Management Board Report on Operations of ING Bank Hipoteczny S.A.

for a six-month period ending on

30 June 2024

Table of contents

1. Introduction

ING Bank Hipoteczny S.A. (the Bank) was established on 26 February 2018, upon obtaining a permit issued by the Polish Financial Supervision Authority on 16 January 2018.

ING Bank Hipoteczny is part of ING Bank Śląski S.A. Group (the Group), which held 100% of the share capital of ING Bank Hipoteczny S.A. as at 30 June 2024.

As at 30 June 2024, the Bank's share capital amounted to PLN 380,000,000.

The Bank's strategic objective is to acquire and then increase the share of long-term funding in the Bank's balance sheet through the issue of covered bonds, secured by high-grade mortgage debt claims purchased from ING Bank Śląski S.A. The Bank's operating model is based on close, strategic cooperation with ING Bank Śląski.

2. Business landscape

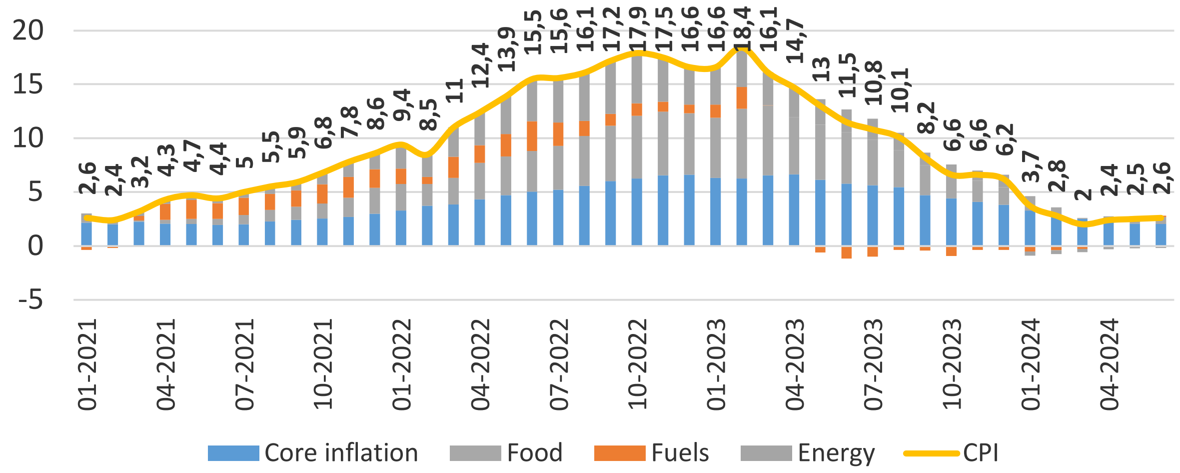
2.1 Macroeconomic environment

Gross Domestic Product

The first half of 2024 saw a rebound in the Polish economy. In the first quarter of 2024, Gross Domestic Product grew by 2.0% y/y, compared with a 1.0% y/y increase in the fourth quarter of the previous year. The higher annual GDP growth rate was primarily the result of a marked improvement in consumer spending dynamics, which reached 4.6% y/y in 1Q2024, compared to stagnation (0.0% y/y) in the last quarter of last year. The main reason for this improvement was the recovery of real household disposable income in the times of falling inflation and persistently high nominal wage growth. Public consumption also increased significantly (10.9% y/y). In contrast, there was a clear deterioration in investment: gross fixed capital formation declined by 1.8% y/y in 1Q2024, following an increase of 15.8% y/y in 4Q2023. This was largely due to a slowdown in investment activity in the public sector, due to, among other things, the completion of projects financed by the European Union (EU) Financial Perspective 2014-2020 and delays in the implementation of projects under the National Reconstruction Plan (NRP). The change in inventories had a negative impact on economic growth in 1Q (-2.8 p.p.), while an improvement in the foreign trade balance added 0.4 p.p. to GDP growth. A 0.5% y/y increase in exports of goods and services was accompanied by a 0.1% y/y decrease in imports.

Inflation

The beginning of 2024 was marked by rapid disinflation. In December 2023, consumer prices were still growing by 6.2% y/y, while by the middle of this year inflation was close to the NBP target and stood at 2.6% y/y in June. The growth rate of food prices slowed down from 5.5% y/y in December last year to 2.2% y/y in June 2024, partly as a result of the price war of the major retail chains. At the same time, core inflation excluding food and energy prices declined to 3.6% y/y in June from 6.9% y/y at the end of last year. The consequences of the earlier energy shock were also receding. In the first half of 2024, the so-called energy shield was still in place, which meant that prices for electricity, gas and distribution charges for households remained at 2022 levels.



According to economists at ING BSK Group, average CPI inflation in 2H2024 will rise to 4.3% y/y, up from 2.7% y/y on average in 1H of the year. The withdrawal of most energy shield measures will contribute significantly to this. The withdrawal of the gas shield measures and the increase in distribution charges (electricity and gas) will translate into an increase in average household energy bills, despite the setting of a cap price for electricity in 2H2024 and the abolition of the power fee in this period. The withdrawal of the latter two measures, while maintaining the tariffs of the Energy Regulatory Authority (ERA) approved in July, could result in a further increase in electricity bills in early 2025. Economists at ING BSK Group estimate average annual CPI inflation in 2024 at 3.5%, and forecast it to rise to 4.4% in 2025 due to, among other things, rising energy prices for residential consumers. However, there have been recent declarations that electricity prices will remain unchanged in 2025.

Monetary policy

ING BSK Group economists believe that the NBP will not change the level of interest rates this year. The MPC's comments indicate that no further rate cuts will occur in the coming months due to the expected rise in inflation, linked to, among other things, the partial marketisation of household energy prices, strong wage growth and expansionary fiscal policy. Moreover, onerously high core inflation is a bigger concern for the MPC than fluctuations in CPI caused by administrative prices. Once CPI inflation peaks in the first half of 2025, a gradual easing of monetary policy parameters is expected. The most likely timing for the first rate cut seems to be immediately after the peak in inflation, i.e. 2Q2025. However, the space for rate cuts will be limited by the persistence of an elevated wage growth rate limiting the marked decline in core inflation. Therefore, ING BSK Group economists are of the opinion that NBP rates will be cut by 75bp in 2025.

Macroeconomic projections

	2021	2022	2023	2024P	2025P
GDP growth (%)	6.9%	5.6%	0.2%	3.0%	3.5%
General government debt as per the EU methodology (% of GDP)	53.6%	49.2%	49.6%	54.9%	56.9%
Average annual inflation (CPI) (%)	5.1%	14.4%	11.4%	3.5%	4.4%
Registered unemployment rate (%; Central Statistical Office)	5.8%	5.2%	5.1%	4.9%	4.7%
USD/PLN exchange rate (yearend)	4.06	4.40	3.94	3.86	3.91
EUR/PLN exchange rate (yearend)	4.60	4.69	4.35	4.25	4.30
3M WIBOR (yearend)	2.54%	7.02%	5.88%	5.90%	5.20%

ING BSK Group economists expect a gradual improvement in Poland's economy over the course of 2024, leading to full-year growth of 3%, and a further acceleration of growth to 3.5% in 2025. Unfortunately, the collapse of the recovery in global manufacturing and eurozone economies suggests the risk of weaker growth in 2024. The recovery will be mainly based on a recovery in domestic demand, particularly consumer demand, thanks to strong real wage growth. After a solid mobilisation of investment spending in 2023, particularly public spending, ING BSK Group economists expect low investment dynamics in 2024 and a more pronounced rebound only in 2025. Such a forecast is made plausible by a gradual increase in the absorption of EU funds after the unblocking of NRP and cohesion funds from the new EU multiannual budget. Poland may also benefit from the relocation of foreign investment closer to Western markets and to countries belonging to the same economic or political bloc (nearshoring and friendshoring).

2.2 Residential estate market

In the first half of 2024, demand in the housing market remained high, despite the observed reduction in the number of mortgage applications and the consequent decline in loan sales. Due to limited supply, while demand remained high, property prices remained on an upward trend. A key factor affecting the property market in the first few months of the year, was the suspension of the acceptance of applications under the 2% Safe Loan programme as the statutory thresholds for subsidy limits were reached. In the first three months of the year, banks concluded approximately 6% fewer contracts for residential purposes than in 4Q2023. Despite this, year on year, the number of loans granted still remained high.

Primary market

According to a report by Jones Lang LaSalle (JLL), the decline in sales visible on the residential market in the first months of the year was temporary. At the moment, potential housing purchase decisions are mainly influenced by the new Apartment for a Start Programme and the concerns of potential buyers related to it.

According to data from the National Bank of Poland (NBP) on the prices of flats on the primary market in 1Q2024, PLN 13,500 was paid on average for 1m^2 of a flat in 7 largest markets (Gdańsk, Gdynia, Kraków, Łódź , Poznań, Warsaw and Wrocław). Compared to 4Q2023, this is an increase of approximately 6.04%. Of the cities listed above, the largest increase was recorded in Kraków (+8.47%). Gdynia came second with an increase of approximately 7.36%. Unit prices in individual cities differ significantly. The highest transaction prices on the primary market were in Warsaw and reached PLN 15,888/m^2 . Łódź was ranked last with an average price of PLN 9,755/m^2 .

Secondary market

According to data from the National Bank of Poland, increases in transaction prices are also visible in the secondary market. The average transaction price in 1Q2024 in the seven largest markets was PLN 12,027/m^2 .

Of the analysed cities, the largest increase in secondary market prices took place in Łódź - an increase of approx. 7.28% compared to 4Q2023. The smallest price increase was recorded in Poznań, namely 1.80% compared to a quarter earlier. Out of the seven analysed markets, the highest unit transaction prices in the secondary market were reached in Warsaw where buyers paid PLN 14,380 per 1m^2. The lowest secondary market prices were recorded in Łódź where PLN 7,496 was paid per 1m^2.

Supply and demand in the residential property market

The demand to supply on the residential property market is a fundamental factor influencing changes in property prices over time. In 1Q2024, this relationship was impacted most by the suspension of the government's 2% Safe Loan programme at the beginning of the year, with demand remaining high and, at the same time, limited, slowly recovering supply. The increase in demand was also influenced by improved household creditworthiness due to rising wages and the continued stable level of interest rates.

The latest data published by the Central Statistical Office for the residential construction sector for the first quarter of 2024 show an increase in builder activity, however it is far from the record levels of past years. According to the total housing construction results, the number of construction starts in the first months of 2024 increased by around 19.66%, compared to 4Q2023, while the number of building permits issued was higher by around 3.27% compared to 4Q2023.

In the months from January to March 2024, developers delivered around 25.30% fewer flats compared to the previous quarter.

Whereas in the same period, developers started construction of approximately 22.33% more flats. Also, there was a slight increase by approximately 6.63% in the number of permits issued.

Forecasts for the housing market

According to reports prepared by Emmerson Evaluation, the situation on the residential property market in 2024 will continue to be marked by a still significantly higher demand than supply. Due to the severely limited amount of available land in big cities and prolonging formal and legal procedures, a significant increase in supply, and thus possible reductions in housing prices, is not expected. Hence, the situation on the primary market will to some extent depend on the final form of the announced government programme Apartment for a Start. Initial forecasts indicated that it would be launched in the second half of 2024, but it is already known that this deadline is more likely to be extended. Furthermore, the decrease in available supply on the market in the near term will also be caused by the limited number of building permits issued.

Due to the very high price levels in large cities, which are unattainable for some potential buyers, strengthening of suburban zones and development of the market on the outskirts of cities can be observed. There are usually lower property prices in areas neighbouring larger agglomerations, which is an alternative for some buyers.

The need to meet ESG requirements and, in particular, the energy efficiency aspects of buildings, will have an increasingly important impact on the property market. In the longer term, we can expect property prices in high carbon buildings to fall and, on the other hand, prices in buildings designed in accordance with the new ESG standards to rise.

2.3 Mortgage lending market

At the end of 1Q2024, the balance of Polish households' housing loan debt amounted to PLN 483.981 billion (a slight increase in relation to the previous quarter), according to data published by AMRON SARFIN.

There was also a decrease in new home loan sales of around 6.33% in 1Q compared to 4Q2023. The decrease was insignificant, due to the fact that the pool of loans granted included also a 2% Safe Loan, for applications that could not be finalised in the last quarter of 2023. The performance of new home loan sales is slightly weaker than in the previous quarter, but still a record one when compared with recent years. In 1Q2024, 64,504 loan agreements were signed for an amount of PLN 26.876 billion, while in the same period last year, only 21,968 loan agreements were signed for the amount of PLN 7.472 billion.

ING Bank Hipoteczny S.A. is acquiring mortgaged receivables from ING Bank Śląski S.A., which ranked second in the market in terms of new sales in 1H2024 and third in terms of the size of its mortgage portfolio in PLN at the end of May this year.

2.4 Covered bonds market

As at the end of June 2024, there were five mortgage banks in Poland:

- PKO Bank Hipoteczny S.A.,
- mBank Hipoteczny S.A.,
- Pekao Bank Hipoteczny S.A.,
- Millennium Bank Hipoteczny S.A.,
- ING Bank Hipoteczny S.A.

The Polish market of covered bonds is small when compared with developed EU economies where covered bonds are an important source of mortgage lending funding. Polish issuers place covered bonds both in the Polish market and abroad. Public issues predominate - in Poland on a floating interest rate and foreign on a fixed rate.

At the end of June 2024, the total value of covered bonds in trading in Poland was approximately PLN 15.6 billion, or was down by PLN 2.5 billion compared to June 2023. For the time being, PKO Bank Hipoteczny is the largest issuer of covered bonds in Poland. The ratio of mortgage loans funding with covered bonds still remains low. One important element limiting the scale of covered bond issuance is the high overliquidity recorded in the banking sector.

2.5 Regulatory and legal landscape

Significant changes in the legal and regulatory landscape in the first half of 2024, which affected the Bank's operations, refer in particular to:

- Extension of the so-called credit holiday in 2024.
- Amendment to Recommendation S concerning best practices related to mortgage-backed credit exposures.
- Entry into force of the European Commission delegated regulation on ESG reporting standards,
- Amendment of Recommendation G on interest rate risk management in banks.

1. Extension of the so-called credit holiday

On 15 May 2024, the Act of 12 April 2024 amending the Act on support for borrowers who have taken out a housing loan and are in a difficult financial situation and the Act on crowdfunding for business ventures and assistance to borrowers took effect (Journal of Laws of 2024 item 696). The amendment extended the credit holiday mechanism for the year 2024 in the amount of two months from 1 June 2024 to 31 August 2024 and in the amount of two months from 1 September 2024 to 31 December 2024. The suspension of the loan repayment is granted to the consumer if the value of the granted loan does not exceed PLN 1,200,000 and the arithmetic mean of the ItI (Installment to Income) ratio within the meaning of the Act of 9 October 2015 on support for borrowers who have taken out a housing loan and are in a difficult financial situation, for the period of the last three months preceding the month of submission of the application will exceed 30% or the consumer has at least three dependent children as at the date of submission of the application.

2. Amendment to Recommendation S

The Polish Financial Supervision Authority on 19 June 2023 unanimously adopted an amendment to Recommendation S concerning best practices related to mortgage-secured credit exposures. The adoption of the amendment was dictated by the need to adapt Recommendation S to changing legislation and to implement the regulatory and supervisory policy of the Polish Financial Supervision Authority. The changes introduced in Recommendation S concern:

a) the inclusion in Recommendation S of a guaranteed housing loan covered by a government programme;
b) the inclusion in Recommendation S of a housing loan covered by the government's interest rate subsidy programme;
c) a buffer against rising interest rates, which is taken into account in determining a customer's creditworthiness;
d) the introduction of new expectations regarding the inclusion of models estimating the risk of early repayment of loans (prepayment models);
e) the introduction of new expectations regarding the information on mortgage risks that should be provided to customers.

Implementation of the assumptions of the changes in Recommendation S took place at the Bank by 1 July 2024.

3. Principles of ESG risk reporting

On 1 January 2024, Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023 supplementing Directive 2013/34/EU of the European Parliament and of the Council as regards sustainability reporting standards (OJ L No. 2023/2772, 22.12.2023) entered into force. Directive 2013/34/EU as amended by Directive (EU) 2022/2464 of the European Parliament and of the Council (EU) (CSRD) requires large entities, small and medium-sized entities whose securities are admitted to trading on an EU regulated market, and parent undertakings of large groups to include in a separate section of their management report or consolidated management report the information necessary to understand the company's impact on sustainability issues and the information necessary to understand the impact of sustainability issues on the company's development, performance and position. Entities are to prepare this information in accordance with the sustainability reporting standards starting from the financial year indicated in Article 5(2) of Directive (EU) 2022/2464 for each category of entity. For large and medium-sized undertakings, reporting according to the new rules should take place for 2024 (report to be published in 2025) and 2025 (report to be published in 2026), respectively. Accordingly, the Delegated Regulation set out common sustainability reporting standards. The detailed standards, together with definitions, are contained in the annexes to the regulation.

4. Amendment of recommendation G on interest rate risk management in banks

On 26 February 2024, the Polish Financial Supervision Authority unanimously adopted an amendment to Recommendation G on interest rate risk management in banks. It was adopted due to changes in generally applicable regulations and the current market situation. The new Recommendation G is a set of best practices for managing interest rate risk in banks and keeping the risk-sensitive volatility of the financial result and measures of economic value within limits that do not threaten the security of the bank. The Recommendation takes into account the current context of products generating interest rate risk and techniques for managing this risk. The final form of the new Recommendation G was influenced by both the regulations contained in national legislation and the recently developed package of EU regulations on interest rate risk management. The revised Recommendation G contains provisions clarifying and supplementing these regulations, in particular with regard to the management of interest rate risk in banks also in the trading book.

The Commission expects banks to adjust their operations to the revised Recommendation G by 31 December 2024. Until then, banks are applying the 2002 Recommendation G.

3. Financial results, capital adequacy and financial instruments

The year 2024 was the sixth year of operations for ING Bank Hipoteczny S.A. As part of its strategy, in the first half of 2024 the Bank acquired debt claims under mortgage-backed loan agreements from ING Bank Śląski in the amount of PLN 0.37 billion, thanks to which at the end of the reporting period it had a portfolio of mortgage loans worth PLN 3.7 billion, constituting the bulk of the potential collateral for future covered bond issues. At the same time, in May this year, the Bank recognised a revenue adjustment (reduction of interest income) of PLN 11.0 million in the general ledger resulting from the enactment of legislation on credit moratoria. In June this year, this figure was adjusted to PLN 8.8 million. The above events were significant factors shaping the Bank's financial performance.

Basic information on the Bank's financial position for the period from 1 January to 30 June 2024 is presented below.

3.1 Core financial ratios

	as at 30.06.2024	as at 31.12.2023	as at 30.06.2023
ROA - return on assets (%)	0.73%	1.20%	-1.03%
ROE - return on equity (%)	6.05%	9.62%	-8.08%
DR - total debt ratio (%)	89.11%	88.33%	87.55%
TCR - total capital ratio (%)*	26.07%	23.58%	28.10%
LR - Leverage ratio (%)*	10.71%	10.84%	11.77%
LCR - liquidity coverage ratio (%)	1626.41%	1348.48%	1470.84%

ROA - return on assets - the ratio of net profit from 4 consecutive quarters to average assets from 5 consecutive quarters.
ROE - return on equity - the ratio of net profit for 4 consecutive quarters to the average shareholders' equity for 5 consecutive quarters.
DR – total debt ratio – liabilities of ING Bank Hipoteczny S.A. to assets as at 30 June 2024.
TCR – total capital ratio – own funds of ING Bank Hipoteczny S.A. to risk-weighted assets as at 30 June 2024.
LR – leverage ratio – Tier 1 capital to leverage ratio exposure as at 30 June 2024.
LCR - liquidity coverage ratio – liquid assets to net outflows as at 30 June 2024.

*In accordance with supervisory recommendations, the ratios as at 31 December 2023 are recalculated after the profit distribution is approved by the General Meeting of ING Bank Hipoteczny S.A., and then they are reported to the Supervisor. Prior to the approval of the 2023 profit distribution, the ratios published in the financial statements for the period from 1 January 2023 to 31 December 2023 stood at: TCR 23.31%; LR 10.57%.

3.2 Statement of financial position

	Note	as at 30.06.2024	as at 31.12.2023	as at 30.06.2023
Amounts due from banks	6.7	11,503.0	26,143.2	2,959.1
Debt securities measured at fair value through other comprehensive income	6.8	86,594.4	86,293.0	85,759.4
Loans and other receivables to customers.	6.9	3,722,405.8	3,660,051.8	3,276,745.0

Property, plant and equipment	6.10	1,291.0	1,413.5	1,207.0
Current income tax assets		602.3	416.8	6,529.5
Deferred tax assets		1,491.7	839.7	5,470.5
Other assets	6.11	3,324.0	2,084.4	1,872.1
Total assets		**3,827,212.2**	**3,777,242.4**	**3,380,542.6**
Liabilities to banks	6.12	2,991,567.7	2,920,927.6	2,411,794.9
Liabilities under issue of bonds	6.13	0.0	0.0	128,217.1
Liabilities under issue of covered bonds	6.14	405,638.7	405,303.0	406,218.5
Provisions	6.15	640.9	641.0	561.7
Other liabilities	6.16	12,772.5	9,748.4	12,823.7
Total liabilities		**3,410,619.8**	**3,336,620.0**	**2,959,615.9**
Share capital		380,000.0	380,000.0	380,000.0
Supplementary capital - share premium		15,997.4	15,997.4	15,997.4
Accumulated other income	6.17	332.8	73.5	-302.2
Retained earnings		20,262.2	44,551.5	25,231.5
Total equity		**416,592.4**	**440,622.4**	**420,926.7**
Total equity and liabilities		**3,827,212.2**	**3,777,242.4**	**3,380,542.6**
Carrying amount		416,592.4	440,622.4	420,926.7
Number of shares		380,000	380,000	380,000
Carrying amount per share (in PLN)		1,096.30	1,159.53	1,107.70

The Statement of Financial Position should be read in conjunction with the notes to the financial statements being the integral part thereof.

For details of the statement of Bank's financial position, refer to notes 6.7 through 6.17 of the Financial Statements.

3.3 Income Statement

	Note	period **from 01.01.2024 to 30.06.2024**	period **from 01.01.2023 to 30.06.2023**
Interest income, including:	6.1.	129,768.3	150,432.8
calculated using the effective interest method	*6.1.*	*129,768.3*	*150,432.8*
Interest costs	6.1.	-103,601.0	-104,906.1
Net interest income	**6.1.**	**26,167.3**	**45,526.7**
Fee and commission income	6.2.	703.4	0.9
Commission expenses	6.2.	-1,347.2	-443.1
Net fee and commission income	**6.2.**	**-643.8**	**-442.2**
FX result		0.8	11.5
Net income on other basic activities	6.3.	-328.4	-242.5

Net income on basic activities		**25,195.9**	**44,853.5**
General and administrative expenses, including:	6.4.	-16,918.2	-16,310.0
operating expenses	6.4.	*-15,094.0*	*-13,621.0*
regulatory costs	6.4.	*-1,824.2*	*-2,689.0*
Loss allowance	6.5.	322.3	-848.0
Gross profit (loss)		**8,600.0**	**27,695.5**
Income tax	6.6.	-1,907.9	-5,709.0
Net profit (loss)		**6,692.1**	**21,986.5**
Number of shares		380,000	380,000
Profit(+)/loss(-) per ordinary share - basic (in PLN)		17.61	57.86
Profit(+)/loss(-) per ordinary share - diluted (in PLN)		17.61	57.86

There were discontinued operations at ING Bank Hipoteczny S.A. neither in the period that ended 30 June 2024 nor in the same period last year.

The Income Statement should be read in conjunction with the notes to the financial statements being the integral part thereof.

For detailed notes to the Income Statement items, refer to the Financial Statements – notes 6.1 through 6.6.

3.4 Own funds requirements – Pillar 1

In keeping with the CRR, the Bank computes own funds requirements for the following risks:

- for credit risk – using the standardised approach,
- for the CVA risk – using the standardised approach,
- for delivery and settlement risk – using the standardised approach,
- for operational risk – using the basic indicator approach (BIA),
- for market risk (FX risk) using the standardised approach.

As at 30 June 2024, the Bank recognised zero values for the own funds requirements in relation to the credit valuation adjustment, settlement and supply and market risks. Having regard to the above, as at the report date, the total requirement for own funds consisted of the credit risk and operational risk requirements.

Own funds requirements	30.06.2024
Credit risk (PLN million)	*115.54*
Operational risk (PLN million)	*9.80*
Total requirement for own funds (PLN million)	**125.34**

Common Equity Tier 1 ratio (CET1)	*26.07%*
Tier 1 ratio (T1)	*26.07%*
Total capital ratio (TCR)	**26.07%**

Pillar 1 has been discussed in detail under item 6.26 of the Financial Statements of ING Bank Hipoteczny S.A. concerning capital adequacy disclosures.

The Bank maintains own funds at the level not lower that the higher of the below values:

a. capital requirement,
b. internal capital

Capital management

The process of capital management is carried out in the Bank based on the implemented Capital Management Policy at ING Bank Hipoteczny S.A. that was developed on the basis of applicable regulations.

Capital management at ING Bank Hipoteczny S.A. is to make possible and facilitate development of the Bank in accordance with the accepted strategy and business model, while keeping, on an ongoing basis, its own funds on the level adequate to the scale and profile of risk inherent in the Bank's operations, taking into account supervisory requirements. Furthermore, it makes it possible to manage the capital actively, keeping in mind volume and dynamics of current and future changes.

The main objective of this process is to have sufficient and effective capitalisation of the Bank to effect its business strategy and development plans specified in the financial plans, while meeting at the same time all internal and external capital requirements. It stands for financial flexibility in the present and future landscape in order to adjust to the changing market and regulatory conditions. To this end, the capital management activities apply any available capital instruments and transactions both in the baseline scenario as well as in the adverse scenario.

External regulations regulate keeping a proper level of capital adequacy. The main capital constraints result from internal resistance to risk that is assessed, among others, in stress tests, in Supervisory Review and Evaluation Process (SREP), regulatory minimum levels of capital and leverage ratios and internal risk appetite.

This management includes:

- Pillar 1: minimum capital requirements provided for in the regulations,
- Pillar 2: internal capital, determined with the Bank's own models, for the risks deemed to be material and permanently material,
- Pillar III: disclosures on risk profile and capitalisation level in the financial statements.

Under capital management, the Bank:

a. identifies and assesses materiality of the risk types inherent to its operations;
b. takes actions in order to assess and monitor internal capital, capital requirement and own funds;
c. monitors potential threats to capital adequacy;
d. allocates internal capital;
e. sets internal limits in order to curtail the generated capital requirements and internal capital;
f. pursues dividend policy resulting from a long-term capital objective and preferred capital structure;
g. plans internal capital and capital requirement as well as own funds;
h. develops contingency capital plans which define the procedure for the risk of capital adequacy deterioration below the "inadmissible" levels;
i. analyses the impact of the macroeconomic factors on capital adequacy in line with the "Stress Testing Policy at ING Bank Hipoteczny S.A."

As at 30 June 2024, the total capital ratio of the Bank was 26.07%.

3.5 Internal capital – Pillar 2

In keeping with the binding laws, internal capital is defined as the amount estimated by the bank which is indispensable for covering all identified material risks occurring in the Bank's business and changes in the business environment, considering the envisaged risk level.

The Bank estimates internal capital. The internal capital estimation process is an integral element of the capital management and Bank governance system. It warrants proper identification, measurement, monitoring and aggregation of the risk taken. At the same time, it enables the Bank to maintain the requisite own funds and manage risk and capital in an effective but cautious manner.

The above process covers:

a. Identification and assessment of materiality of the risks impacting the Bank's operations,
b. risk measurement and control,
c. internal capital estimation and aggregation with the use of the tools and methodologies approved by the Management Board or competent committees,
d. internal capital monitoring,
e. internal capital allocation, planning and reporting.

For the Bank, internal capital is estimated for material and permanently material risks in the following categories:

a. credit risk encompassing default risk and counterparty risk, concentration risk, residual risk and risks of other non-credit assets; - for default and counterparty risk and residual risk the economic capital requirement is determined using the modified AIRB approach (INCAP), the requirement for settlement/delivery risk is calculated in accordance with the CRR. Residual risk is related to the application of credit risk mitigation techniques, quantified in the form of a risk measure - LGD from the downturn. Internal capital for concentration risk is estimated as the difference between the total exposure to a given group of customers in a given region and the maximum exposure (internal limit set by the bank) less loss allowances;
b. market risk encompassing the banking book interest rate risk - the risk of losses on positions in the banking book due to changes in interest rates. The capital requirement is calculated using the VaR-based method;
c. business risk including macroeconomic risk - the methodology for determining the capital requirement is based on internal stress testing for a mild recession scenario and the desired level of capital adequacy measures;
d. funding and liquidity risk - the risk of being unable to meet, at a reasonable price, cash commitments arising from on- and off-balance sheet items. The Bank maintains liquidity so that cash commitments can always be met with available funds, proceeds from maturing transactions, available funding sources and/or from the liquidation of marketable assets. Economic capital reflects the cost of raising additional funding to restore the proper LCR measure levels when they are breached;
e. operational risk, in the context of the assessment for the purposes of calculating internal capital, comprising, for operational risks/events that are model risk, control risk; unauthorised activity risk, processing error risk; human resources and workplace security risk, information risk, internal and external fraud risk, business continuity risk, personal and asset security risk, compliance risk and legal risk. The scope of operational risk management also takes into account the possibility of conduct risk, reputation risk and concentration risk (in relation to operational risk) - the capital requirement is determined using the Basic Indicator Approach;
f. model risk - the Bank creates capital requirements by imposing capital charges directly on model outputs or as an additional internal capital charge for risks in the area where the model is used.

The total internal capital is the total of internal capital indispensable for covering all material and permanently material risks of the Bank. The Bank applies a prudent approach to estimating the internal capital and does not use the diversification effect.

Internal capital structure	30.06.2024
For credit risk	52.2%
For market risk	29.9%
For business risk	0%
For funding and liquidity risk	0%

For operational risk	17.9%
Total	**100.0%**

A review of the internal capital adequacy assessment process (ICAAP) is carried out once a year and a report on the review is submitted to the Bank Management Board and Supervisory Board. In addition, the Internal Audit Position periodically conducts an independent audit of the ICAAP process.

3.6 Disclosures – Pillar 3

Taking into account the scale and specifics of the Bank's operations, the Bank discloses selected information on capital adequacy in the annual financial statements. The information refers in particular to:

- risk management goals and strategy,
- own funds for the needs of capital adequacy,
- capital requirements,
- capital buffers,
- financial leverage,
- exposure to credit risk and risk of dilution,
- applied credit risk mitigation techniques,
- operational risk, in accordance with the requirements provided for in Recommendation M,
- liquidity risk management system and liquidity position, in accordance with Recommendation P,
- requirements referred to in Article 111a of the Banking Law and in Recommendation H,
- remuneration policy concerning persons whose professional activities are considered to have a material impact on the risk profile of the Bank (risk takers).

Information on the conflict of interest management policy adopted by the Bank, including information on how to manage material conflicts and conflicts that could arise due to the fact that the Bank is a group member or concludes transactions with other entities in the group are described in the "Conflict of Interest Policy". This information is made public by posting it on the website.

Each time, the Bank assesses adequacy of the disclosed information in terms of providing the market participants with complex information about the risk profile of the Bank. If the assessment shows that the qualitative and quantitative disclosures do not provide market participants with a comprehensive view of the risk profile, the Bank shall make public other necessary information. Any change in the scope or deviation from the disclosure shall be each time subject to the approval of the Chief Accountant of the Bank.

The Bank, being a part of the ING Bank Śląski S.A. Group, provides the information also to the parent company in order to include it in the consolidated data.

Specific information about the scope of disclosed information, method of its verification and publication is presented in the document called: “Policy of Disclosure of Qualitative and Quantitative Information About Capital Adequacy and Other Information to be Disclosed at ING Bank Hipoteczny S.A.”

3.7 Financial instruments

Between 1 January and 30 June 2024, the Bank placed its temporary surplus funds on short-term deposit accounts at ING Bank Śląski S.A. For details, refer to note 6.7 of the Financial Statements of ING Bank Hipoteczny S.A. During the reporting period, the Bank also entered into securities transactions. For details, refer to note 6.8 of the Financial Statements of ING Bank Hipoteczny S.A. The Bank did not apply hedge accounting in 2024.

As a target, credit debt acquisition from ING Bank Śląski S.A. will be funded from the issue of covered bonds. The Bank adhered to the norms defined in the Act on covered bonds and mortgage banks concerning the admissible amount of liabilities due to loans and credit facilities (including the liabilities due to acquired debt) and issued bonds to own funds of the Bank. In the first half of 2024, the Bank did not issue covered bonds.

The Bank Management Board is of the opinion that as at 30 June 2024 there were no conditions which could indicate presence of default risk for the liabilities assumed by the Bank.

4. Development lines and operations of ING Bank Hipoteczny S.A.

4.1 Development lines

The strategic objective of Bank Hipoteczny S.A. is to acquire and then to increase the share of long-term financing in the Bank’s balance sheet through the issue of covered bonds.

The objective will be delivered by:

- strengthening the funding stability within the ING Bank Śląski S.A. Group,
- diversification of funding sources for the current portfolio of retail mortgage loans,
- matching the maturities of assets and liabilities in the balance sheet of the ING Bank Śląski S.A. Group,

- reducing the funding costs of the lending campaign for the portion of the lending portfolio funded with other long-term instruments.

4.2 Acquisition of mortgage-backed debt and lending portfolio structure

The main element of the business pursued by ING Bank Hipoteczny S.A. is acquisition of portfolios of debt claims attributable to mortgage-backed residential loan contracts with a view to issuing covered bonds. The Bank acquires debt only from ING Bank Śląski S.A. This is done on the basis of the Framework agreement for the transfer of debt claims for the purpose of issuing covered bonds concluded in 2019, which currently includes the transfer of debt claims of a total nominal value of PLN 12,000,000,000 .

In the first half of 2024 the Bank purchased from ING Bank Śląski S.A. one mortgage-backed housing loans debt claims portfolio under the Debt Transfer Contract to effect the issue of covered bonds No. 15 for the amount of PLN 365,236,800. In the debt acquisition process, ING Bank Hipoteczny S.A. satisfies the criteria of the Act on covered bonds and mortgage banks, and also sets additional conditions to be met by the debt acquired. The main criteria were presented in the table below:

Criterion	Value
Amount of debt purchased/ banking and lending value of the real estate	Max. 100%
Credit collateral	Established first ranking mortgage
Loan currency	PLN
Loan purpose	Residential goals
Title to real estate	Ownership or perpetual usufruct
Repayment arrears or impairment conditions	None

LtV-based lending portfolio structure – 30.06.2024:

LTV (as per banking and lending value of the real estate)	Structure %
(0-50>	39.2%
(50-60>	19.5%
(60-70>	17.7%

(70-75>	6.8%
(75-80>	5.4%
(80-100>	11.4%
Total	**100.0%**

Mark-to-market LTV	Structure %
(0-50>	48.3%
(50-60>	23.9%
(60-70>	21.9%
(70-75>	5.6%
(75-80>	0.3%
(80-100>	0.0%
Total	**100.0%**

The average LtV for the capital-weighted banking and lending value of the real estate was 56.74%, while the average mark-to-market LtV was 47.94%.

As at 30 June 2024, the carrying value of the portfolio of debt under the mortgage-backed loan agreements was PLN 3,721.8 million. Debt claims under the acquired loan agreements are mostly based on the variable interest rate WIBOR 6M. From 30 June 2021, in accordance with the requirements of Recommendation S of the PFSA, the Bank made it possible for the borrowers to change the interest rate formula from a variable rate to a fixed rate one for a period of time. As at 30 June 2024, the value of the portfolio based on a periodically fixed interest rate was PLN 54.2 million, representing 1.47% of the total portfolio.

In 2024, a law was introduced extending a form of support for borrowers under *the Act of 7 July 2022 on crowdfunding for business ventures and assistance to borrowers,* namely the so-called "credit holiday".
The aid is based on the suspension of instalments - 4 instalments in total (2 instalments from 1 June 2024 to 31 August 2024, and 2 instalments from 1 September 2024 to 31 December 2024).
In June 2024, loans of a total principal amount of PLN 275.1 million were subject to suspension of at least one instalment.

The Bank monitored on an ongoing basis the number and volume of loans with suspended loan repayments and their impact on ensuring compliant collateral for the issue of covered bonds. In view of the high overcollateralisation of the covered bond issue (as at 30 June 2024, debt claims worth PLN 2,490.6 million were entered in the cover register), the position of the Bank is secure, allowing it to meet its obligations towards investors on an ongoing basis.

4.3 Covered bonds

As at 30 December 2024, the nominal value of the covered bonds in trading that were issued by the Bank did not change from the end of 2023 and totalled PLN 400 million. In the first half of 2024, the Bank did not issue covered bonds.

The covered bonds of the Bank are quoted on the Stock Exchange in Luxemburg and placed in the parallel market of the Warsaw Stock Exchange.

The rating for the PLN covered bonds issued by the Bank remains at the highest possible level for a Polish issuer, namely 'Aa1' (according to the Moody's rating agency), which confirms the high quality of the mortgage portfolio serving as collateral for the issued covered bonds.

4.4 Rating of the Bank and covered bonds

The updated rating of ING Bank Hipoteczny S.A. and its covered bonds is as follows:

Moody's Investor Services	
Rating of covered bonds	Aa1
LT Issuer Rating	A3
ST Issuer Rating	P-2
LT Counterparty Risk	A1
ST Counterparty Risk	P-1
Outlook	Stable
CR Assessment	A1 (cr) / P-1 (cr)

In its last communication, the Moody's Agency emphasised there that the rating of the Bank reflected:

- the fact that the Bank was owned in 100% by ING Bank Śląski S.A. and that it had a stable growth outlook,
- the Bank's significant strategic importance and its operational integration within the ING Bank Śląski S.A. Group structures,
- ING Bank Śląski S.A.'s commitment to support the capital and liability position of ING Bank Hipoteczny S.A. to satisfy the regulatory requirements.

5. Internal business conditions

5.1 Employee competences

The headcount in the Bank was matched with the scale of business pursued. The Bank enables all employees to upgrade their qualifications on an ongoing basis.

5.2 Cooperation with ING Bank Śląski S.A.

ING Bank Hipoteczny's business formula is based on strategic cooperation with ING Bank Śląski and exploiting synergies between the Bank and its main outsourcing partner, in particular through:

- outsourcing of activities admitted by law to ING Bank Śląski S.A. as far as justified from the viewpoint of the Bank's business effectiveness, based on the existing solutions hammered out by the ING Bank Śląski S.A. Group,
- sharing of IT infrastructure and systems used by the ING Bank Śląski S.A. Group,
- shaping of the organisational framework of ING Bank Hipoteczny in the manner ensuring effective control of the services entrusted to ING Bank Śląski S.A. and performance by the Bank of activities required by law, like taking risk management-related decisions or performing risk management processes,
- mirroring current loan service processes of ING Bank Śląski S.A., considering the indispensable modifications, including those resulting from the legal order.

Therefore, the outsourcing agreement is the key vehicle governing the cooperation of the two entities. Its key elements are:

- ensuring that ING Bank Hipoteczny S.A. performs the activities required by law; they include but are not limited to: decisions or risk management processes, and for automated or partly automated processes – their set-up using the terms and conditions defined by the Bank,
- entrusting ING Bank Śląski S.A. with: (i) intermediation in some banking activities offered by the Bank, in particular as regards administration and post-sale service of mortgage-backed loan debt acquired by the Bank and (ii) factual activities connected with the bank business of the Bank,
- ensuring that any further commissioning of activities by ING Bank Śląski S.A. to third parties satisfies the requirements of Article 6a(7) of *the Banking Law Act and, in the future, Article 6a(7a) of the Banking Law Act.*

- development and update – both by ING Bank Śląski S.A. and the Bank – of business plans ensuring continuous and undisrupted conduct of business covered by the outsourcing agreement,
- ensuring for the Bank the tools to effectively monitor and control performance of the agreement by ING Bank Śląski S.A.

On 29 September 2023, the Act of 16 August 2023 amending certain acts in connection with ensuring the development of the financial market and the protection of investors in that market, amending the regulations of the Banking Law Act regarding outsourcing, entered into force. Accordingly, the outsourcing rules applicable to mortgage banks were liberalised by allowing, in the relationship between a mortgage bank and a parent bank holding 100 per cent of the mortgage bank's shares, the possibility to outsource bank management activities, which was previously prohibited. At the same time, the possibility of creating a multi-entity chain of subcontractors and further subcontractors of outsourced activities was allowed.

In connection with the possibility of changing the model of cooperation with the parent bank holding 100% of the shares in the mortgage bank, and admitting other entities to subcontracted activities, the Bank is considering analysing the model of cooperation with ING Bank Śląski and updating the provisions of the Agreement linking the Banks to this aim.

For the client whose mortgage loan will be transferred as part of transfers of receivables to ING Bank Hipoteczny, both the loan service process and the credit and credit-related costs will remain the same.

The terms and scope of cooperation of ING Bank Hipoteczny with ING Bank Śląski S.A. have been detailed in the Cooperation Agreement.

5.3 Internal control system

Internal control system is among the Bank governance elements. Its fundaments, principles and objectives stem in particular from the Banking Law and the Regulation by the Minister for Development and Finance on managing risk and internal control system and remuneration policy in banks.

I. Internal control system objectives

The internal audit system serves to ensure:

1) operational efficiency and effectiveness of the Bank;
2) reliable financial reporting;
3) compliance with the risk management principles of the Bank;
4) compliance of the Bank with the law, regulatory requirements, internal regulations and market standards.

As part of general objective accomplishment process, the internal control system further ensures:

1) examination of compliance of the Bank's business and business activities performed by related persons with the regulations of the markets the Bank is active in, the regulations of the Central Securities Depository of Poland, clearing and settlement chambers referred to in Article 68a of the Act on Trading in Financial Instruments and stock exchange clearing chambers referred to in Article 2.4 of the Act on Commodity Exchanges which the Bank is the member of,
2) proper organisation and safe business pursuit,
3) functioning of appropriate administrative and booking procedures,
4) effectiveness of internal acts concerning circulation of confidential and privileged information and such information access protection,
5) reliability of non-financial reports,
6) effectiveness of internal acts concerning review of client complaints and requests and maintenance of complaint records,
7) effectiveness of internal acts concerning counteracting money laundering and terrorist financing,
8) investing by the Bank in compliance with the requirements and standards and in the manner adequate to the risk of such investments.

II. Roles of Bank bodies

1. Supervisory Board

As part of their functions connected with monitoring of and supervision over the internal control system, as laid down *inter alia* in the Bank Charter and the *ING Bank Hipoteczny S.A. Supervisory Board Bylaw*, following the recommendation of the Audit and Risk Committee, the Supervisory Board:

1) approve the *Policy – ING Bank Hipoteczny S.A. Internal Control System*,
2) approve the criteria for assessment of adequacy and effectiveness of the internal control system, as proposed by the Management Board,
3) supervise introduction and functioning of adequate and effective internal control system,

4) monitor effectiveness of the internal control system, based on the information provided by the Management Board, the Audit and Risk Committee, the Compliance Cell and the Internal Audit Position,
5) annually assess the adequacy and effectiveness of the internal control system, including the adequacy and assessment of the control function performed by the first and second lines of defence, the Compliance Cell and the Internal Audit Position, as well as the compliance of the Bank Management Board with the obligations referred to in part B of Recommendation H,
6) approve the categorisation principles for the irregularities detected by the internal control system, covering at least high and critical irregularities,
7) as part of ensuring that the internal control system complies with laws, internal regulations and market standards, the Supervisory Board:
    - oversee the performance of the Management Board's duties concerning compliance risk management,
    - approve the *ING Bank Hipoteczny S.A. Compliance Policy*,
    - assess, at least once a year, the effectiveness of the compliance risk management by the Bank.

2. Audit and Risk Committee

The Audit and Risk Committee consult and advise the Supervisory Board on the internal control system-related tasks. The Committee is composed of two independent Members, including a Certified Auditor with knowledge and skills in accounting and auditing the financial statements.

3. Bank Management Board

As part of the Bank governance process, the Bank Management Board:

1) design, introduce and ensure functioning of adequate and effective internal control system,
2) take action to ensure internal control system continuity,
3) set the criteria for assessment of adequacy and effectiveness of the internal control system,
4) define the actions to be taken to eliminate irregularities detected by the internal control system, including remedies and disciplinary measures,
5) accept the categorisation principles for the irregularities detected by the internal control system, covering at least high and critical irregularities,
6) approve the criteria for selection of material processes and their list along with their correlation with general and specific goals,
7) ensure regular review of all Bank processes for materiality,
8) accept the *Policy – ING Bank Hipoteczny S.A. Internal Control System*, ensure its periodical review and update and present the review deliverables to the Audit and Risk Committee and the Supervisory Board,

9) ensure that the Compliance Officer, the Internal Audit function and the Operational Risk function, as well as the other units coordinating the achievement of the general objectives, have access to the necessary source documents, those containing legally protected information included, in connection with the performance of their duties,
10) set the principles of control design, approval and implementation in all Bank processes and define the role of organisational units responsible for control design, approval and implementation,
11) are responsible for ensuring adequacy and effectiveness of controls in Bank processes,
12) as part of ensuring that the internal control system complies with laws, internal regulations and market standards, the Bank Management Board are responsible for developing the compliance policy, ensuring compliance and reporting to the Audit and Risk Committee and to the Supervisory Board on compliance risk management,
13) set the adequate scope of and criteria for independent monitoring of observance of controls, covering ongoing verification and testing,
14) ensure functioning of the control function matrix along with allocation of tasks connected with ensuring its functioning,
15) set the reporting rules, at least for the effectiveness of key controls and vertical testing deliverables.

The Bank Management Board provide information; i.e.:

16) advise the Supervisory Board, at least once year, on the manner of performance of internal control system tasks, considering in particular:
    a) the adequacy and effectiveness of the internal control system in ensuring accomplishment of all the internal control system goals,
    b) the scale and nature of significant and critical irregularities as well as most important actions taken to eliminate the same, including remedies and disciplinary measures,
    c) the need to ensure the independence of the Compliance Cell and the Internal Audit Position,
    d) the need to ensure adequate staffing as indispensable for effective task performance and the funds necessary for regular upgrade of qualifications, experience gathering and skills learning by the employees of the Compliance Cell and the Internal Audit Position.

III. Three-lines-of-defence model within the Bank's organisational framework

The internal control system covers the entire universe of the Bank and structured into three lines of defence.

The first line of defence	The second line of defence	The third line of defence
Business and organisational units of the Bank which provide operational and technological support to the Business area	1) Operational Risk Position 2) Credit Risk Position 3) Market Risk Position 4) Model Validation Position 5) Valuation and Credit Decision Team 6) Compliance Cell 7) Data Protection Officer	Internal Audit position

1. The first line of defence

It is an element of the control function.

This line of defence is in charge of:

- developing, implementing and performing controls designed to ensure that general and specific goals of internal control system are achieved,
- acting in compliance with the principles resulting from the approved policies, regulations, manuals and procedures,
- analysis, control and management of the risks in the processes, including in relation to outsourced activities,
- independent monitoring of compliance with controls by ongoing verification and/or horizontal testing,
- ensuring that action is taken on audit and non-audit recommendations.

The tasks of the first line of defence are performed by senior management and by the organisational units overseen by it which deliver business objectives and which provide direct support thereto. The first line of defence consists of Bank organisational units not specified in the second and third lines of defence.
As part of their testing tasks (in the 1LoD area), these units have the right of access to the information covered by the testing.

2. The second line of defence

The second line of defence performs the tasks stemming from its function and supports the first line of defence in order to achieve the goals of the internal control system.

It is responsible for:

- issuing regulations (including analysis of compliance with external regulations) and providing methods and tools within the internal control system,
- approving the decisions made by the first line of defence as to implementation, modification or removal of controls,
- verifying the application of internal control system regulations by the first line of defence,
- monitoring horizontally the compliance with controls by the second line of defence,
- monitoring vertically the first line of defence as to compliance with controls.

Under control activities, the units from the second line of defence perform their own independent assessment of the effectiveness of operations of the first line of defence; they do it using tests, reviews and other forms of control. Thus, they shall have access to all indispensable data, information and source documents, including those containing confidential information, where this results from their functions and the scope of their assigned tasks.

The second line of defence units have the power to escalate problems to a higher level of management (to the Bank Management Board and Supervisory Board), presenting their opinions on business decisions bearing unacceptable risks.

The units reporting to the Vice President responsible for the Risk Area and the Compliance Unit, in the areas monitored by them and in a manner that does not violate the independence of certain units in the Bank (e.g. Internal Audit Position) provided for by legal regulations, are authorised to recommend recovery actions concerning controls and risk control mechanisms to all Bank units.

3. The third line of defence

The Internal Audit position (IA) forms the third line of defence. It provides management with an independent and unbiased assurance as to the adequacy and effectiveness of the risk management system and internal control system within the first and second lines of defence.

The roles, powers, scope and nature of work plus the accountability of IA position and the terms of cooperation of Bank organisational units with the IA position are laid down in the *Policy – Internal Audit Charter of ING Bank Hipoteczny S.A.* (*Audit Charter*).

IV. Control function

Control function is an element of the internal control system which comprises all controls implemented in bank processes, independent monitoring of their observance and control function reporting. It covers positions, groups of people or organisational units responsible for performance of function tasks.

Within the control function, the processes which are material to the Bank were isolated and key control function controls were assigned thereto.

V. Principles of assessment of adequacy and effectiveness of the internal control system

The Internal Audit annually assesses the adequacy and effectiveness of the internal control system and risk management system, in split into the first and second lines of defence, based on:

- deliverables/ opinions from the audits performed under the annual audit plan. To formulate the annual audit plan, the Internal Auditor uses, inter alia, the information about the internal control system from the control function matrix,
- the results/opinions of the audit conducted by the external auditor together with the regulator's recommendations which are open as at the internal control system assessment date,
- the results of the Supervisory Review and Evaluation (SREP) process carried out by the Polish Financial Supervision Authority,
- critical and high risks identified during the year, with focus placed on risks which apply as at the internal control system assessment date,
- timely implementation and progress in the implementation of risk mitigants,
- risk limits and limits under the Act on Covered Bonds and Mortgage Banks, presented at meetings of the Bank's bodies.

The final assessment of the internal control system is made by the Supervisory Board, considering the recommendation of the Audit and Risk Committee which factors in particular:

- assessment of the Internal Audit,
- information from the Management Board on the manner of performance of internal control system tasks,
- periodical reports of the Compliance Cell,
- information material to the adequacy and effectiveness of the internal control system, information from the parent entity;
- findings of the statutory auditor or external auditor,
- findings from supervisory activities performed by authorised institutions (like the Polish Financial Supervision Authority or the Office of Competition and Consumer Protection),
- assessments and opinions material to the adequacy and effectiveness of the internal control system, provided by third parties, if made.

On 13 March 2024, the Supervisory Board assessed the 2023 internal control system of ING Bank Hipoteczny S.A., taking into account the above factors and issued an opinion that the internal control system of ING Bank Hipoteczny S.A. was effective and adequate for the Bank business model and scale of operations.

5.4 Risk management

Risk management at ING Bank Hipoteczny S.A. serves to ensure effective risk control and limitation within the risk appetite accepted by the Bank in volatile legal and macroeconomic conditions and considering the pre-set business targets. The assumed risk level is an important factor of the planning process.

Risk management at ING Bank Hipoteczny S.A. is based in particular on the following rules:

- risk management process, including the lending process is defined and governed by strategies, policies and procedures adopted by the Management Board and/or Supervisory Board of ING Bank Hipoteczny S.A. respectively,
- The Bank manages all identified bank risks and carries out the ICAAP (the Internal Capital Adequacy Assessment Process), where:
  - risk management matches the scale of business and the materiality, scale and complexity of a given risk and where it is tailored to new risk factors and drivers on an ongoing basis,
  - risk management methods, risk measurement models and systems and their assumptions match the scale and complexity of risk and are periodically verified and validated,
- the organisational structure of risk management guarantees independence of the risk area, including independence of real estate appraisal and credit decisions taken from business activity,
- the risk management process is integrated into the planning and controlling processes and it supports delivery of the Bank's strategy, while staying compliant with the risk management strategy, especially as far as the risk appetite is concerned,
- the risk management process is consistent with the risk management principles of the ING Bank Śląski S.A. Group, tailored to the specific operations of ING Bank Hipoteczny S.A. and approved by the competent authorities of ING Bank Hipoteczny S.A.,
- reporting of risk sources and factors as well as reporting of risk level measurement and its costs make it possible to take appropriate preventive and remedy measures.

The risk management process is supervised by the Bank Supervisory Board which regularly receive information about the risk profile at ING Bank Hipoteczny S.A. and key actions taken to manage risk.

The Bank Management Board are responsible for risk management, including but not limited to, overseeing and monitoring of actions undertaken by the Bank in this respect. The Bank Management Board take the most important decisions affecting risk level of the Bank and resolve on internal regulations concerning risk management.

Risk is managed through three independent lines of defence.

The objectives, principles and organisation of risk management, as well as the specific management of individual risk categories are described in the financial statements of ING Bank Hipoteczny S.A.

5.5 Valuation of mortgage loan collateral

ING Bank Mortgage S.A. performs the credit collateralization tasks based on the following external and internal regulations:

- the Act on Covered Bonds and Mortgage Banks,
- the Act on Land and Mortgage Registers and on Mortgage,
- the Banking Law Act,
- Instructions and recommendations of the Polish Financial Supervision Authority, including in particular Recommendations F, S and J,
- Provisions of internal banking regulations, and notably the Banking and Lending Value of the Real Estate Valuation Bylaw.

The Bank has in place and applies the Banking and Lending Value of the Real Estate Valuation Bylaw, approved on 4 January 2019 by the Polish Financial Supervision Authority. The Bylaw provides for the guidelines listed in Recommendation F and concerning the basic criteria applied by the Polish Financial Supervision Authority to approve the banking and lending value of the real estate valuation bylaws made by mortgage banks.

The banking and lending value of the real estate is the value set using an expert method, in line with the Act on covered bonds and mortgage banks, which in the opinion of the Bank mirrors the risk of the real estate forming the collateral for the loans acquired by the Bank.

The banking and lending value of the real estate is set using an expert method in order to enable the Bank to take a decision whether or not to acquire the given debt. The banking and lending value of the real estate is set in a prudent manner, considering long-term parameters.

ING Bank Hipoteczny S.A. sets the banking and lending value of the real estate based on the real estate value. The banking and lending value of the real estate expertise is made with due diligence and prudence. It factors in only those real estate parameters which are of long-term nature and which can be obtained by any real estate owner, when the estate is rationally used. It factors in all risks which because of the experience held and analyses made can adversely impact on the banking and lending value of the real estate. The expertise which is developed at a certain date, evidences the assumptions and parameters used in the analysis, the process of the banking and lending value of the real estate determination and the resultant banking and lending value of the real estate proposal.

The expertise factors in the analyses and projections of the typical real estate parameters which considerably impact on the assessment of the credit risk of real estate acceptance as collateral. It also takes into account general factors, including, economic cycles, changes to the purchasing power of money, demography, unemployment rate or local zoning plans.

At the Bank, the banking and lending value of the real estate determination process is performed by a dedicated team from the Risk Management Area which is independent from the business functions of the Bank.

For the debt acquisition operation, the banking and lending value of the real estate determination process is constructed into four stages:

Verification of the legal status of the real estate	ING Bank Śląski S.A. under the Outsourcing Agreement
Carrying out an inspection, on-site property inspection and local market research included.	Estate Appraiser who holds adequate experience and ability to estimate banking risk for residential loan collateralization
Banking and lending value of the real estate expertise compilation	Dedicated organisational cell of the Bank – Valuation and Credit Decisions Team
Verification of banking and lending value of the real estate expertise and determination of the banking and lending value of the real estate	Dedicated organisational cell of the Bank – Valuation and Credit Decisions Team

The processes of the mortgage lending value of the real estate expertise compilation and mortgage lending value of the real estate determination as described above are performed by two different persons.

The Bank has aligned the process of monitoring of the mortgage lending value of the real estate with the requirements of 648/2012 CRR (annual frequency). The above change affected the possibility of preferential treatment of covered bonds issued by the Bank (pursuant to Article 129 of the CRR).

5.6 Cover register

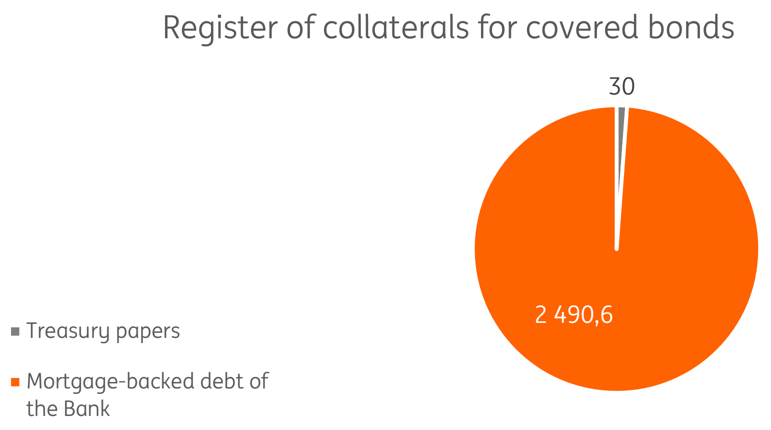
ING Bank Hipoteczny S.A. keeps and maintains the cover register (the Register). The Register is maintained in compliance with the requirements set out in the following documents:

- The Act of 29 August 1997 on covered bonds and mortgage banks (Journal of Laws of 2023, item 110),
- Minister for Finance Regulation of 21 June 2022 on the mortgage cover calculation and the coverage balance testing and the liquidity test (Journal of Laws 2022, item 1412),
- Recommendation K of the Polish Financial Supervision Authority of 9 February 2016 on the terms of maintenance of the cover register by mortgage banks.

The Bank shall enter in the Register the acquired receivables from mortgage-backed housing loan contracts and the rights and funds that may be the basis for the issue of covered bonds (pursuant to Article 18(3) and (4)), as well as the funds constituting the surplus, in an amount not lower than the maximum cumulative net liquidity outflow over the next 180 days (pursuant to Article 18(3a)). Covered bonds are secured with Bank debt secured with the first ranking mortgage.

As at 30 June 2024, the mortgage-backed debt and other funds referred to in the Act on covered bonds and mortgage banks closed with PLN 2,520,581,300 (core assets including substitute assets).

As at the date, the structure of the Register was as follows (data in PLN mio):



T-bonds of the nominal value of PLN 30 million may, if necessary, secure part of the interest payments on the covered bonds for a period of 6 months. The total value of the mortgage-backed claims and substitute collateral (in the part not used to cover the payment of interest on covered bonds) was reflected in the overall level of collateralisation of covered bonds, which was 630.15%.

Since mortgage-backed debt and issued covered bonds match in terms of currency and interest rate, there were no hedging transactions in the Register as at the end of June 2024.

Pursuant to the 2022 amendment to the Act on Covered Bonds and Mortgage Banks, the Bank shall, no later than the end of each quarter, as at the last day of the preceding quarter, make available on its website information on the security of covered bonds.

Register maintenance is overseen by the Cover Pool Monitor on an ongoing basis.

For the key register data as at 30 June 2024, refer to the table below:

	30.06.2024
Cover register	

Mortgage-backed debt (PLN million)	2,490.6
T-bonds (PLN million)	30
Amount of surplus in accordance with Article 18(3a) of the Act (PLN thousand)	0
Number of (active) loans	15,370
Average loan amount (PLN thousand)	162
Average maturity (in months)	218
Average LtV (loan value to the mark-to-market value of the real estate)	47.94%
Average LtV (loan value to the banking and lending value of the real estate)	56.74%

5.7 Cover Pool Monitor

In keeping with the *Act on covered bonds and mortgage banks* (Act), for each mortgage bank a Cover Pool Monitor and at least one Deputy Cover Pool Monitor are appointed. The Cover Pool Monitor shall be responsible for verifying whether:

- the liabilities attributable to the covered bonds in trading are secured by the mortgage bank in compliance with the Act,
- the banking and lending value of the real estate taken by the Bank was set in compliance with the bylaw,
- the mortgage bank complies with the requirements of Article 18 of the Act,
- the coverage balance test and liquidity test confirm that the mortgage bank’s debt as well as the rights and funds entered into the cover register suffice to fully satisfy the holders of covered bonds.
- the manner of the cover register maintenance by the mortgage bank satisfies the terms and conditions of the Act,
- the mortgage bank ensures – under the Act – the collateral for the planned issue of covered bonds and control of whether adequate provisions were entered into the cover register.

In addition, in accordance with the amendment to the Act, the Cover Pool Monitor shall annually, no later than 31 March, submit to the Polish Financial Supervision Authority a report for the previous year on the mortgage bank's activities with respect to the Cover Pool Monitor's tasks.

Having considered the application of the Supervisory Board of ING Bank Hipoteczny S.A., on 4 January 2019 the Polish Financial Supervision Authority appointed Ms Grażyna Zielińska as the Cover Pool Monitor of ING Bank Hipoteczny S.A. and Mr Krzysztof Brejdak as the Deputy Cover Pool Monitor.

The Bank shall keep and maintain a cover register, in which the Bank's claims and the rights and funds underlying the issue of the covered bonds are entered under separate headings, as well as funds in surplus in an amount not lower than the maximum cumulative net liquidity outflow over a consecutive period of 180 days.

Register maintenance is overseen by the Cover Pool Monitor and Deputy Cover Pool Monitor on an ongoing basis.

5.8 Statutory limits

Acting in accordance with the Act on covered bonds and mortgage banks, ING Bank Hipoteczny S.A monitors the applicable business limits.

As at 30 June 2024, the statutory limits and their utilisation were the following:

No.	Statutory limit	Statutory limit value	Limit utilisation	Legal grounds
1.	% of debt for which the ratio of a single mortgage-backed loan to the banking and lending value of the real estate is over 100% at the acquisition date	0%	one-off, at the time of acquisition	Article 13.2 of the Act on covered bonds and mortgage banks
2.	Coverage of covered bonds with assets up to 80% of the banking and mortgage value (maximum ratio of refinancing of the acquired debt (in part up to 80% of the banking and mortgage value) with funds obtained from the issue of covered bonds)	100%	10.94%	Article 14 of the Act on covered bonds and mortgage banks
3.	Maximum volume of acquired and taken-up shares or holdings in other entities vis-à-vis own funds of the mortgage bank	10%	0%	Article 15.1.5 of the Act on covered bonds and mortgage banks
4.	Maximum multiple of the total of drawn loans and credit facilities, issued bonds vis-à-vis own funds of the mortgage bank	10	7.33	Article 15.2.1 of the Act on covered bonds and mortgage banks
5.	Maximum multiple of the total amount of nominal amounts of covered bonds traded by the mortgage bank to own funds of the mortgage bank	40	0.98	Article 17.1 of the Act on covered bonds and mortgage banks
6.	Minimum overcollateralisation of the issue of covered bonds with mortgage-backed debt and other funds (bonds, cash, cash with the National Bank of Poland, hedging instruments)	105%	630.15%	Article 18.1 of the Act on covered bonds and mortgage banks
7.	Minimum overcollateralisation of the issue of covered bonds with mortgage-backed debt	85%	622.65%	Article 18.1 of the Act on covered bonds and mortgage banks
8.	Minimum ratio of income of the mortgage bank under the mortgage-backed claims and other funds (bonds, cash, cash with the National Bank of Poland, financial hedging instruments) vis-à-vis costs of interest on the traded covered bonds	100%	708.74%	Article 18.2 of the Act on covered bonds and mortgage banks
9.	Coverage of the maximum cumulative net liquidity outflow with the funds specified in paragraph 3 c of Article 18 of the Act on Covered Bonds and Mortgage Banks over the next		fulfilled	Article 18.3a of the Act on covered bonds and mortgage banks

	180 days			
10.	Maximum ratio of debt backed with mortgages established during the construction investment project to the total amount of the mortgage-backed debt used to issue covered bonds.	10%	0%	Article 23.1 of the Act on covered bonds and mortgage banks
11.	Maximum ratio of debt backed with mortgages on real estates earmarked for development as per the zoning plan to the total amount of the mortgage-backed debt used to issue covered bonds.	1%	0%	Article 23.2 of the Act on covered bonds and mortgage banks

Additionally to monitoring of the statutory limits, the Bank - in accordance with the Act on Covered Bonds and Mortgage Banks - makes a mortgage cover calculation for each business day. The coverage balance test is performed at least every 6 months and the liquidity test at least every 3 months.

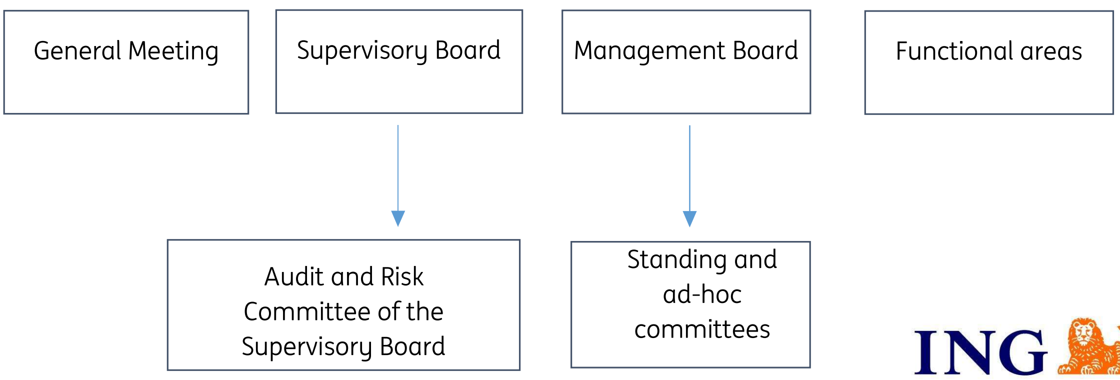
Keeping in mind the prudential approach to management, the Bank carries out coverage and liquidity balance tests, if possible for each business day.

Throughout the reporting period, ING Bank Hipoteczny S.A. did not exceed any of the limits indicated in the table and the outcome of the mortgage cover calculation and coverage balance and liquidity tests was positive.

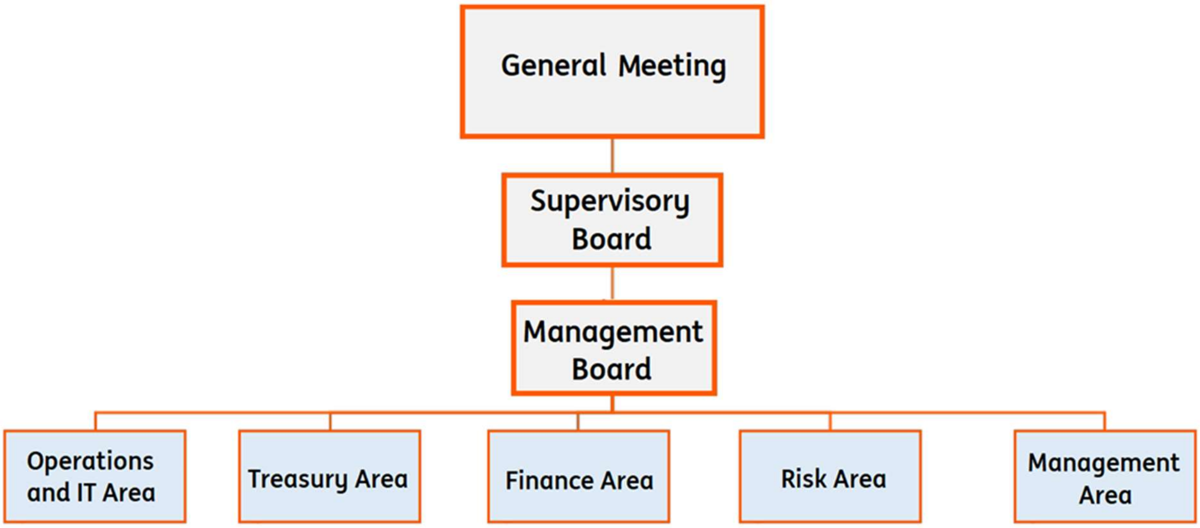
6. Organisational framework and authorities of ING Bank Hipoteczny S.A.

6.1.Organizational framework

ING Bank Hipoteczny S.A. governance is underpinned by the organisational framework presented on the diagram below and the segregation of duties among the Bank bodies discussed further on.



Organisational framework of ING Bank Hipoteczny S.A. in functional areas



6.2 Authority of bodies and committees of ING Bank Hipoteczny S.A.

The authority of individual Bank bodies has been laid down in the Banking Law, the Commercial Companies and Partnerships Code and other laws and provisions of the Bank Charter as well as in their individual bylaws.

The authority of the Bank General Meeting is the following:

- review and approval of the Management Bank Report on Bank Operations and the financial statements for the past financial year and acknowledgment of fulfilment of duties by the members of the Bank bodies,
- appointment and recall of Supervisory Board members,
- passing resolutions on the determination of principles of remuneration of the Supervisory Board members and other matters foreseen by the law, Charter or those submitted by the Supervisory Board, Management Board or eligible shareholders,
- passing resolutions on damage claims, for the damages caused upon Bank establishment or exercise of management or supervision,
- determination of the mode of shares redemption and of the fee for the shares redeemed as well as consent to the acquisition of Bank's shares for redemption purposes,

- passing resolutions on liquidation, disposal or lease of the Bank enterprise or its organised part and establishing limited right in property thereon.

The authority of the Bank Supervisory Board is the following in particular:

- assessment of the Management Board Report and financial statements for the past financial year as to their compliance with the ledgers, documents and the actual state of affairs,
- assessment of Management Board motions regarding profit distribution or loss coverage,
- submission of an annual written report to the General Meeting on the results of these evaluations, and a written report on the Supervisory Board Operations for the previous financial year (Supervisory Board Report),
- revision of the Bank's property and financial control,
- approval of the rules of prudent and stable Bank management and the Bank strategy developed by the Management Board as well as periodical review and verification of its delivery, and also approval of many-year development plans of the Bank and annual budgets of the Bank as developed by the Management Board,
- approval of accepted risk levels in the Bank's business areas,
- approval of Management Board motions regarding formation or liquidation of Bank's organisational units abroad,
- consent to acquisition or disposal by the Bank of shares and share rights or holdings of other legal persons, provided the amount of assets covered by one such operation exceeds the PLN equivalent of EUR 1,000,000 or the said operation concerns the assets accounting for at least 50% of the share capital of another legal person; the Supervisory Board's consent is not required for the Bank's exposure under debt conversion, liquidation of the collateral accepted by the Bank,
- appointing and recalling Members of the Management Board, subject to Article 28 of the Charter,
- conclusion with Management Board Members of agreements on performance of their duties and determination of remuneration thereunder, as well as consent to receipt by Management Board Members of other considerations from the Bank or related entities,
- approval of the Management Board Bylaw, Organisational Bylaw and internal control system of the Bank,
- selection of the entity authorised to audit the financial statements of the Bank, based on the recommendation of the Audit and Risk Committee of the Supervisory Board and provision of advice as to establishment of cooperation with that entity,
- consent to conclusion of transactions by the Bank with its shareholders or related entities or members of Bank authorities, provided the amount of the transaction exceeds EUR 1,000,000, save for typical and routine transactions made on an arm's length basis whose nature and terms arise from the daily business of the Bank or

transactions foreseen in the annual budget of the Bank as approved by the Supervisory Board,

- consent to assuming a liability by the Bank or making an administrative decision whose amount in such one-off operation or on an aggregate basis for one entity or a few entities related to the entity exceeds 10% of own funds of the Bank, save for provisions of Article 26 section 1 items 4) and 11) of the Bank Charter; the consent is not required for the entities referred to in Article 26 section 1 item 9) of the Bank Charter,
- consent to acquisition, disposal or encumbering by the Bank of property, plant and equipment item whose amount exceeds the PLN equivalent of EUR 1,000,000; save for provisions of Article 26 section 1 item 10) of the Bank Charter, the consent of the Board is not required when the property, plant and equipment item is acquired through transfer of such item by the Bank as the creditor due to the Bank's debt recovery procedure,
- consent to acquisition, disposal or encumbrance by the Bank of real estate or an interest in real estate or the right of perpetual usufruct whose value exceeds the Polish zloty equivalent of EUR 1,000,000,
- submission to the Ordinary General Meeting of reports and assessments laid down in the regulations, recommendations of the regulator and other laws of the Bank,
- suspension – for important reasons – of the Bank Management Board Members in their capacity and delegation – for the period of up to 3 months – of Supervisory Board Members to temporarily act in the capacity of the Management Board Members incapable of discharging their duties,
- approval of the Bank's compliance risk policy,
- approval of the rules for the processes of internal capital estimation, capital management and capital planning,
- approval of the bylaw used to determine the banking and lending value of the real estate; the bylaw takes effect upon approval by the Polish Financial Supervision Authority,
- approval of cooperation agreements with ING Bank Śląski S.A.,
- submission of a request to the Polish Financial Supervision Authority for appointment of the Cover Pool Monitor and his/her deputy,
- approval of model risk management rules,
- approval of the code of ethics and conflict of interest management rules.
- The Supervisory Board's approval is not required to conclude a transaction with the parent company, the value of which, when aggregated with the value of transactions concluded with that company during the financial year, exceeds 10% of the Bank's total assets within the meaning of the accounting regulations, as determined on the basis of the company's last approved financial statements.

Resolutions of the Supervisory Board may concern in particular:

- formulation of conclusions and recommendations under the supervision and control activities conducted,
- granting consents and permissions,
- approving strategies, policies and other documents if it is provided for in the Bank Charter or specific regulations,
- rendering advice,
- reports and assessments submitted by the Board to the General meeting and in particular:
  - the annual report of the Supervisory Board for the previous financial year, including at least:
    - the results of assessment of the financial statements and Management Board reports on Bank operations in the financial year, and also the Management Board motion on the distribution of the profit or coverage of loss of the Bank,
    - assessment of the Bank's standing, considering the assessment of adequacy and effectiveness of the internal control, risk management, compliance and internal audit systems,
    - assessment of the implementation by the Management Board of their information obligations towards the Supervisory Board,
    - information on the total remuneration payable by the Bank for all audits commissioned by the Supervisory Board during the financial year pursuant to §37,
    - a summary of the activities of the Supervisory Board and its committees during the financial year, together with information on the composition of the Supervisory Board and its committees, including an assessment of the adequacy of the internal regulations governing the functioning of the Supervisory Board.
  - evaluation reports on the functioning of the Bank's remuneration policy, drawn up in the course of the ongoing supervision, monitoring and evaluation of the Bank's remuneration policy in force,
  - assessment of application by the Bank of the principles of corporate governance for supervised institutions,
- assessment of the adequacy and effectiveness of internal governance principles adopted by the Bank,
- other matters within the Supervisory Board's powers.

The authority of the Supervisory Board Audit and Risk Committee is the following in particular:

- supporting the Supervisory Board in monitoring and supervising the financial reporting, the internal and external audit and the governance system of the Bank, and in particular as to adequacy and effectiveness of the internal control system and risk management system and the relation between the Bank and the firm auditing the financial statements of the Bank.

- supporting the Supervisory Board in monitoring and supervising the risk management process, including the operational risk, credit risk, market risk and compliance risk, and also the internal capital estimation process, capital planning and management as well as the model risk and capital adequacy.

The authority of the Bank Management Board is the following in particular:

- representing the Bank before the authorities and third parties as well as administration and management of the property and interests of the Bank. The Management Board take action for all the matters not resting with other Bank bodies,
- issue of resolutions which under the universally effective laws and provisions of the Bank Charter require decisions by other statutory Bank bodies,
- formulation of Bank's policies, including but not limited to the lending policy, risk management policy and remuneration policy,
- determination of acquisition principles for funds from other financial institutions and the principles of their utilisation as well as determination of principles for investing funds with banks,
- formulation of principles for setting interest for the products offered by the Bank, including but not limited to the interest for loans and credit facilities or penalty interest,
- reviewing motions regarding recognition of extraordinary losses and establishment of provisions beyond the amounts otherwise set by the Management Board,
- passing investment plans and setting investing principles,
- resolving on the matters pertaining to the acquisition, encumbering, disposal of lease of real estates and other property rights – for operations going beyond the amounts otherwise set by the Management Board,
- resolving on acquisition and disposal by the Bank of shares and holdings of other legal persons – for operations going beyond the amounts otherwise set by the Management Board,
- determination of principles of granting and revoking powers of attorney to perform certain acts or take certain actions,
- the matters going beyond the ordinary course of business, including but not limited to the matters going beyond the powers of individual Management Board members or Committees established by the Management Board,
- other matters for which decisions rest with the Management Board under other resolutions adopted by the Management Board and other matters submitted by the President of the Management Board or another Management Board Member.

The Bank Management Board established the following standing committees: the list of standing committees forms Enclosure No. 4 with the Organisational Bylaw of ING Bank Hipoteczny S.A.:

- Assets and Liabilities Committee (ALCO),
- Credit Policy Committee (CPC),
- Non-financial Risk Committee,
- Green Covered Bonds Committee.

The Assets and Liabilities Committee supervise and take decisions on:

- market risk management at ING Bank Hipoteczny,
- funding and liquidity risk management at ING Bank Hipoteczny,
- management of the Bank's balance sheet (assets and liabilities), including the transfer pricing system methods,
- structure of ING Bank Hipoteczny's ledgers,
- capital and capital adequacy management,
- valuation of financial instruments and calculation of valuation adjustments, considering the factors not accounted for in the valuation in the Bank's systems.

The Committee monitor the model risk level. They approve the validation reports and the results of monitoring of the market risk, liquidity and funding risk and valuation models.

Credit Policy Committee

The scope of activities covers the following areas:

- Credit risk appetite as to specific risk appetite limits and concentration limits:
  - Define limit types,
  - Set and change limit levels,

- Credit Policy under which:
  - the Credit Policy Committee take decisions on the regulations concerning the implementation of the ING Bank Hipoteczny S.A. Credit Risk Management Policy,
  - the Credit Policy Committee define and modify the principles of risk, identification, assessment and control, including:
    - credit risk assessment principles,
    - credit analysis standards,
    - credit competence,
    - rating process flow,
    - principles of client and credit exposure monitoring,
    - principles for restructuring and recovery,
    - collateral establishment and monitoring principles,
    - impairment and provisioning principles,
    - environmental and social risk assessment principles,

        - counterparty risk assessment principles.

- Credit risk models:
    - the Credit Policy Committee approve regulations on development, maintenance and use of risk models, including:
        - principles of the credit risk models management,
        - methodology of building and monitoring of the models,
        - definitions of the credit risk models,
        - the scope of use of the credit risk models,
        - instructions and procedures describing the process of validating credit risk models.
    - CPC monitor the risk level of the above models. CPC accept validation reports and the results of credit risk model monitoring.

- The Credit Policy Committee monitor credit risk, ensure compliance with laws, supervisory regulations and ING Group's standards as well as discuss and approve any other credit- and settlement risk-related matters.
- CPC do not make decisions on:
    - individual client transactions,
    - ratings for individual clients or exposures,
    - the amount of write-downs/reserves at client or individual exposure level.

The Non-Financial Risk Committee – following the requirements of the universally applicable laws, regulator's requirements, internal regulations of the Bank and best practices of the ING Bank Śląski S.A. Group, covers, among others, the following issues/areas:

- Initiating and recommending the changes and new solutions for the non-financial risk area.
- Performing the tasks resulting from the use of outsourcing as described in the ING Bank Hipoteczny S.A. Outsourcing Policy and the ING Bank Hipoteczny S.A. Outsourcing Manual.
- Approving, advising on and recommending plans, projects and programmes as well as control standards for non-financial risk management.
- Approval of, inter alia:
    - operational risk management objectives for the calendar year in question,
    - waivers and deviations for the non-financial risks area,
    - annual plans and test results for key controls,
    - annual Risk Identification and Assessment Plan and the results of this process when unacceptable risks are identified, crisis management plan as well as the outcome of the Business Environment Assessment,
    - lists of controls identified for independent testing by the 2nd line of defence,
    - action plans and report on the second line of defence monitoring as part of key control testing (IT area included), and results of independent tests,

    - non-financial risk reports (NFRD included) and recommendation to the Bank Management Board of decisions for material non-financial risk issues (including the unacceptable risks attributable to product-related changes),
    - new Critical and High Risk recommendations identified by the first and second line of defence and changes in dates in case of implementation of recommendations or acceptance of high risk,
    - a list of obligatory training courses in non-financial risk,
    - periodical results of Bank's organisational framework reviews for compliance with the operational risk management rules,
    - methodologies for determining internal capital for operational risk,
    - results of measurement of economic and regulatory capitals for operational risk, including quarterly monitoring of the capital required for operational risk and capital change drivers,
    - mitigating actions.
- Monitoring of:
    - the processes of NFR identification, assessment, monitoring and mitigation, including, most notably, in the outsourcing and fraud area,
    - the quality assurance process for the non-financial risk management processes,
    - the status of mitigation and enhancement activities related to programmes and projects in the Bank (non-financial risk projects included),
    - the status of implementation of control standards,
    - risk factors arising from the Business Environment Assessment,
    - reports related to reputational risk, customer complaints and issues relating to conduct risk and compliance risk, reports/documents on non-financial risk events, including lessons learned,
    - non-financial risks, with regard to significant changes in the Bank's management structure and significant elements of outsourcing processes.

The Green Covered Bonds Committee is responsible for all green aspects of covered bonds.

Responsibilities:

- Initiation and recommendation of changes and new solutions for green covered bonds.
- Approval of:
    - amendments to *the ING Bank Hipoteczny S.A. Green Covered Bond Framework,*
    - changes to technical conditions enabling qualification of a credit debt to the portfolio of green assets,
    - allocation reporting and impact reporting,
    - periodical reports delivered to the *Climate Bonds Initiative*.
- Supervision of:
    - processes relating to operational implementation of changes arising from the *ING Bank Hipoteczny S.A. Green Covered Bond Framework,*

- processes relating to operational implementation of changes to technical conditions enabling qualification of a credit debt to the portfolio of green assets,
- the process of utilisation of funds acquired from the issue of green covered bonds, considering the potential alternative investment projects laid down in the *ING Bank Hipoteczny S.A. Green Covered Bond Framework*,
- the process of green assets portfolio building,
- collaboration with third parties involved in the green covered bonds-related processes,
- quality assurance for the green covered bonds-related processes,
- reporting process to ING Group.

6.3 Management Board of ING Bank Hipoteczny S.A.

In the period from 1 January 2024 to 30 June 2024, the Management Board of ING Bank Hipoteczny S.A. worked in the following composition:

	Function	Function Holding Time
Jacek Frejlich	President of the Management Board	01.01.2024 - at present
Marek Byczek	Vice-President of the Management Board	01.01.2024 - at present
Katarzyna Majchrzak	Vice-President of the Management Board	01.01.2024 - at present

Segregation of key authorities within the Bank Management Board:

Jacek Frejlich	(since 01.01.2024)	President of the Management Board responsible for the Management Area
Marek Byczek	(since 01.01.2024)	Vice-President of the Management Board responsible for the Finance, Treasury, Operations and IT Areas
Katarzyna Majchrzak	(since 01.01.2024)	Chief Risk Officer

On 9 May 2024, the Supervisory Board appointed the existing members of the Management Board of ING Bank Hipoteczny S.A. for a new term.

Other management functions of Management Board Members:

	Function	Function Holding Time
Jacek Frejlich	Did not hold any additional functions of the Management Board or Supervisory Board member.	Throughout the reporting period.
Marek Byczek	Did not hold any additional functions of the Management Board or Supervisory Board member.	Throughout the reporting period.

Katarzyna Majchrzak	Did not hold any additional functions of the Management Board or Supervisory Board member.	Throughout the reporting period.

The composition, responsibilities of and segregation of duties among the Management Board Members did not change.

Recruitment policy – selection and evaluation of Management Board Members

All the appointed members of the ING Bank Hipoteczny S.A. Management Board satisfy the requirements of Article 22aa of the Banking Law Act and underwent a suitability assessment before appointment as per EBA guidelines.

Management Board Members are appointed and recalled, considering the requirements of the Banking Law Act.

The Supervisory Board appoints the members of the Management Board from among 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.

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 earlier appointed Management Board Member may be entrusted with the capacity of the Vice-President referred to hereinabove only upon approval of the Polish Financial Supervision Authority.

The process of selecting and assessing candidates for Members of the ING Bank Hipoteczny S.A. Management Board is based on the principles set out in the *ING Bank Hipoteczny S.A. Management Board Members Appointing, Onboarding and Recalling Policy and the Policy for the Assessment of the Suitability of Supervisory Board Members, Management Board Members and Key Function Holders*.

If a search for candidates for a position on the Management Board needs to be triggered, the Supervisory Board prepares a list of candidates based on the Succession Database. In the absence of internal candidates satisfying the requisite criteria, external recruitment process is initiated. The Supervisory Board select one candidate from the list and commission a suitability assessment process in accordance with the applicable *Suitability Assessment Policy for Supervisory Board Members, Management Board Members and Key Function Holders at ING Bank Hipoteczny S.A*. In exceptional cases (e.g. an urgent need to replace a member of the Management Board), the suitability assessment of candidates may be carried out up to 4 weeks after the position is taken up.

The following terms of selection, nomination and succession planning apply to Management Board Members:

- Management Board Members are appointed and recalled in the secret ballot, considering the requirements of the Banking Law Act.
- The Bank Management Board consists of at least three members, inclusive of the President and Vice-Presidents. Upon the request of the President of the Management Board, the Supervisory Board may entrust the role of I Vice-President to one of the Vice-Presidents.
- The number of the Management Board Members is determined by the Supervisory Board. At least half of the Members of the Management Board are the citizens of the Republic of Poland.
- The Management Board Members are appointed for a common term of office that starts from the date of appointment and runs for three full consecutive financial years.
- The President of the Management Board and the Vice-President supervising the management of the risk material to the Bank's business are appointed by the Supervisory Board upon the approval of the Polish Financial Supervision Authority. The earlier appointed Management Board Member may be entrusted with the capacity of the Vice-President referred to hereinabove only upon approval of the Polish Financial Supervision Authority.

Diversity Policy

The ING Bank Hipoteczny S.A. has the *Diversity Policy for ING Bank Hipoteczny S.A. Management Board and Supervisory Board Members.*

The Policy seeks to achieve a broad scope of competence upon appointment of the Supervisory Board and Management Board members so as to acquire various opinions and experience and enable individual bodies to issue independent opinions and reasonable decisions as well as to ensure top quality of duties performance by the managing bodies.

The Bank perceives diversity as one of the attributes of the corporate culture. 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 *Suitability assessment policy for Supervisory Board and Management Board Members and the persons holding key functions at ING Bank Hipoteczny S.A*. Further, the Diversity Policy covers and employs the differences which besides knowledge and professional experience are driven by sex and age to accomplish top results.

Principles of remuneration of Bank Management Board Members

In December 2023, the Supervisory Board – by way of Resolution No. 74/18/2023 – approved the update of the *Remuneration Bylaw for Members of the ING Bank Hipoteczny S.A. Management Board*. The Bylaw provides for the primary terms and conditions of remuneration for members of the ING Bank Hipoteczny S.A. Management Board. The Bylaw remains in concordance with the values and long-term interests of ING Bank Śląski S.A. Group, whereby it fosters effective risk management by the Group. The principles of remuneration of Bank Management Board Members are set using the market data. They factor in the knowledge and skills as well as the accountability of and the risk taken by a given function. Each Bank Management Board member made an employment contract with the Bank. The contract reads *inter alia* the terms and conditions of remuneration and the competition ban.

The By-law:

1. is in line with the Bank's strategy, values and risk appetite and therefore also supports the Bank's short-, medium- and long-term interests,
2. promotes and supports an effective risk management process to maintain and protect the Bank's secure capital base,
3. does not encourage taking excessive risk beyond the risk appetite accepted by the Bank Supervisory Board,
4. is based on performance management, which is a key business process that links individual objectives with long-term business strategy and ensures stable growth,
5. is gender neutral, which means that it does not create conditions for any gender to be favoured in an unjustified manner with regard to employment, career development, promotions, as well as awarding and paying remuneration.
6. The average annual gross total remuneration of individual Management Board Members shall not exceed 40 times the average annual gross total remuneration of other employees. The ratio shall be reviewed annually as part of the review of the remuneration policy,

6.4 Supervisory Board of ING Bank Hipoteczny S.A.

In the period from 1 January 2024 to 30 June 2024, the Supervisory Board of ING Bank Hipoteczny S.A. worked in the following composition:

	Function on the Bank Supervisory Board	**Appointment date**	**Independent Member***	**Audit and Risk Committee**
Bożena Graczyk	Chairwoman	09.05.2024		M
Brunon Bartkiewicz	Member	09.05.2024		

Joanna Erdman	Member	09.05.2024		
Marcin Giżycki	Deputy Chairman	09.05.2024		
Krzysztof Gmur	Member	09.05.2024	✓	Ch
Jacek Michalski	Secretary	09.05.2024	✓	M

Ch – Committee Chairman, M – Committee Member

*/ as defined in the Act on Statutory Auditors, Auditing Firms and Public Oversight of 11 May 2017.

The composition of the Supervisory Board did not change in 2024. On 9 May 2024, the Ordinary General Meeting of ING Bank Hipoteczny S.A. appointed the existing members of the Supervisory Board for a new term.

During the reporting period, 4 meetings of the Supervisory Board attended in person and 3 meetings of the Audit and Risk Committee attended in person were held. The meetings of the Bank bodies are held by means of distance communication.

As per Article 395.2.3 of the Commercial Companies and Partnerships Code, once a year, the general meeting acknowledge fulfilment of duties by each Supervisory Board member. Acknowledgement is the assessment of the Supervisory Board members, regardless of the review of the Supervisory Board report on operations made by the general meeting.

On 9 April 2024, the Ordinary General Meeting of ING Bank Hipoteczny S.A. was held concerning the period from 1 January 2023 to 31 December 2023, at which the Annual General Meeting of ING Bank Hipoteczny S.A. passed resolutions on:

- Consideration and approval of the financial statements of ING Bank Hipoteczny S.A. for 2023,
- Review and approval of the Management Board Report on Operations of ING Bank Hipoteczny S.A. for 2023 including the Management Board Report on observance of the Principles of corporate governance.
- Acceptance of the report of the Supervisory Board of ING Bank Hipoteczny S.A. for 2023, assessment of the functioning of the Remuneration Policy of ING Bank Hipoteczny S.A. in 2023, and assessment of the adequacy of the internal regulations concerning the functioning of the Supervisory Board of ING Bank Hipoteczny S.A. and its effectiveness,
- Acknowledgement of the fulfilment of duties by the members of the Supervisory Board of ING Bank Hipoteczny S.A. in 2023,
- Acknowledgement of the fulfilment of duties by the members of the Management Board of ING Bank Hipoteczny S.A. in 2023,
- Method of profit distribution for 2023,
- 2023 dividend payout,

- Election of Trigon Dom Maklerski S.A., based in Kraków, as the entity maintaining the Sshareholders Register of ING Bank Hipoteczny S.A.,
- Assessment whether the existing members of the Supervisory Board meet the requirements referred to in Article 22aa of the Banking Act (suitability assessment),
- Determination of the number of the Supervisory Board Members,
- Appointment of the Supervisory Board Members for the new term of office, together with an assessment of their suitability,
- Amendments to the ING Bank Hipoteczny S.A. Supervisory Board and Management Board Members Remuneration Policy,
- Amendments to the ING Bank Hipoteczny S.A. Supervisory Board Members Appointing, Onboarding and Recalling Policy,
- Acceptance of the information regarding the adopted amendment to the Bylaw of the Supervisory Board of ING Bank Hipoteczny S.A.
- Acceptance of the amendment of the Statement on the application of the "Principles of Corporate Governance for Supervised Institutions" at ING Bank Hipoteczny S.A.

6.5 Remuneration and human resources management policy

Headcount

As at 30 June 2024, ING Bank Hipoteczny S.A. had 35 employees (35 FTEs). This signifies headcount decrease by 1 person (0,875 FTEs) from 31 December 2023.

Remuneration policy

The ING Bank Hipoteczny S.A. Remuneration Policy takes into account the ING Bank Śląski S.A. Group Remuneration Policy and defines the key assumptions for the remuneration policy used to attract and retain employees by ensuring a market competitive remuneration and defines the component parts of the remuneration.
<u>The Policy includes stipulations concerning:</u>

- gender neutrality - which means that it does not create conditions for any gender to be favoured in an unjustified manner with regard to employment, career development, promotions, as well as awarding and paying remuneration.
- the relation of the remuneration of the members of the Management Board to the remuneration of the employees - the average annual gross total remuneration of individual Management Board Members shall not exceed 40 times the average annual gross total remuneration of other employees. The ratio shall be reviewed annually as part of the review of the remuneration policy,
- monitoring of the gender pay ratio - as part of its annual remuneration

review, the Bank monitors the gender pay ratio and takes appropriate action to address any gender imbalance in this respect.

The Bank identifies social and environmental risks diagnosed as part of its sustainability strategy. The remuneration policy at ING Bank Hipoteczny S.A. is consistent with the strategy adopted by the ING Bank Śląski S.A. Group for a given period and supports corporate social responsibility, which is reflected in the objectives set for the employees for a given year. At the same time, the Policy does not support the activities which are not compatible with the sustainable growth.

The remuneration policy is designed to ensure that remuneration-related conflicts of interest are identified and adequately limited. 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.

ING Bank Hipoteczny S.A. does not provide for any form of remuneration that might encourage employees to favour their own interests or those of the Bank while acting to the detriment of clients.

The principles of remunerating persons acting on behalf of the Bank do not constitute an incentive to take excessive risk of misselling.

The primary internal regulation governing the remuneration policy is the *Employee Remuneration Bylaw of ING Bank Hipoteczny S.A*. The Bylaw is revised on an ongoing basis, in response to the changing conditions and regulations of the ING Bank Śląski S.A. Group. Amendments to the Bylaw are introduced by a resolution of the Bank Management Board.

As per the bylaw, the total remuneration of Bank employees comprises of the fixed and variable remuneration.

Fixed remuneration covers:

a. base salary;
b. benefits awarded under the universally applicable laws and internal remunerations of the Bank, and in particular additional remuneration for overtime work, cash equivalent for holidays, reimbursement of the costs of the employee's private car use for business purposes;
c. additional benefits being an element of the overall Bank's policy like healthcare, employee pension scheme, company cars, benefits awarded to employees under the Cafeteria programme;
d. fixed severance payments, that is:
    - severance pay for the employees dismissed for other than employee-related reasons;
    - cash payment due to employee becoming a pensioner or retiree;
    - death gratuity.

Variable remuneration covers:

- annual bonus on the terms laid down in the *ING Bank Hipoteczny S.A. Employee Evaluation Bylaw*
- or the bonus set on the terms laid down in the *ING Bank Hipoteczny S.A. Identified Staff Evaluation Bylaw*.

The variable remuneration is in proper relation to fixed remuneration. The level of fixed remuneration in relation to variable remuneration should constitute a sufficiently large proportion to encourage the long-term and stable development of the Bank. The ratio of fixed to variable remuneration is set at 1 to a maximum of 1.

Base salary

The primary assumption of the base salary system is to ensure consistent and fair remuneration at ING. This can be done through a regular analysis of many aspects, financial and economic ones included. We ensure that the remuneration offered is in line with the market through its revaluation made using detailed market information. By ensuring fair and competitive remuneration, the remuneration policy seeks to win over and keep the employees contributing to the development of our company.

The Bank uses pay grades resulting from a job evaluation process carried out on the basis of an independent objective point-based job valuation method. Each position from the ING Group Global Tariff is assigned to: job family group, job family, job profile and global career path level. The Bank verifies the adequacy of base salaries through an annual comparison with regular benchmarks performed by an external entity.

Variable remuneration

The main element of variable remuneration is the bonus. It is an extra remuneration which an employee can obtain by performing his or her STEP UP tasks stemming from the business strategy and ING values.

Tasks are set and evaluated in line with:

- *the ING Bank Hipoteczny S.A. Employee Evaluation Bylaw*, and

- *the ING Bank Hipoteczny S.A. Identified Staff Evaluation Bylaw*.

The primary goal of the Step Up evaluation is to ensure that employees have adequate competences. This is achieved by providing employees with motivating feedback, setting adequate goals for them, checking their performance in a reliable manner and building their engagement to deliver business goals and keep the competitive position of ING Bank Hipoteczny S.A.

For persons having a material impact on risk profile of ING Bank Hipoteczny S.A., the Bank regulates the process of awarding variable remuneration in the *ING Bank Hipoteczny S.A. Identified Staff Evaluation Bylaw*. In case of Management Board Members the bonus rules are provided for in the *Remuneration Bylaw for Members of the ING Bank Hipoteczny S.A. Management Board*.

In accordance with the *ING Bank Hipoteczny S.A. Capital Management Policy*, the Bank tests capital to ensure that the total remuneration pool of all employees does not limit its capacity to maintain adequate capital base. Should a limitation occur, a decision can be taken to freeze the variable remuneration pool.

For the Management Board Members and the Chief Accountant, the variable remuneration rules for Identified Staff apply in full, namely:

- cash payment (not more than 50%),
- financial instruments (minimum 50%).

The above division applies to both the remuneration paid out directly after the end of the evaluation period and the deferred one.
The deferral period is five years from the variable remuneration determination by the Management Board or Supervisory Board.

For other Identified Staff, a limited variable remuneration policy applies, namely:

- the variable remuneration is payable entirely in cash.
- the deferral rule does not apply to variable remuneration.

Besides the bonus award system, the Bank has an employee rewarding system, formed of a reward fund. The fund is used to reward individual employees on a discretionary basis for their outstanding performance or accomplishments translating into important deliverables for the Bank.

Fringe benefits

Additional healthcare	Besides occupational health services (under the Labour Code) , the Bank ensures for its employees healthcare services grouped into different packages, dedicated to specific job groups. Moreover, the employees can benefit from free examinations under the Cancer Prevention Programme.
Employee Pension Scheme	is an organised form of saving additional funds for a future pension; it is created by the Employer who pays contributions for his Employees to a selected financial institution that manages the funds accumulated in the scheme.
Group insurance	Employees can access group life insurance via the bank and on preferential terms negotiated by the bank. Employees have the option of including their family members in the insurance.

	Employees can subscribe to insurance from two insurance companies or choose one of them.
Cafeteria system	Under the system, all Bank employee may – via an online benefit platform – use freely the funds received from the In-house Welfare Benefits Fund.

Principles of remuneration of Bank Management Board Members

On 8 December 2023, the Bank Supervisory Board – by way of Resolution No. 74/28/2023 – approved amendments to the *Remuneration Bylaw for Members of the ING Bank Hipoteczny S.A. Management Board*. The Bylaw contains the primary terms and conditions of remuneration for members of the ING Bank Hipoteczny S.A. Management Board. The Bylaw remains in concordance with the values and long-term interests of ING Bank Śląski S.A. Group, whereby it fosters effective risk management by the Group. It is also in line with the Bank's strategy, values and risk appetite and therefore also supports the Bank's short-, medium- and long-term interests, The By-law promotes and supports an effective risk management process to maintain and protect the Bank's secure capital base.

Its stipulations do not encourage taking excessive risk beyond the risk appetite accepted by the Bank Supervisory Board.

The By-law is based on performance management, which is a key business process that links individual objectives with long-term business strategy and ensures stable growth,

The principles of remuneration of Bank Management Board Members are set using the market data. They factor in the knowledge and skills as well as the accountability of and the risk taken by a given function.

The remuneration package of the Management Board Member covers:

a. fixed remuneration, composed of the base salary and the following additional benefits: Employee Pension Scheme, healthcare, company car, employment contract termination-related benefits, other benefits awarded by the Supervisory Board's decision.
b. variable remuneration which covers the annual bonus in line with the ING Bank Hipoteczny S.A. Variable Remuneration Policy for Identified Staff including Management Board Members.

The elements of remuneration and other benefits for Bank Management Board Members in the reporting period were described in the financial statements of ING Bank Hipoteczny S.A. for the period from 1 January 2024 to 30 June 2024.

Variable elements of remuneration of Management Board Members and Identified Staff

As required by:

a. The Banking Law Act of 29 August 1997 (Journal of Laws 2023 item 2488),

b. 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, hereinafter referred to as the Regulation of Finance, Funds and Regional Policy,
c. The guidelines of the European Banking Authority of 2 July 2021 on sound remuneration policies,
d. Commission Delegated Regulation (EU) 2021/923 of 25 March 2021 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards setting out the criteria to define managerial responsibility, control functions, material business units and a significant impact on a material business unit's risk profile, and setting out criteria for identifying staff members or categories of staff whose professional activities have an impact on the institution's risk profile that is comparably as material as that of staff members or categories of staff referred to in Article 92(3) of that Directive.

The Bank applies the following variable regulation determination-oriented regulations:

a. Variable Remuneration Policy for Identified Staff,
b. List of Identified Staff,
c. ING Bank Hipoteczny S.A. Identified Staff Evaluation Bylaw.

As at 30 June 2024, the Variable Remuneration Policy for Identified Staff applied to 6 Supervisory Board Members, 3 Management Board Members and 7 jobs from the List of Identified Staff.

The List of Identified Staff is the list of Bank employees identified as persons having a material impact on the risk profile of ING Bank Hipoteczny S.A. based on the quantitative and qualitative criteria listed in Enclosure No. 1 with the Variable Remuneration Policy for Identified Staff, as per the effective provisions of the Regulation of the Minister for Development and Finance and RTS Regulation.

The List of Identified Staff is updated on an ongoing basis by the President of the Management Board of ING Bank Hipoteczny S.A.

Based on the criteria, the following persons fall into the Identified Staff category:

- Supervisory Board and Management Board members,
- senior management staff,
- staff members accountable to the management body for the control function activities,
- employees who have managerial responsibilities with respect to:
  a. legal issues;
  b. security of accounting rules and procedures;
  c. finance, including taxation and budgeting; carrying out economic analysis;
  d. prevention of money laundering and terrorist financing;
  e. human resources;

    f. development or implementation of the remuneration policy;
    g. information technology;
    h. information security;
    i. the management of arrangements for the outsourcing of critical or important functions as referred to in Article 30(1) of Commission Delegated Regulation (EU) 2017/565.

- the staff members who have managerial responsibilities for any of the risk categories set out in Articles 79 to 87 of Directive 2013/36/EU or members with voting rights in the management committee of any of the risk categories set out in those Articles,
- the remuneration of the employee is at least EUR 500,000 and at least the average remuneration granted to members of the management body and senior management of the institution,
- the staff member who is within the 0.3 % of the number of staff, rounded up to the next integer, who have been awarded the highest total remuneration in the preceding financial year.

Moreover, the following criteria are taken into account to determine whether a given job/ person has a material impact on the Bank's risk profile and whether s/he should be included in the List of Identified Staff:

a. a person in a given job holds the powers, whereby s/he can take decisions or make binding opinions of material impact on the Bank's risk profile,
b. a person in a given job is responsible for control functions at the Bank, including the responsibility for or participation in development of risk management systems and creation or implementation of significant risk mitigation procedures at the Bank.

Another element of the analysis of impact on the Bank's risk profile is specification of key Bank committees whose decisions impact the Bank's risk profile and inclusion in the List of Identified Staff their members with voting rights holding the right of veto or the casting vote.

The Supervisory Board approve the *Variable Remuneration Policy* and oversee compliance therewith.

The variable remuneration is in proper relation to fixed remuneration. The ratio of fixed remuneration to variable remuneration is 1 to max. 1.

Variable remuneration is set based on the performance assessment. The variable remuneration consists of:

- cash payment (not more than 50%),
- financial instruments (minimum 50%).

The above division applies to both the remuneration paid out directly after the end of the evaluation period and the deferred one.

In 2023, the Bank applied the principle of deferral of variable remuneration, subject to the amount of variable remuneration that was not subject to deferral, i.e. up to PLN 40,000 or 10% of the annual total remuneration of an employee who is an Identified Staff.

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

The financial instruments awarded as variable remuneration are an instrument within the meaning of the Act on Trading in Financial Instruments. Their underlying instrument is the amount of net assets of ING Bank Hipoteczny S.A.

Deferred variable remuneration can be decreased or not paid out based on:

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

By verifying performance assessment, one may determine whether there occurred some conditions necessitating performance re- assessment, considering the results of given Identified Staff – and, accordingly, the conditions providing for variable remuneration decrease or freeze. This applies in particular to the situation where employee behaviour results in a considerable adjustment of annual financial statements of the Bank or reputation loss by the Bank.

Based on risk adjustment ex post, the Bank has the right to reduce or not pay out the 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. payout of variable remuneration on the basis of untrue data,
c. failure to satisfy by Identified Staff of applicable competition- and reputation-related standards,
d. occurrence of a conflict of interest due to payout of variable remuneration in financial instruments, because of non-compliance with the confidential data usage rules and other actions which may impact the amount of assets of ING Bank Hipoteczny S.A. in the short term.

An employee does not acquire the right to an annual bonus (including the unpaid deferred portion) in the event of employment contract termination:

a. under Article 52 of the Labour Code,
b. upon the employer's initiative due to the termination reasons attributable to an employee.

Identified Staff are required not to apply their own hedging strategies or insurance for remuneration or responsibility, save for the mandatory insurance as required under special regulations, which would neutralise the measures taken in respect of them as part of Policy implementation. Identified Staff are required to submit to the employer – by 31 January of each function holding year – their statement on non-application of any hedging strategies or insurance.

The Bank does not award individual pension benefits understood as a portion of the variable remuneration package.

The Bank does not apply any variable remuneration award or payout solutions which would entail non-compliance with the Policy.

Once a year, by 31 January, ING Bank Hipoteczny S.A submits to the Polish Financial Supervision Authority the data on the number of Bank employees wherefor the total remuneration of each of them individually in the previous year went over EUR 1 million (one million) at the average rate of the National Bank of Poland from the last business day of the year for which data are submitted, along with the information on the job of the employee and the amount of the main remuneration elements, awarded bonuses and long-term rewards plus withheld pension contributions. In the settlement period, no employee of ING Bank Hipoteczny S.A. earned the remuneration of at least EUR 1 million.

ING Bank Hipoteczny S.A renders into the public domain the information on the Policy as far as required by the Polish Financial Supervision Authority for the disclosure of qualitative and quantitative information about the capital adequacy and other information to be disclosed.

The primary condition of annual bonus payout to Management Board members is delivery by the Bank of at least 80% of the budget, incrementally during the year, in the year for which variable remuneration is computed.

In accordance with the ING Bank Hipoteczny S.A. Capital Management Policy, ING Bank Hipoteczny S.A tests capital to ensure that the total variable remuneration pool of all employees does not limit the Group's capacity to maintain adequate capital base. Should a limitation occur, a decision can be taken to freeze the variable remuneration pool.

The amount of variable remuneration elements can be decreased and their payout can be frozen when the Bank sustains a balance sheet loss.

In the event of employment contract termination by the Bank, the Management Board member is eligible for a severance pay in the amount of a three-month base salary for the last three months preceding employment relationship termination.

Management Board members and Identified Staff are covered with non-competition agreements which provide for damages payment for refraining from employment with a competitor after employment with the Bank.

Agreements between the Bank and managers

In accordance with Article 2.1.30a. of the Minister of Finance Regulation of 29 February 2018 on current and interim information published by issuers of securities and the conditions for recognizing as equivalent information required by the law of a non-member state, Management Board members are Bank managers.

Each Bank Management Board member made an employment contract with the Bank. The contract reads *inter alia* the terms and conditions of remuneration and the competition ban.

7. Corporate governance and information for investors

7.1 Corporate governance principles and applicability

The Bank implemented the Principles of corporate governance for supervised institutions ("Principles")

https://www.knf.gov.pl/knf/en/komponenty/img/principles_of_corporate_governance_39736.pdf

with the following decisions of Bank bodies:

- Management Board Resolution No. 29/10/19 of 11 March 2019 – regarding the content of the report on observance by ING Bank Hipoteczny S.A. of the Principles of corporate governance for supervised institutions, adopted by the Polish Financial Supervision Authority, including the principles concerning the competence and responsibilities of the Management Board, i.e. managing the Bank affairs and representing the Bank, in accordance with the universally effective laws and the Bank Charter,
- Supervisory Board Resolution No. 20/3/2019 of 22 March 2019 – regarding the content of the report on observance by ING Bank Hipoteczny S.A. of the Principles of corporate governance for supervised institutions, adopted by the Polish Financial Supervision Authority, including the principles concerning the competence and responsibilities of the Supervisory Board, i.e. supervising management of the Bank affairs in accordance with the universally effective laws and the Bank Charter,
- General Meeting Resolution No. 18 of 3 April 2019 – regarding adoption of the report on observance by ING Bank Hipoteczny S.A. of the Principles of corporate governance for supervised institutions, adopted by the Polish Financial Supervision Authority, including the principles concerning the competence of the General Meeting,
- Management Board Resolution No. 34/15/19 of 15 April 2019 – regarding implementation of the Principles of corporate governance for supervised institutions, adopted by the Polish Financial Supervision Authority.

ING Bank Hipoteczny S.A. resolved not to apply the following Principles:

- The Principles introduced under Article 8.4 and Article 9.6 do not apply since 100% of ING Bank Hipoteczny S.A.'s shares were taken up by one Shareholder – ING Bank Śląski S.A. The number of shareholders does not justify the application of the said principles.
- The Principles introduced under Article 28.3 and Article 28.4 are not applied by ING Bank Hipoteczny S.A. due to the proportionality principle. The Bank has only one shareholder who is represented in the supervisory body of the Bank. Further, the principles of the management information system used by the Bank duly secure the interests of the shareholder.
- The principles introduced under Article 32.1 through Article 34 and Articles 36.1 and 36.2 do not apply since the business model adopted by ING Bank Hipoteczny S.A. does not provide for client acquisition (including via advertising), but only for the purchase of existing mortgage-backed debt from ING Bank Śląski S.A.
- The principles introduced under Article 49.4 and Article 52.2 do not apply since ING Bank Hipoteczny S.A. has an internal audit and compliance cells.
- The principles listed in Chapter 9 of the "Principles" – *Execution of Rights Resulting from Assets Acquired at Client's Risk* – the principles are not applied by ING Bank Hipoteczny S.A., because the Bank cannot pursue the business discussed in that Chapter.

The exclusion of application of the above mentioned Principles results mainly from the fact that the sole shareholder holding 100% shares of ING Bank Hipoteczny S.A. is ING Bank Śląski S.A and ING Bank Hipoteczny S.A. does not sell new products.

ING Bank Hipoteczny S.A. limited application of the following Principles:

- The principles introduced under Article 9.1 – the principles are used to a limited degree only, because the Bank has one shareholder whose representatives are members of the supervisory body of the Bank.
- The principles introduced under Article 29.1 through 29.2 – the principles are used to a limited degree only, as they apply to independent members of the supervision body only.
- The principles introduced under Articles 35, 37 and 38.1 through 38.2 – the principles are used to a limited degree only, in respect of post-sale service of mortgage-backed debt, due to the business model adopted by ING Bank Hipoteczny S.A.

As in the case of the exclusion of the application of the Principles, their limitation results from the fact that the sole shareholder holding 100% shares of ING Bank Hipoteczny S.A. is ING Bank Śląski S.A. and ING Bank Hipoteczny S.A. does not sell new products.

In April 2024, the Supervisory Board assessed the application of the Principles by the Bank – as required under Article 27 of the Principles.

The assessment result is available on the Bank's website.

Upon the implementation of the Principles of 15 April 2019 by the Bank, a gap analysis was performed to identify any areas requiring adaptive measures. Furthermore, the application of the Principles by the Bank is independently reviewed by the Compliance function. The review conducted in March 2024 (for 2023) found out that the actions identified in the 2023 review had been implemented. In 2023, no cases of non-compliance with the Principles were identified. The corporate governance assessment for 2023 was conducted in March 2024. It did not identify any gaps or irregularities. As a result of the assessment of the application of the individual Principles, the qualification of the application of the Principles was changed:

- *§ 28.3. The supervisory authority prepares and presents to the governing body once a year an evaluation report on the functioning of the remuneration policy at the regulated institution.*
- *§ 28.4. The governing body shall assess whether the established remuneration policy is conducive to the development and safe operation of the regulated institution.*
- *§ 36.1. A regulated institution should endeavour to ensure that the financial products or services offered are appropriate to the needs of the customers to whom they are directed.*
- *§ 36.2. At the stage of presenting the nature and design of a recommended financial product or service, regulated institutions and entities cooperating with them should take into account the needs referred to in paragraph 1, in particular as regards the individual situation of the customer, including knowledge and experience in the financial market, and where justified, the desired duration of the investment and the level of risk acceptance.*

The assessment concluded that, according to the current interpretation, they are applicable to the Bank's activities. For all principles indicated, the Bank fulfils the requirements indicated in the description and there are no gaps. The completed assessment was presented to the Management Board and Supervisory Board for approval.

ING Bank Hipoteczny S.A. Employee Business Ethics Standards

The Bank implemented the ING Bank Hipoteczny S.A. Employee Business Ethics Standards that provide an overview of key principles of conduct for Bank employees. They promote corporate culture which is based on knowledge and observance of the law, internal regulations and market standards. The rules stipulated therein apply to any and all employee activities related to performance of their professional duties. Some of the said rules may apply to the private activities of employees which may negatively affect Bank's reputation or give rise to a conflict of interest. In connection with the implementation of Recommendation Z of the Polish Financial Supervision Authority in the Bank, the Regulations were updated by including the principles of risk culture, as well as the annual assessment of employees' compliance with the business ethics standards (the last assessment of the Employee Business Ethics Standards was carried out in April 2024 and was scored highly). The Regulations were subject to review and update in April 2023. The Professional Ethics Compliance Assessment Manual was also updated (April 2024).

Orange Code

The principles defined in the so-called Orange Code are the key element shaping the corporate culture of the Bank which is based on the values promoted by the ING Group. Orange Code is a set of norms applicable to all Bank employees. Their observance is factored in during the annual employee appraisal process. The Orange Code is composed of two parts:

ING Values being the promise made to our external stakeholders:

- We are honest,
- We are prudent,
- We are responsible.

ING Behaviours which define employees' conduct. These are the commitments the employees make towards one another and standards enabling assessment of their actions:

- You take it on and make it happen,
- You help others to be successful,
- You are always a step ahead.

ING Bank Hipoteczny S.A. Disclosure Policy

Being a public trust organisation, the Bank pursues disclosure policy which consists in keeping an open and transparent line of communication with its shareholders, investors, clients, the media and all stakeholders. In implementing its disclosure policy, the Bank is guided by the principles of corporate governance, in compliance with applicable laws, including the requirements of the Banking Law, the Commercial Companies and Partnerships Code, the Act on Public Offering and the Act on Trading in Financial Instruments as well as their implementing acts, the MAR Regulation, and the Act on the National Cybersecurity System. Most notably, the Bank adheres to the principles of bank secrecy and the principles of preventing the use and disclosure of confidential information, as well as complying with legal requirements concerning the confidentiality and security of information, the issuer's disclosure obligations, in particular:

- the relevant Luxembourg law applicable to the issuer,
- the regulations of the companies operating the regulated market applicable to the Bank.

In implementing its disclosure policy, ING Bank Hipoteczny ensures that shareholders, investors, rating agencies, the media and all stakeholders have adequate access to the Bank's information. The full text of the Disclosure Policy is available on the Bank website.

Risk control and management system in the financial reporting process

The process of preparing financial statements is among the key elements ensuring compliance with the norms and standards. The primary element enabling process performance is the Accounting Policy adopted by the Bank Management Board. The Policy provides for the main principles of recording business events at the Bank. Events recorded are reflected in the Bank ledgers which are later used to draw up the financial statements.

The Bank identified the following key risks in the financial statements development process:

- risk of regulatory fines, litigation losses, reputational damage due to incomplete, inaccurate and/or delayed reporting caused by *non-compliance with regulatory reporting requirements and IFRS accounting principles to present a fair picture, including appropriate disclosure;*
- Risk of financial loss, regulatory fines, reputational damage as a result of false reporting due to *failure to implement controls to prevent deliberate misstatement in regulatory and financial reporting;*
- the risk of financial loss, regulatory sanctions and/or reputation loss due to: *(1) non-compliance of internal fiscal laws and regulations, including the regulations on transfer prices, with the universally effective law; (2) non-observance of principles of the ING Group guidelines on tax issues and (3) material errors in the financial statements and/or tax returns, caused by: being unaware of changes to fiscal laws and regulations or incorrect interpretation of fiscal laws and regulations or failure to report transactions in dedicated financial systems of ING BH S.A. (incorrect application of transfer pricing regulations, for example).*

Risk mitigating controls were set for all the risks identified.

The controls mitigating the processing risk include but are not limited to verification that the data generated by applications are correct and four-eye control of tax reports/returns sent by the Bank. Financial statements are accepted by the Bank Management Board, endorsed by the Audit and Risk Committee and assessed by the Bank Supervisory Board.

To limit the IT risk, the Bank implemented data access management controls. They are the mechanisms limiting unauthorised access or application role matrixes which are based on the principle of least privilege and absence of toxic combinations, and the tool to grant access and role in which the requirement of request acceptance by the superior was embedded, for example.

The compliance risk mitigating controls encompass *inter alia*: annual participation of the Accounting and Tax Team employees in training and external meetings concerning fiscal, accounting and reporting regulations as well as verification of the annual and semi-annual financial statements by an independent external auditor.

Manager of the Accounting and Tax Team – the Chief Accountant of the Bank – is responsible for ensuring application of controls. The Internal Auditor verifies from time to time and independently assesses inter alia the adequacy and effectiveness of controls in the process of financial statements development as well as assesses risk management in that process (as part of the approved audit plans).

Shareholders directly or indirectly holding substantial stakes and the number of resultant shares and votes.

The share capital of ING Bank Hipoteczny S.A. amounts to PLN 380,000,000 and is divided into 380,000 ordinary registered shares of nominal value of PLN 1,000.00 each. The share capital has been fully covered with pecuniary contributions. Each ordinary share entitles its holder to dividend and one vote during the general meeting.

Structure of the share capital

Series	Type of share	Number of shares	Nominal value of one share (in PLN)	Series nominal value (in PLN)	Date on which a resolution was passed by AGM	Issue date	Date of registration in the National Court Register (KRS)
A	ordinary	120,000	1,000.00	120,000,000	not applicable*	26.02.2018	20.03.2018
B	ordinary	90,000	1,000.00	90,000,000	03.01.2019	03.01.2019	06.02.2019
C	ordinary	170,000	1,000.00	170,000,000	11.12.2019	11.12.2019	09.01.2020

* Issue of shares of series A stems from the Deed of Incorporation of 26 February 2018.

7.2 Auditing firm – audit of the financial statements

On 11 January 2024, the Bank Supervisory Board selected Mazars Audyt Spółka z ograniczoną odpowiedzialnością, based in Warsaw, as the entity authorised to audit the Bank's financial statements for the years 2023-2025 and to review the Bank's financial statements for the years 2024-2025.

Mazars Audyt Spółka z ograniczoną odpowiedzialnością, with its registered office in Warsaw at ul. Piękna 18, 00-549 Warszawa [Warsaw], is entered on the list of audit firms maintained by the Polish Audit Supervision Agency under number 186. In keeping with Article 26.1.8 of the Bank Charter, the Bank Supervisory Board selected the entity authorised to audit and review the financial statements in accordance with the effective laws and professional standards.

On 15 January 2024, a contract was concluded between ING Bank Hipoteczny S.A. and Mazars Audyt sp. z o.o. for the audit of the 2023-2025 financial statements and the reviews of the 2024-2025 financial statements.

Selection of the auditing firm

The auditing firm to audit the financial statements for 2024 was selected in accordance with the applicable regulations, inclusive of the regulations on selection of the auditing firm and auditing firm selection procedure.

According to the statement provided, the auditing firm Mazars Audyt spółka z ograniczoną odpowiedzialnością and members of the auditing team met the prerequisites to issue an impartial and independent audit report from the audit of the annual financial statements in line with the applicable regulations as well as professional and business ethics standards.

The auditor of the consolidated financial statements for the years 2023-2025 of the parent company ING Bank Śląski S.A. is Mazars Audyt spółka z o.o., while that of the ultimate parent company (ING Groep N.V.) is KPMG Accountants N.V.

The bank complies with the laws on the rotation of the auditing firm and the lead statutory auditor as well as the mandatory grace periods. Under current law, the maximum continuous period of employment of the same auditing firm may not exceed 10 years.

The Bank has the Policy for selection of the auditing firm, assessment of its independence and provision of other permitted services to ING Bank Hipoteczny S.A. The Policy covers the policy for the selection of the auditing firm and the policy for provision of additional non-audit services, including the services provisionally exempted from the ban on their provision by the auditing firm, to the Bank by the auditing firm or its related entity, or a member of its network.

7.3 Other information

Bank Charter Amendment Procedure

The current Charter of ING Bank Hipoteczny S.A. can be found on the Bank's website.

An amendment to the Bank Charter requires resolution of the General Meeting as well as registration in the entrepreneurs register of the National Court Register (KRS). Further, an amendment to the Charter has to be always approved by the Polish Financial Supervision Authority.

Factors to impact the financial statements in the period of at least one quarter

The following factors will affect the financial statements within at least one quarter:

- Transfers of credit debt from the strategic partner – ING Bank Śląski S.A.,
- Development of the local and foreign markets of covered bonds in terms of demand and returns expected by investors,
- Development of the residential market in Poland,

- Development of the mortgage lending market in Poland,
- Regulatory landscape development,
- Development of the macroeconomic environment.

Changes to ING Bank Hipoteczny S.A. shareholding and shareholding rights on the part of managing and supervising persons

In the period between 1 January 2024 and 30 June 2024, there occurred no changes to ING Bank Hipoteczny S.A. shareholding and shareholding rights on the part of managing and supervising persons.

Significant agreements with the Central Bank or regulators

In the reporting period, the Bank did not enter into agreements with the Central Bank or regulators.

Granted financial commitments and guarantees

In the reporting period, the Bank did not grant any guarantees and had no financial liabilities under the loans awarded but not disbursed.

Financial liabilities granted to related entities

In the reporting period, the Bank did not grant any off-balance sheet liabilities to related entities.

Loans, credit facilities, guarantees or sureties not related to the Bank's business.

In the reporting period, the Bank did not make use of any loans, credit facilities, guarantees or sureties not related to the Bank's business.

Underwriting agreements and guarantees granted to subsidiaries

The Bank neither entered into underwriting agreements nor granted guarantees to its subsidiary.

Proceedings pending in court, before arbitration bodies or public administration bodies

As at 30 June 2024, there were no material proceedings pending in court, before arbitration bodies or public administration bodies concerning liabilities or debt claims of ING Bank Hipoteczny S.A.

Loan and credit facility agreements made and terminated in the financial year

On 12 February 2024, the Bank signed a new Loan Agreement with ING Bank Śląski S.A. valid until 14 December 2026.

The Bank used the amount of PLN 2.818 billion under the limits awarded.

Conclusion by the issuer or its subsidiary of one or more transactions with related entities, if they are material and were concluded otherwise than on an arm's length basis

ING Bank Hipoteczny S.A did not enter into any material transactions with related entities other than on an arm's length basis.

Changes to the fundamental principles of Bank enterprise management

In the reporting period, there were not changes to the fundamental principles of Bank enterprise management.

Financial support agreements

ING Bank Hipoteczny S.A did not enter into any financial support agreements with other consolidated entities operating within the same holding or closely related entities.

Deposits and guarantees and sureties extended

ING Bank Hipoteczny S.A neither accepts deposits nor extends guarantees or sureties.

Significant events after the reporting period

On 15 July 2024, the Polish Financial Supervision Commission adopted a resolution to issue a recommendation on the Long-Term Funding Ratio ("LTF Recommendation"). The aim of the introduction of the LTF Recommendation is to reduce the risks associated with the current structure of mortgage finance and to change this structure by increasing the share of long-term debt instruments in banks' liabilities, including covered bonds, in relation to the value of mortgage loans granted. The LTF Recommendation is part of the PFSA's broader efforts to reduce the liquidity and interest rate risks borne by banks, as well as to make banks' fixed-rate mortgage offer more attractive, by relieving borrowers from bearing the interest rate risk of their loan obligations.

8. ING Bank Hipoteczny S.A. Management Board statement

The Management Board of ING Bank Hipoteczny S.A. represent that to their best knowledge:

- the financial statements of ING Bank Hipoteczny S.A. for the period from 1 January 2024 to 30 June 2024 and comparative data have been prepared in accordance with the applicable accounting principles, meet the requirements of the Accounting Act and reflect in a true, fair and clear manner the financial position of ING Bank Hipoteczny S.A. and its financial result,
- the Management Board Report on Operations of ING Bank Hipoteczny S.A. for the period from 1 January 2024 to 30 June 2024 included herein is the true presentation of the development, achievements and situation of ING Bank Hipoteczny S.A. (including the description of the key risks and threats). In addition, it meets the requirements provided for in the Accounting Act.

The Management Board of ING Bank Hipoteczny S.A. represent that the auditing firm reviewing the financial statements of ING Bank Hipoteczny S.A. for the period from 1

January 2024 to 30 June 2024 was selected in compliance with the law and that the entity and the statutory auditor performing the review satisfied the terms and conditions to issue an unbiased and independent report from the audit of the financial statements, in adherence to the applicable laws and professional standards.

Signatures of all Management Board members

13.08.2024	Jacek Frejlich	President of the Management Board	signed with qualified electronic signature
13.08.2024	Marek Byczek	Vice-President of the Management Board	signed with qualified electronic signature
13.08.2024	Katarzyna Majchrzak	Vice-President of the Management Board	signed with qualified electronic signature