

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning approval of the Management Board Report on the Business of mBank
Group, including the Management Board Report on the Business of mBank S.A., for 2017
(Resolution No. 1)**

The General Meeting of Shareholders is required to pass Resolution No. 1 as the Bank has to comply with the mandatory regulations of Article 395.2.1 in connection with Article 393.1. of the Code of Commercial Partnerships and Companies. Article 395.2 provides as follows: "The following matters shall be presented to the ordinary general meeting of shareholders:

1. examination and approval of the management board's report of company activities and the financial statements for the preceding financial year;
2. adoption of a resolution on the distribution of profit or on covering losses;
3. granting a vote of acceptance to members of a company bodies to confirm the discharge of their duties."

Furthermore, passing the Resolution No. 1 by the General Meeting of Shareholders satisfies the requirements of § 11 letter a) of the By-laws of the Bank.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 1 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning approval of the Financial Statements of mBank S.A. for 2017
(Resolution No. 2)**

The General Meeting is required to pass Resolution No. 2 because the Bank has to comply with the mandatory regulations of Article 395.2.2. of the Code of Commercial Partnerships and Companies. Article 395.2 provides as follows: "The following matters shall be presented to the ordinary general meeting of shareholders:

1. examination and approval of the management board's report of company activities and the financial statements for the preceding financial year;
2. adoption of a resolution on the distribution of profit or on covering losses;
3. granting a vote of acceptance to members of a company bodies to confirm the discharge of their duties."

Furthermore, passing the Resolution No. 2 by the General Meeting of Shareholders satisfies the requirements of § 11 letter b) of the By-laws of the Bank.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 2 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning division of the 2017 net profit
(Resolution No. 3)**

The General Meeting is required to pass Resolution No. 3 because the Bank has to comply with the mandatory regulations of Article 395.2.2. of the Code of Commercial Partnerships and Companies. Article 395.2 provides as follows: "The following matters shall be presented to the ordinary general meeting of shareholders:

1. examination and approval of the management board's report of company activities and the financial statements for the preceding financial year;
2. adoption of a resolution on the distribution of profit or on covering losses;
3. granting a vote of acceptance to members of a company bodies to confirm the discharge of their duties."

Furthermore, passing the Resolution No. 3 by the General Meeting of Shareholders satisfies the requirements of § 11 letter b) of the By-laws of the Bank.

The Management Board of mBank S.A. recommends that the amount of PLN 217 907 428,30 of the net profit earned by mBank S.A. in 2017 shall be allocated to dividend for shareholders. The proposed amount of dividend per one share amounting to PLN 5.15 shall enable to maintain the capital adequacy ratio of the Bank and mBank Group at a safe level while enabling further growth of credit activity.

In determining the proposed amount of the dividend the Management Board took into consideration the following:

1. A strong capital base of mBank S.A. and mBank Group reflected in the total capital adequacy ratio (TCR) and Tier 1 ratio, which as of 31 December 2017 amounted to
 - for mBank S.A. – TCR: 24.62%, Tier 1 ratio: 21.51%
 - form mBank Group – TCR: 20.99%, Tier 1 ratio: 18.31%;
2. Level of the net profit earned by mBank S.A. in 2017 amounting to PLN 1,089,704 thousand;
3. The position of Polish Financial Supervision Authority (KNF) regarding dividend policy of commercial banks expressed in a letter dated 24 November 2017, including requirements regarding: Supervisory Review and Evaluation Process (BION) assessment, level of financial leverage, Tier 1 ratio, total capital adequacy ratio and adjustment of dividend rate for banks with FX loan portfolios;
4. The intention to manage capital efficiently and maximize returns for shareholders of mBank S.A. while assuring a proper level of safety and maintaining sufficient capital resources for further growth;
5. The current economic and financial standing of mBank S.A. and mBank Group and assessments of particular types of risks.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 3 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning division of the undivided profits from previous years
(Resolution No. 4)**

The General Meeting is required to pass Resolution No. 4 because the Bank has to comply with the mandatory regulations of Article 395.2.2. of the Code of Commercial Partnerships and Companies. Article 395.2 provides as follows: "The following matters shall be presented to the ordinary general meeting of shareholders:

1. examination and approval of the management board's report of company activities and the financial statements for the preceding financial year;
2. adoption of a resolution on the distribution of profit or on covering losses;
3. granting a vote of acceptance to members of a company bodies to confirm the discharge of their duties."

Furthermore, passing the Resolution No. 4 by the General Meeting of Shareholders satisfies the requirements of § 11 letter b) of the By-laws of the Bank.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 4 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning vote of discharge of duties for Members of the Management Board of
mBank S.A.
(Resolutions No. 5-15)**

The General Meeting of Shareholders is required to pass Resolutions 5-15 as the Bank has to comply with the mandatory regulations of Article 395.2 3) in connection with Article 393 1) of the Code of Commercial Partnerships and Companies. Article 395.2 provides as follows: "The following matters shall be presented to the ordinary general meeting of shareholders:

- 1) examination and approval of the management board's report of company activities and the financial statements for the preceding financial year;
- 2) adoption of a resolution on the distribution of profit or on covering losses;
- 3) granting a vote of acceptance to members of company bodies to confirm the discharge of their duties."

Furthermore, passing the Resolutions 5-15 by the General Meeting of Shareholders satisfies the requirements of § 11 letter c) of the By-laws of the Bank.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the drafts of resolution No. 5-15 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts their content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolutions.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning vote of discharge of duties for Members of the Supervisory Board of
mBank S.A.
(Resolutions No. 16-30)**

The General Meeting of Shareholders is required to pass Resolutions 16-30 as the Bank has to comply with the mandatory regulations of Article 395.2 3) in connection with Article 393 1) of the Code of Commercial Partnerships and Companies. Article 395.2 provides as follows: "The following matters shall be presented to the ordinary general meeting of shareholders:

- 1) examination and approval of the management board's report of company activities and the financial statements for the preceding financial year;
- 2) adoption of a resolution on the distribution of profit or on covering losses;
- 3) granting a vote of acceptance to members of company bodies to confirm the discharge of their duties."

Furthermore, passing the Resolutions 16-30 by the General Meeting of Shareholders satisfies the requirements of § 11 letter c) of the By-laws of the Bank.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the drafts of resolution No. 16-30 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts their content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolutions.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning approval of the Consolidated Financial Statements of mBank Group
for 2017
(Resolution No. 31)**

Passing the Resolution No. 31 by the General Meeting of Shareholders is required by Article 395.5 of the Code of Commercial Partnerships and Companies.

According to Article 395.5, "The ordinary general meeting of shareholders may also examine and approve financial statements of the capital group within the meaning of the accounting provisions and address matters other than those listed in paragraph 2."

Given the fact that mBank S.A., as the parent company, and its subsidiaries constitute a capital group, passing Resolution No. 31 by the General Meeting of Shareholders is required.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 31 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning amendments to the By-laws of mBank S.A.
(Resolution No. 32)**

Passing Resolution No. 32 by the General Meeting of Shareholders is related to: **1)** supplement of the scope of operations in order to enable the Bank to provide services indicated in the Directive of the European Parliament and of the Council (UE) 2015/2366 dated 25 November 2015 r. on payment services in the internal market (PSD II); **2), 3), 4), 5), 6), 7), 9)** and **13)** a necessity of adjusting provisions of the By-laws to the regulations of the Act on expert auditors, audit firms and public supervision; **7)** clarification of main tasks of the Risk Committee of the Supervisory Board; **10)** adjusting provisions of the By-laws regarding internal control system to the regulations of the Ordinance of the Minister of Development and Finance dated 6 March 2017 regarding risk management system and internal control system, remuneration policy and detailed manner of evaluating internal capital in banks, as well as Recommendation H issued by the Financial Supervision Commission; **11)** compliance with a suggestion of the Financial Supervision Commission, indicating that the catalogue of the Bank's own funds mentioned in the By-laws should be exhaustive and closed, that is it should include all kinds of own funds of the Bank, in compliance with the internal accountancy policy; **12)** increase of the share capital of the Bank in the result of realisation of incentive programmes for the Management Board Members and Employees of the Bank;

Proposed changes to the By-Laws are as follows:

1. adding in § 6 section 1 points 17 and 18 in a new wording;
2. change of letter n) in § 11;
3. change of sections 4 in § 17;
4. change of sections 5 in § 17
5. deletion of section 6 in § 17;
6. change of section 6 in § 20;
7. change of point 2 in section 3 in § 22;
8. change of letter a) in point 3 section 3 in § 22;
9. change of section 4 in § 22;
10. change of § 31a;
11. change of section 1 in § 33;
12. change of § 34; and
13. change of § 47.

Furthermore, passing Resolution No. 32 by the General Meeting of Shareholders satisfies the requirements of § 11 e) of the By-laws of the Bank.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 32 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning amendments to the Standing Rules of the General Meeting of mBank S.A.
(Resolution No. 33)**

Passing Resolution No. 33 by the General Meeting of Shareholders is related to a necessity of adjusting provisions of the Standing Rules of the General Meeting of mBank S.A. to the regulations of the Act on expert auditors, audit firms and public supervision.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 33 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning the Implementation of the Incentive Programme and Determination of
the Rules for Conducting It
(Resolution No. 34)**

Passing Resolution No. 34 by the General Meeting of Shareholders is related to the implementation of a Remuneration Policy that complies with: (i) the European Banking Authority's guidelines on sound remuneration policies under Article 74 (3) and Article 75 (2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013 – EBA/GL/2015/22 of 27 June 2016, (ii) the Banking Law Act of 29 August 1997 (Journal of Laws of 2017, item 1876, consolidated text) implementing Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC; (iii) Regulation of the Minister of Development and Finance of 6 March 2017 on the Risk Management System, Internal Control System, Remuneration Policy as well as Detailed Method for Banks' Internal Capital Assessment (Journal of Laws of 2017, item 637).

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 34 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning the Issue of Subscription Warrants, Conditional Share Capital Increase
with Divestment of the Existing Shareholders' Pre-emptive Right to Subscription Warrants and
Shares, Change of the Company's By-Laws and on Applying for Admission of Shares to Trading
on the Regulated Market, and Dematerialisation of Shares
(Resolution No. 35)**

Passing Resolution No. 35 by the General Meeting of Shareholders is related to the implementation of a Remuneration Policy that complies with: (i) the European Banking Authority's guidelines on sound remuneration policies under Article 74 (3) and Article 75 (2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013 – EBA/GL/2015/22 of 27 June 2016, (ii) the Banking Law Act of 29 August 1997 (Journal of Laws of 2017, item 1876, consolidated text) implementing Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC; (iii) Regulation of the Minister of Development and Finance of 6 March 2017 on the Risk Management System, Internal Control System, Remuneration Policy as well as Detailed Method for Banks' Internal Capital Assessment (Journal of Laws of 2017, item 637).

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 35 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning stance of shareholders of mBank S.A. concerning appraisal of functioning
of remuneration policy regarding members of the Management Board and persons holding key
positions at mBank S.A.
(Resolution No. 36)**

Passing Resolution No. 36 by the General Meeting of Shareholders is related to the wording of § 28 section 4 of the Corporate Governance Principles for Supervised Institutions adopted by the Polish Financial Supervision Authority by Resolution no. 218/2014 of 22 July 2014.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 36 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS
OF THE XXXI ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED
12.04.2018 concerning appointment of the Statutory Auditor to audit the Financial Statements of
mBank S.A. and Consolidated Financial Statements of mBank Group for years 2018-2019
(Resolution No. 37)**

Article 66.4 of the Accounting Act and § 11 letter n) of the By-laws of the Bank require passing the Resolution No. 37.

Pursuant to Article 66.4 of the Accounting Act, the authority that approves financial statements of a company appoints the Statutory Auditor to audit the financial statements, unless the By-laws, agreements or other legal regulations binding for the company provide otherwise.

Passing the Resolution No. 37 by the General Meeting of Shareholders satisfies the requirements of § 11 letter n) of the By-laws of the Bank.

OPINION OF THE SUPERVISORY BOARD

In accordance with the wording of § 2 item 9 of the Rules of the Supervisory Board and having revised the draft of the resolution No. 37 of the XXXI Ordinary General Meeting of Shareholders, the Supervisory Board accepts its content and recommends to the XXXI Ordinary General Meeting of Shareholders adoption of this resolution.