2024 w kwocie 3 275 918 000,00 złotych, tj. w kwocie 25,18 złotych brutto na jedną akcję, na następujących zasadach:
  - 1) dniem, według którego ustala się listę akcjonariuszy uprawnionych do dywidendy (dzień dywidendy) jest 6 maja 2025 roku,
  - 2) wypłata dywidendy nastąpi w dniu 12 maja 2025 roku (termin wypłaty dywidendy),

1. the following distribution of the 2024 net profit and undivided profit from previous years of ING Bank Śląski S.A.:
  - 1) net profit for 2024 in the amount of PLN 4,369,123,168.87 shall be allocated to:
    - a) dividend payout: PLN 3,275,918,000.00,
    - b) general reserve capital: PLN 1,093,205,168.87,
  - 2) undivided profit from previous years in the amount of PLN 56,674,533.52 shall be allocated to increase the general reserve capital.
2. dividend payout from the 2024 profit in the amount of PLN 3,275,918,000.00, i.e. in the amount of PLN 25.18 per share in gross terms, on the following terms and conditions:
  - 1) 6 May 2025 shall be the date of record upon which the list of shareholders of record who are entitled to the dividend payment is determined (record date),
  - 2) the dividend shall be paid out on 12 May 2025 (payment date),

Zarząd ING Banku Śląskiego S.A.  
Management Board of ING Bank Śląski S.A.







Komitet Wynagrodzeń i Nominacji  
Remuneration and Nomination Committee

27.03.2025 r.

27.03.2025

Do Walnego Zgromadzenia ING Banku Śląskiego S.A.

To the ING Bank Śląski S.A. General Meeting

**Rekomendacja  
Komitetu Wynagrodzeń i Nominacji  
ING Banku Śląskiego S.A.  
dla Walnego Zgromadzenia  
ING Banku Śląskiego S.A.**

**Recommendation  
of the ING Bank Śląski S.A.  
Remuneration and Nomination Committee  
for the ING Bank Śląski S.A.  
General Meeting**

Na podstawie Rozdziału III pkt. 4 ppkt. 1 Polityki oceny adekwatności członków Rady Nadzorczej, członków Zarządu oraz osób pełniących kluczowe funkcje w ING Banku Śląskim S.A. („Polityka”) i Części III Rozdziału 2 pkt 7 ppkt 2 lit. a) Procedury oceny adekwatności członków Rady Nadzorczej, członków Zarządu i Komitetu Audytu w ING Banku Śląskim S.A. („Procedura”) Komitet Wynagrodzeń i Nominacji, po zapoznaniu się z dokumentacją z oceny adekwatności przeprowadzonej przez niezależny podmiot zewnętrzny, tj. firmę PwC Polska Kassel i Wspólnicy spółka komandytowa („PwC”), stwierdza, że każdy z niżej wymienionych członków Rady Nadzorczej ING Banku Śląskiego S.A., tj.:

1. Pan Stephen Creese,
2. Pani Dorota Dobija,
3. Pani Aneta Hryckiewicz-Gontarczyk,
4. Pani Małgorzata Kołakowska,
5. Pan Arkadiusz Krasowski,
6. Pani Monika Marcinkowska,
7. Pan Hans De Munck,
8. Pan Serge Offers,
9. Pan Michał Szczurek,

posiada wiedzę, umiejętności i doświadczenie odpowiednie do pełnienia funkcji członka Rady Nadzorczej ING Banku Śląskiego S.A., daje rękojmię należytego wykonywania obowiązków związanych z pełnieniem tej funkcji oraz wypełnia pozostałe wymogi określone w art. 22aa ustawy – Prawo bankowe, a tym samym spełnia kryteria adekwatności określone w Polityce.

Pursuant to Chapter III.4.1 of 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. (“Policy”) and Part III of Chapter 2.7.2a) of the Procedure on the suitability assessment of Members of the Supervisory Board, Management Board and Audit Committee at ING Bank Śląski S.A. (“Procedure”), upon reviewing the documents from the suitability assessment made by an independent third party, PwC Polska Kassel i Wspólnicy spółka komandytowa (“PwC”), the Remuneration and Nomination Committee hereby attest that each of the following Members of the ING Bank Śląski S.A. Supervisory Board, i.e.:

1. Mr Stephen Creese,
2. Ms Dorota Dobija,
3. Ms Aneta Hryckiewicz-Gontarczyk,
4. Ms Małgorzata Kołakowska,
5. Mr Arkadiusz Krasowski,
6. Ms Monika Marcinkowska,
7. Mr Hans De Munck,
8. Mr Serge Offers, and
9. Mr Michał Szczurek,

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, and thus meets the suitability criteria set out in the said Policy.







Komitet Wynagrodzeń i Nominacji  
Remuneration and Nomination Committee

Jednocześnie, zgodnie z Rozdziałem III ust. 1 i 5 *Polityki*, Komitet Wynagrodzeń i Nominacji, po zapoznaniu się z dokumentacją z oceny adekwatności przeprowadzonej przez firmę PwC, stwierdza, że indywidualne kompetencje poszczególnych członków Rady Nadzorczej dopełniają się w taki sposób, aby umożliwić odpowiedni poziom kolegielnego nadzoru nad wszystkimi obszarami Banku, a Rada Nadzorcza jako całość będzie posiadać odpowiedni poziom wiedzy, umiejętności i doświadczenia umożliwiające zrozumienie działań podejmowanych przez Bank, w tym głównych ryzyk.

Biorąc powyższe pod uwagę, Komitet Wynagrodzeń i Nominacji rekomenduje Walnemu Zgromadzeniu podjęcie uchwały stwierdzającej, że wyżej wymienieni członkowie Rady Nadzorczej ING Banku Śląskiego S.A. spełniają wymogi określone w art. 22aa ustawy – Prawo bankowe, przyjęcie w stosownej uchwale powyższej oceny adekwatności zbiorowej Rady oraz pozostawienie wyżej wymienionych członków w składzie Rady Nadzorczej.

*At the same time, in keeping with Chapter III.1 and Chapter III.5 of the Policy, having reviewed the documents from the suitability assessment made by PwC, the Remuneration and Nomination Committee state that the particular competences of the individual Members of the Supervisory Board are complementary and allow for ensuring adequate level of collective performance of supervision duties in respect of all the business areas of the Bank 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.*

*Bearing in mind the above, the Remuneration and Nomination Committee recommend that the General Meeting adopt a resolution stating that the aforesaid Members of the ING Bank Śląski S.A. Supervisory Board fulfil the requirements as set out in Article 22aa of the Polish Banking Law Act, acknowledge in the said resolution the aforesaid collective suitability assessment of the Board and keep the aforesaid Supervisory Board Members.*

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**Aneta Hryckiewicz-Gontarczyk**  
Przewodnicząca Komitetu  
*Committee Chair*

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**Dorota Dobija**  
Członek Komitetu  
*Committee Member*

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**Małgorzata Kołakowska**  
Członek Komitetu  
*Committee Member*

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**Monika Marcinkowska**  
Członek Komitetu  
*Committee Member*

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**Michał Szczurek**  
Członek Komitetu  
*Committee Member*







**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Stephen Creese as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Stephen Creese presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mrs. Dorota Dobija as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Dorota Dobija presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mrs. Aneta Hryckiewicz-Gontarczyk as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Aneta Hryckiewicz-Gontarczyk presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of the appointment of Mrs. Małgorzata Kołakowska as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Małgorzata Kołakowska presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Arkadiusz Krasowski as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Arkadiusz Krasowski presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mrs. Monika Marcinkowska as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mrs. Monika Marcinkowska presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Hans De Munck as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Hans De Munck presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of Mr. Serge Offers as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Serge Offers presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.





**Individual summary regarding the secondary suitability assessment  
of the Member of the Supervisory Board of ING Bank Śląski S.A.**

As part of the secondary suitability assessment process to verify, knowledge and adequacy of the appointment of Mr. Michał Szczurek as a Member of the Bank Supervisory Board at ING Bank Śląski S.A., it was found that Mr. Michał Szczurek presented the required documents and information regarding the competence, knowledge and professional experience necessary to conduct the assessment process, taking into account the following criteria:

1. Knowledge, professional experience, skills and competences,
2. Guarantee of proper performance of entrusted duties, i.e. no criminal record, reputation, honesty and ethics, financial situation and independence of judgment, including in the aspect of conflict of interests,
3. Devoting the time necessary to perform tasks as a Member of the Supervisory Board of ING Bank Śląski S.A.,
4. Combining positions and functions.

We state that, as part of the procedures carried out, no information was identified that would negatively affect the ability of the competent authority to assess adequacy.

A detailed description of the procedures carried out and the process documentation were submitted to ING Bank Śląski S.A.