

## Significant events in 2014

### 1. Resignation of Supervisory Board Members from standing for election for the next Supervisory Board's term of office

On 31 March 2014, the Bank received letters of resignation from standing for election to the Supervisory Board for the next term of office from:

1. Ms Anna Fornalczyk in the capacity of the Chair of the ING Bank Śląski S.A. Supervisory Board,
2. Mr Wojciech Popiołek in the capacity of the Secretary to the ING Bank Śląski S.A. Supervisory Board, and
3. Mr Mirosław Kośmider in the capacity of the ING Bank Śląski S.A. Supervisory Board Member.

The decision to resign from standing for election for the next term of office was dictated by the inability to satisfy the independence criteria by the above-referred Supervisory Board Members due to their long-standing Bank Supervisory Board membership.

### 2. General Meeting of ING Bank Śląski S.A.

On 10 April 2014, the General Meeting of ING Bank Śląski S.A. was held, during which the following resolutions were passed:

- on approval of the 2013 annual financial statements (consolidated and separate financial statements),
- on approval of the Management Board report on operations in 2013 (consolidated and separate reports),
- on acknowledgement of the fulfilment of duties of the Management Board and Supervisory Board Members for 2013,
- on distribution of profit for the year 2013,
- on dividend payout for the year 2013 (description in Chapter VI. Notes to the Consolidated Financial Statements, item 13. *Dividends paid/proposed*),
- on division of Centrum Banku Śląskiego Sp. z o.o. (the division was described in Chapter I. *Information on the Bank and the Capital Group*, under item 6. *ING Bank Śląski S.A. Capital Group*),
- on amendment to the Charter of ING Bank Śląski S.A.,
- on determining the number of the Supervisory Board Members, appointing the Supervisory Board Members for a new term of office and changing the remuneration of the Supervisory Board Members (the composition of the Supervisory Board of the new term of office was described in this Chapter, under item 3. *Changes to the Supervisory Board composition*).

The amendments to the Bank's Charter which were passed by the General Meeting were registered with the Decision of the District Court in Katowice, the Commercial Division of the National Court Register, of 28 April 2014.

### 3. Changes to the Supervisory Board composition

In consequence of expiry of the term of office of the Supervisory Board, on 10 April 2014 the ING Bank Śląski S.A. General Meeting appointed the new Bank Supervisory Board in the following composition:

1. Mr Brunon Bartkiewicz,
2. Mr Roland Boekhout,
3. Mr Aleksander Galos,
4. Mr Nicolaas Cornelis Jue,
5. Mr Adrianus Johannes Antonius Kas (Ad Kas),
6. Mr Aleksander Kutela, and
7. Mr Antoni Reczek.

On 10 April 2014, the first meeting of the Bank Supervisory Board for the new term of office was held. The Supervisory Board elected Mr Antoni Reczek as the Chairman, Mr Brunon Bartkiewicz as the Deputy Chairman and Mr Aleksander Galos as the Secretary to the Supervisory Board.

### 4. Shareholders having 5 or more per cent of votes at the Ordinary General Meeting of ING Bank Śląski S.A.

In line with the list of shareholders authorised to participate in the Ordinary General Meeting (GM) of ING Bank Śląski S.A., convened for 10 April 2014, the following entities were authorised to exercise 5 or more per cent of votes:

No.	Entity	Number of shares and votes at GM	% of the number of votes at GM	% of total number of shares and votes at GM
1.	ING Bank NV	97,575,000	88.42	75.00
2.	Aviva Otwarty Fundusz Emerytalny Aviva BZ WBK	7,370,000	6.68	5.66

### 5. Update on concluding the Letter of Intent with ING Continental Europe Holdings B.V.

On 6 May 2014 the Bank and ING Continental Europe Holdings B.V. (NN CEH) entered into a non-binding agreement (Letter of Intent) regarding the sale of 20% of the shares in ING Powszechnie Towarzystwo Emerytalne S.A. (ING PTE) held by the Bank to NN CEH which currently holds 80% of the shares of ING PTE. ING PTE manages Otwarty Fundusz Emerytalny ING (ING OFE) and Dobrowolny Fundusz Emerytalny (ING DFE).

The Parties expect to enter into a binding agreement of share sale, on arm's length basis, in Q4 2014. Should such a transaction take place, it will require the approval of the Polish Financial Supervision Authority.

The initial sale price provided for in the Letter of Intent was set to be approx. PLN 242 million and it equals the independent valuation of that block of shares. This price will be adjusted for dividends paid by ING PTE for 2013 and 2014, the actual number of fund's participants, who will declare to continue transferring some part of their pension contribution to ING OFE (customer retention rate) as at the end of 2014 and the financial result for 2014. The so-determined price will be additionally supported by an independent fairness opinion.

Under the Letter of Intent, the sale price may be further adjusted should there be a decision by the Polish Constitutional Court relating to the pension fund reform or amendments to the legislation as regards open-ended pension funds, which may ensue due to the above-mentioned decision or an appeal to such a Court, or any amounts received by ING PTE following the decision or ruling of a relevant authority or a settlement following the said Court's decision or amendment to the legislation. In that case, the Parties envisage preparing a new fairness opinion.

On 10 February 2015, the Share Purchase Agreement concerning shares of the ING Powszechnie Towarzystwo Emerytalne S.A. company (ING PTE) held by the Bank for the benefit of ING Continental Europe Holdings B.V. was signed. The transaction was described in Chapter VI. *Notes to the Consolidated Financial Statements*, item 49. *Significant events after the balance sheet date*.

## 6. Change of interest for ING Bank Śląski S.A.'s bonds

### ● fourth coupon period

On 6 June 2014, due to commencing new, fourth coupon period and setting a new WIBOR rate for six-month deposits per the coupon period, the interest was changed for bonds series INGBS061217 of the total nominal value of PLN 565,000,000.00, issued by the Bank on 6 December 2012, under the *Own Debt Securities Issuance Programme of ING Bank Śląski S.A.* The bonds interest for the subsequent coupon period is 3.63% per annum. The next coupon date falls on 6 December 2014. The other rights under the said bonds remain unchanged.

### ● fifth coupon period

On 6 December 2014, due to commencing new, fifth coupon period and setting a new WIBOR rate for six-month deposits per the coupon period, the interest was changed for bonds series INGBS061217 of total nominal value of PLN 565,000,000.00 issued by the Bank on 6 December 2012 under the *Own Debt Securities Issuance Programme of ING Bank Śląski S.A.* The bonds interest for the subsequent coupon period is 2.95% per annum. The next coupon date falls on 6 June 2015. The other rights under the said bonds remain unchanged. )))

## 7. Conclusion of significant agreements

### ● Agreement with London Clearing House (LCH. Clearnet Ltd.)

On 22 July 2014, ING Bank Śląski S.A. concluded with London Clearing House (LCH. Clearnet Ltd.) a Charge Securing Own Obligations Agreement regarding maintenance of the liquidity buffer by the Bank to the maximum amount of EUR 230 million and GBP 13 million, including depositing securities up to the maximum amount of EUR 180 million. The deposited securities and cash secure clearing of interest rate derivative transactions as part of the Clearing House's SwapClear service.

By concluding this agreement and depositing the required securities, ING Bank Śląski S.A. became a direct participant of the Clearing House and settles the interest rate derivative transactions in line with the Regulation of the European Parliament and of the Council (EU) on OTC derivatives, central counterparties (CCPs) and trade repositories (TRs) (EMIR). The criterion for regarding the agreement as significant is the total exposure value exceeding 10% of the Bank's equity.

### ● Agreement with the entity from the fuel and energy sector

On 8 August 2014, ING Bank Śląski S.A. signed together with a consortium of other banks an annex to the agreement of 10 June 2010, as amended, with the entity from the fuel and energy sector providing for, inter alia, a change of the term of that entity's bond issue programme until 31 July 2020 while keeping the hitherto maximum amount of PLN 7,000.00 million.

Pursuant to the annex, ING Bank Śląski S.A., has the right to assume the rights and obligations of one of the undewriting banks, and consequently take up bonds up to the amount of PLN 774.0 million but will no longer be the issue agent.

The criterion for regarding the agreement as significant is the total exposure of the Bank towards the entity being a party to the above referred annex and its subsidiaries under the agreements made during the last 12 months that considering the potential exposure reported herein exceeds 10% of the Bank's equity. The aggregate agreements referred to herein above total approximately PLN 896.0 million while the potential exposure of the Bank under the annex signed has the biggest value.

## 8. Annexes to the credit agreement

### ● ING Commercial Finance Polska S.A.

On 5 August 2014, there was concluded an annex to the credit agreement of 2 January 2012 with ING Commercial Finance Polska S.A. whereby the annual amount of the working capital loan granted to the company was increased by PLN 500.0 million to PLN 2,725.0 million.

The total exposure of the Bank towards the ING Commercial Finance Polska S.A. company is PLN 2,725.5 million. The criterion for regarding the agreement as significant is the ratio of the total loan amounts to the Bank's equity. The borrower is a related entity of ING Bank Śląski S.A.

- **ING Lease Polska Sp. z o.o.**

On 19 September 2014, there was concluded an annex to the credit agreement of 19 January 2012, as amended, with ING Lease Polska Sp. z o.o. whereby the amount of the loan granted to the company was increased by PLN 820.0 million to PLN 3,500.00 million. The total exposure of the Bank towards ING Lease Polska Sp. z o.o. is PLN 3,501.92 million. The criterion for regarding the agreement as significant is the ratio of the total loan amounts to the Bank's equity. The borrower is a related entity of ING Bank Śląski S.A.

## **9. Results of the Asset Quality Review (AQR) and of the Stress Tests for ING Bank Śląski S.A.**

On 26 October 2014 the results of asset quality review and stress tests for ING Bank Śląski S.A. were published. The review was conducted by the Polish Financial Supervision Authority for 15 Polish banks and was consistent in terms of methodology with the review of the most important Eurozone banks conducted by the European Banking Authority (EBA).

Test results were publicly disclosed by the PFSA on 17 October 2014. The Bank also made a relevant current report pursuant to the Act on Public Offering and the Terms and Conditions of Introducing Financial Instruments into Organised Trading System and Public Companies.

## **10. Second Issue of Bonds under the Own Debt Securities Issuance Programme of ING Bank Śląski S.A.**

On 19 December 2014, the Bank issued the second bonds under the Own Debt Securities Issuance Programme of ING Bank Śląski S.A. The bonds were issued as bearer bonds of 5Y maturity. The bonds are denominated in PLN and were offered under a private issue. The total nominal value of bonds is PLN 300.0 million and the nominal value of one bond is PLN 100.0 thousand. The issue price equals the bonds' nominal value. Bonds will be redeemed through payment of the amount of cash equal to the bonds' nominal value. The redemption date for bonds is 19 December 2019.

Bonds bear floating interest, paid every 6 months. Interest is determined using 6M WIBOR plus margin of 0.75% AER. The first interest will be paid out on 19 June 2015.