

ANNOUNCEMENT OF THE MANAGEMENT BOARD
OF mBank S.A. WITH ITS REGISTERED SEAT IN WARSAW
ON CONVENING THE ORDINARY GENERAL MEETING

The Management Board of mBank S.A. with its registered seat in Warsaw (the “**Bank**”), acting on the basis of Art. 399 § 1 of the Commercial Companies Code (“**CCC**”) and § 10 of the By-laws of the Bank, hereby convenes an Ordinary General Meeting and in accordance with the wording of Art. 402² of the CCC presents the following information:

1. DATE, TIME AND PLACE OF THE GENERAL MEETING AND AN AGENDA

Ordinary General Meeting is to be held at 2:00 p.m., 27 March 2024 at the Bank’s registered seat in Warsaw, 18 Prosta Street. The following items will be considered at the meeting:

1. Opening of the Meeting.
2. Election of the Chairperson of the Meeting.
3. Election of the Vote Counting Committee.
4. Statement by the President of the Management Board of mBank S.A.; presentation of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A. for 2023, the financial statements of mBank S.A. for the financial year 2023 and the consolidated financial statements of mBank Group for 2023.
5. Statement by the Chairwoman of the Supervisory Board of mBank S.A. and presentation of the Report on activities of the Supervisory Board and the present position of mBank SA.
6. Review of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A. for 2023, Report of the Supervisory Board of mBank S.A., and the financial statements of mBank S.A. for 2023.
7. Review of the consolidated financial statements of mBank Group for 2023.
8. Adoption of resolutions concerning:
 - 1) approval of the Management Board Report on Performance of mBank S.A. Group in 2023 (including Management Board Report on Performance of mBank S.A.);
 - 2) approval of the Financial Statements of mBank S.A. for 2023;
 - 3) division of the 2023 net profit;
 - 4) division of the undivided profits from previous years;
 - 5)-12) vote of discharge of duties for Members of the Management Board of mBank S.A.;
 - 13) approval of election to the Supervisory Board, on the basis of § 19 section 3 of the By-laws of mBank S.A.
 - 14)-22) vote of discharge of duties for Members of the Supervisory Board of mBank S.A.;
 - 23) approval of the Consolidated Financial Statements of mBank Group for 2023;
 - 24) amendments to the By-laws of mBank S.A.;
 - 25) 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.;
 - 26) approval of the “Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the bank’s body at mBank S.A.”;
 - 27) assessment of suitability of members of the Supervisory Board and assessment of adequacy of internal regulations of mBank S.A. regarding functioning of the Supervisory Board and its effectiveness;
 - 28) opinion of the General Meeting of mBank S.A. on Report on remuneration of Members of Management Board and Supervisory Board of mBank S.A.;
 - 29) approval of the Remunerations Policy for Members of the Management Board and Supervisory Board of mBank S.A.;
 - 30) specifying a number of members of the Supervisory Board of mBank S.A.;
 - 31) election of Members of the Supervisory Board of mBank S.A.;

- 32)** principles of remuneration of the Members of the Supervisory Board of mBank S.A.;
 - 33)** appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and Consolidated Financial Statements of mBank Group for years 2024-2025;
 - 34)** amendments to the By-laws of mBank S.A. and authorization of the Management Board of mBank S.A. to increase the share capital of mBank S.A. within the limits of the authorized capital without the possibility to divest current shareholders of the pre-emptive right in whole or in part;
 - 35)** amendments to the Standing Rules of the General Meeting of mBank S.A.
- 9.** Closing of the Meeting.

2. SHAREHOLDER’S RIGHT TO DEMAND PLACING SPECIFIC MATTERS IN THE AGENDA OF THE GENERAL MEETING

Shareholder(s) of the Bank representing at least 1/20 of the share capital may demand that the specific items be placed in the agenda of the Ordinary General Meeting (the “**OGM**”). Such demand should be submitted to the Management Board not later than 21 days before the day of the OGM, that is on 6 March 2024 at the latest. The demand should include a justification and/or a draft resolution regarding the proposed item in the agenda. The demand may be submitted in electronic form, in accordance with the rules specified in point 13 hereof.

3. RIGHT OF A SHAREHOLDER TO SUBMIT DRAFT RESOLUTIONS REGARDING ITEMS INTRODUCED TO THE AGENDA OF THE GENERAL MEETING AND/OR MATTERS WHICH ARE TO BE INTRODUCED TO THE AGENDA BEFORE THE DAY OF THE GENERAL MEETING

Shareholder(s) of the Bank representing at least 1/20 of the share capital may submit to the Bank draft resolutions regarding matters introduced to the agenda of the OGM and/or matters which are to be introduced to the agenda before the date of the OGM. The draft resolutions should be submitted in writing and/or by using electronic means, in accordance with the rules specified in point 13 hereof.

4. RIGHT OF A SHAREHOLDER TO SUBMIT DRAFT RESOLUTIONS REGARDING MATTERS INTRODUCED TO THE AGENDA DURING THE GENERAL MEETING

Each shareholder may submit draft resolutions regarding matters introduced to the agenda during the OGM.

5. THE MANNER OF EXERCISING THE RIGHT TO VOTE BY THE PROXY, INCLUDING IN PARTICULAR THE FORMS USED DURING VOTING BY THE PROXY, AND THE MANNER OF NOTIFYING THE BANK BY MEANS OF ELECTRONIC COMMUNICATION OF APPOINTMENT OF THE PROXY

Shareholder of the Bank may participate in the OGM and exercise his or her voting right in person (in the case of a legal person - through persons authorised to make statements of will) and/or through a proxy. The proxy of a shareholder exercise all rights of the shareholder, unless otherwise provided in the text of the power of attorney. The proxy who may grant further powers of attorney, provided it stems from the granted power of attorney. One proxy may represent more than one shareholder. If the shareholder holds shares entered on more than one securities account, he may appoint a proxy to exercise rights from the shares entered on each of these accounts. If the shareholder holds shares entered on a collective account, he may appoint separate proxies to exercise rights from the shares entered on this account.

A power-of-attorney to participate in the OGM and exercise the voting right should be granted in writing or in electronic form.

The right to represent a shareholder who is not a natural person shall be set out in an excerpt from a relevant register (or its copy) or a series of powers of attorney presented when drawing up the list of attendance. The person(s) who appoint (s) the power of attorney on behalf of a Shareholder who is not a natural person shall be named in the valid copy of a relevant register. It is implied that the written power of attorney confirming the right to represent a Shareholder at the General Meeting is legal and requires no confirmation unless its authenticity or validity arouse doubts of the Chairman of the General Meeting. In such a case, the right is reserved to request that a proxy presents an original document or a copy certified by a notary to be a true copy of the document or

other entity entitled to certify that documents are true copies of an excerpt from a relevant register or a series of powers of attorneys to represent the shareholder at OGM.

In the case when any document presented as a proof of granting a power of attorney is prepared in a language other than Polish, then the Bank is provided also with sworn translation into Polish

The Bank publishes the forms used during the proxy voting at the website of the Bank at <https://www.mbank.pl/en/investor-relations/general-meeting/>. Using the form is not obligatory. The form includes an instruction regarding exercising the voting right by the proxy, however, it does not replace a power of attorney granted to a proxy by a shareholder. The bank will not verify whether or not proxies exercise the voting right in accordance with the instructions they received from mandators.

A shareholder notifies the Bank on granting the authorisation via electronic means by using the e-mail address: walne.zgromadzenia@mbank.pl

Power of attorney granted in the electronic form does not require a digital signature verified by means of a valid qualified certificate.

Notification on granting the power of attorney via electronic means should include name and/or name and surname of the mandator, his or her phone number and e-mail address, as well as name and/or name and surname of the proxy, his or her phone number and e-mail address.

Together with the notification on granting the power of attorney the shareholder provides the Bank with the text of the power of attorney including at least the following data: name and/or name and address of the mandator, name and/or name and surname of the proxy, number and series of the ID or passport of a proxy being an individual, explicit authorisation of the proxy to represent the shareholder at the OGM, number of shares from which the voting right is to be exercised, date of the OGM at which the voting right is to be exercised, date of granting the power of attorney and signature of the shareholder.

Examples of powers of attorneys for participation in the OGM are placed at the Bank's website at: <https://www.mbank.pl/en/investor-relations/general-meeting/>.

Additionally, if an authorisation has not been granted by an individual, the shareholder provides the Bank, in the notification on granting the authorisation via electronic means, with a scanned excerpt from a register where the shareholder is registered and/or a scan of other document confirming authorisation of persons granting the power of attorney to act on behalf of the shareholder.

If the proxy is not a natural person, the shareholder additionally provides the Bank with a scanned excerpt from a register, in which the proxy is registered and/or a scan of other document confirming the fact of existence of such proxy.

All scanned documents the shareholder presents to the Bank in PDF. Providing the Bank with above-mentioned documents does not exempt the proxy from his or her obligation to present documents helping with his or her identification when an attendance list of shareholders authorised to participate in the OGM is prepared.

In the case of doubts about the authenticity of the aforesaid documents, the Management Board reserves that they can request to present originals of the said documents before the commencement of the Ordinary General Shareholders meeting or their copies certified by a notary or other entity authorized to certify that documents are true copies. If the proxy of a shareholder will not present them, he will not be allowed to participate in the Ordinary General Meeting.

The above-mentioned rules should also be used for notifying the Bank in the electronic form of revoking a power of attorney.

Notification on granting or revoking the power of attorney via electronic form should be sent to the Bank by 2 p.m. on the business day directly preceding the day of the OGM.

The Bank undertakes the appropriate actions in order to identify a shareholder and a proxy in order to verify the validity of a power of attorney granted via electronic means, these actions however, have to be proportionate to the goal. The Bank has, *inter alia*, the right to contact by phone or via e-mail (indicated in the notification on granting a power of attorney) in order to verify the fact of granting the power of attorney and its scope.

A member of the Management Board, member of the supervisory board, liquidator, employee of the Bank and/or a member of its bodies and/or employee of the Bank's subsidiary, may be a proxy at the OGM. The power of attorney for the above-mentioned persons can authorise to represent only at the OGM. The proxy is obliged to disclose to the shareholder circumstances of possibility of a conflict of interest. Granting further authorisation is excluded. The proxy votes in accordance with instructions given to him or her by the shareholder.

Subject to requirements specified in the preceding paragraph, a shareholder of the Bank may vote as a proxy also when resolutions are adopted regarding his or her responsibility towards the Bank, from any reasons, including granting discharge, releasing from an obligation towards the Bank and a dispute between him or her and the Bank.

6. POSSIBILITY AND MANNER OF PARTICIPATING IN THE GENERAL MEETING VIA MEANS OF ELECTRONIC COMMUNICATION, INFORMATION ON THE MANNER OF EXPRESSING OPINIONS DURING THE GENERAL MEETING VIA MEANS OF ELECTRONIC COMMUNICATION, INFORMATION ON THE MANNER OF EXERCISING VOTING RIGHTS BY MEANS OF ELECTRONIC COMMUNICATION

The Bank anticipates a possibility to participate in the General Meeting via means of electronic communication. Rules and conditions of participation in the General Meeting via means of electronic communication, as well as manner of communication and exercising of voting rights are specified in the Rules of Participation in a General Meeting of mBank S.A. with the Use of Means of Electronic Communication (the Rules), as attached to this Announcement.

Not later than six (6) days before the date of the General Meeting, that is by 21 March 2024, until 4:00 p.m., a shareholder should provide the Bank, at e-mail address: walne.zgromadzenia@mbank.pl, with a proper statement along with documents listed in the Rules.

Using the electronic communication shall be possible through a link which shall be sent to a shareholder by the Bank, once his or her authorization is positively verified, on 25 March 2024 at the latest.

In order to participate in a General Meeting remotely with the use of means of electronic communication, participants must have:

- a. synchronous Internet connection with a consistent bandwidth of at least 4 Mbps (recommended higher);
- b. computer with audio and video functions, with Windows 10 or macOS, and one of the following browsers: Firefox, Chrome or Safari in the latest version (all the browsers can be downloaded online for free). Internet Explorer is not recommended. Additionally, JavaScript must be enabled in the browser (it is normally enabled by default).

Lower bandwidth and older versions of browsers may cause problems or disrupt communication with the General Meeting, delay the stream, or make it impossible to cast votes.

While using the platform, it is suggested that the user should not use any other apps overloading the computer and Internet connection used by the platform.

7. INFORMATION ON THE MANNER OF EXERCISING VOTING RIGHTS VIA CORRESPONDENCE

The Bank does not anticipate a possibility to exercise voting rights via correspondence.

8. RIGHT OF THE SHAREHOLDER TO ASK QUESTIONS ON THE MATTERS LISTED IN THE GENERAL MEETING AGENDA

During the General Meeting, a shareholder has the right to ask questions and request information regarding the Bank. As long as it is necessary for the assessment of the matter included in the agenda, the Management Board is required to provide the shareholder with requested information. The Management Board will refuse to provide information if it could be detrimental to the Bank, its related company or its subsidiary, and in particular through disclosure of technical, trade or organisational secrets of the enterprise. A Management Board Member may refuse to provide information if it could lead to their liability under the criminal, civil or administrative laws. A response is deemed given when the relevant information is available on the Bank's website in the place dedicated to shareholders' questions and responses, that is: <https://www.mbank.pl/en/investor-relations/general-meeting/> For important reasons, the Management Board may provide information in writing outside of the General Meeting. The Management Board is required to provide information within two weeks from the request filing at the General Meeting at the latest.

9. RECORD DATE

Pursuant to the Article 406¹ Article 1 of the CCC, persons who are the Bank's shareholders 16 days before the OGM (the "**Record Date**"), i.e. on 11 March 2024, shall have the right to participate in the OGM.

10. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING

The right to participate in the OGM have only the persons being shareholders of the Bank on the Record Date. Pledgees and users who are entitled to vote have the right to participate in the OGM, if the establishment of a limited property right in their favor is registered in the securities account on the Record Date.

At the demand of a person entitled from shares, notified not earlier than after the announcement on calling the general meeting, that is not earlier than on 29 February 2024, and not later than on the first working day after the Record Date, that is not later than on 12 March 2024, the entity running the securities account issues a personal certificate confirming the right to participate in the OGM. In relation to the shares registered on a collective account, a certificate of the right to participate in the OGM may be prepared in Polish and/or English language and issued by the holder of that collective account.

The list of those entitled from the bearer shares to participate in the OGM is prepared by the Bank on the basis of a list prepared by the National Deposit of Securities, in accordance with the regulations on a trading in financial instruments.

The National Deposit of Securities prepares the above-mentioned list on the basis of lists passed to it not later than by 12 days before the OGM date by entities entitled to do so in accordance with the regulations on a trading in financial instruments. The basis for preparing such list passed to the National Deposit of Securities are personal certificates confirming the right to participate in the OGM.

In accordance with Art. 407 § 1 of the CCC, three days before the date of the OGM, that is on 22, 25 and 26 March 2024, from 9:00 a.m. to 4:00 p.m., a list of shareholders entitled to participate in the OGM will be presented in the Bank's registered seat.

A shareholder may demand to provide him with a list of shareholders to be sent via e-mail, free of charge, by giving his or her e-mail address at which the list should be sent. The demand should be sent at the e-mail address: walne.zgromadzenia@mbank.pl Within a week before the OGM a shareholder has also the right to demand copies of applications on the matters covered by the agenda of the OGM.

Persons entitled to participate in the OGM will be allowed to receive electronic device enabling voting on the date of the OGM, in front of the meeting room starting from 1:00 p.m.

11. ACCESS TO THE DOCUMENTATION RELATED TO THE GENERAL MEETING

In accordance with the wording of Art. 402³ of the CCC information and documentation regarding the OGM will be available at the Bank's website www.mbank.pl starting from the date of calling the OGM.

12. ADDRESS OF THE WEBSITE AT WHICH INFORMATION RELATING TO THE OGM WILL BE AVAILABLE

Information relating to the OGM are available at the Bank's website www.mbank.pl

13. COMMUNICATION BETWEEN THE SHAREHOLDERS AND THE BANK VIA ELECTRONIC MEANS

On the matters related to the OGM, particularly related to:

- a) granting a power-of-attorney in the electronic form,
- b) notifying the Bank on granting the power-of-attorney in the electronic form,
- c) demanding placing specific matters in the agenda of the OGM,

shareholders may contact the Management Board of the Bank by writing at the following e-mail: walne.zgromadzenia@mbank.pl

The risk related to using the electronic way of communication lays on the side of a shareholder.

If the original documents are prepared in a language other than Polish, sworn translations into Polish should also be attached.

Any documents sent to the Bank via electronic means should be prepared in PDF.

14. PROPOSED AMENDMENTS TO THE BY-LAWS OF THE BANK

In accordance with requirements of Art. 402 § 2 of the CCC, the Management Board of the Bank hereby announces the proposed changes to the By-laws of mBank S.A.:

1. § 4 in the wording:

"The Bank may hold foreign-currency values and engage in the turnover of foreign-currency values, and is authorized to purchase foreign currencies."

- is changed into:

"1. The Bank has internal governance, which includes in particular: the management system, the organization of the Bank, principles of operation, powers, duties and responsibilities as well as mutual relations between the Supervisory Board, the Management Board and persons performing key functions in the Bank.

2. The Bank's management system includes, among others: the risk management system and the internal control system."

2. § 5 in the wording:

"1. The Bank's business purpose is to provide banking services, as well as consulting and advisory services in financial matters, and to perform economic activity within the scope defined in § 6 of the By-laws.

2. The Bank may open and operate accounts both in Polish and foreign banks."

- is changed into:

"The Bank's business purpose is to provide banking services, as well as consulting and advisory services in financial matters, and to perform economic activity within the scope defined in § 6 of the By-laws."

3. § 6 section 1 in the wording:

"1. banking operations:

- 1) receiving cash deposits payable on request or within due time limits and operating the accounts of such deposits,
- 2) operating other bank accounts,

- 3) performing bank financial settlements,
- 4) extending financial credits and loans,
- 5) performing cheques and bills of exchange operations and operations with warrants,
- 6) extending and confirming sureties,
- 6a) extending and confirming bank guarantees, opening and confirming letters of credit,
- 7) intermediation in effecting money transfers and settlements made in foreign exchange dealings,
- 8) issuing bank securities,
- 9) performing operations ordered by third parties related to issuing of securities,
- 10) taking into deposit valuables and securities, and making safe deposit boxes available to customers,
- 11) performing forward financial transactions,
- 12) purchasing and selling of monetary receivables,
- 13) performing the functions of a representative bank as stipulated in the Bonds Law,
- 14) purchasing and selling foreign exchange values,
- 15) issuing payment instruments, including cards and performing operations using such instruments,
- 16) issuing electronic money,
- 17) providing payment initiation services,
- 18) providing account information services.”

- is changed into:

“1. banking operations:

- 1) receiving cash deposits payable on request or within due time limits and operating the accounts of such deposits,
- 2) operating other bank accounts,
- 3) performing bank financial settlements,
- 4) extending financial credits and loans,
- 5) performing cheques and bills of exchange operations and operations with warrants,
- 6) extending and confirming sureties,
- 6a) extending and confirming bank guarantees, opening and confirming letters of credit,
- 7) intermediation in effecting money transfers and settlements made in foreign exchange dealings,
- 8) issuing bank securities,
- 9) taking into deposit valuables and securities, and making safe deposit boxes available to customers,
- 10) purchasing and selling of monetary receivables,
- 11) performing the functions of a representative bank as stipulated in the Bonds Law,
- 12) purchasing and selling foreign exchange values,
- 13) issuing payment instruments, including cards and performing operations using such instruments,
- 14) issuing electronic money,
- 15) providing payment initiation services,
- 16) providing account information services.”

4. § 6 section 2 in the wording:

“2. other operations:

- 1) providing consulting and advisory services in financial matters,
- 2) purchasing or acquiring shares and rights, shares of another legal entity and purchasing participatory units and investment certificates in investment funds,
- 3) acting as depository in the sense of the provisions of the Law on the Organization and Operation of Pension Funds,
- 4) acting as depository in accordance with the provisions of the Law on Investment Funds,
- 5) performing activities consisting in accepting purchase and re-purchase orders and subscriptions for participation units or certificates of investment in investment funds,
- 6) managing registers of members of the pension funds and investment funds,
- 7) operating as an insurance agent,
- 8) acquisition and disposal of real estate,
- 9) converting debt into the debtor's assets, under terms and conditions arranged with the debtor,
- 10) trading in securities, providing custody services, including maintaining securities accounts, as well as executing activities related to providing custody services,
- 11) issuing securities other than bank securities,
- 12) providing leasing and factoring services, including agency activities to the extent of those services,
- 13) performing the function of payment agent within the meaning of the act on investment funds,
- 14) performing the function of billing agent,
- 15) providing trust services and issuing electronic identification means within the meaning of trust services regulations,
- 16) providing reporting services to trade repositories and providing services related to direct and indirect clearing of financial services by central counterparties (CCP) within the meaning of Regulation (EU) No 648/2012 of the European Parliament and of the Council on OTC derivatives, central counterparties and trade repositories,”

- is changed into:

“2. other operations:

- 1) providing consulting and advisory services in financial matters,
- 2) acting as depository in the sense of the provisions of the Law on the Organization and Operation of Pension Funds,
- 3) acting as depository in accordance with the provisions of the Law on Investment Funds,
- 4) performing activities consisting in accepting purchase and re-purchase orders and subscriptions for participation units or certificates of investment in investment funds,
- 5) managing registers of members of the pension funds and investment funds,
- 6) operating as an insurance agent,
- 7) acquisition and disposal of real estate,
- 8) converting debt into the debtor's assets, under terms and conditions arranged with the debtor,
- 9) providing custody services, including maintaining securities accounts, as well as executing activities related to providing custody services,
- 10) issuing securities other than bank securities,
- 11) providing leasing and factoring services, including agency activities to the extent of those services,
- 12) performing the function of payment agent within the meaning of the act on investment funds,
- 13) performing the function of billing agent,

14) providing trust services and issuing electronic identification means within the meaning of trust services regulations,

15) providing reporting services to trade repositories and providing services related to direct and indirect clearing of financial services by central counterparties (CCP) within the meaning of Regulation (EU) No 648/2012 of the European Parliament and of the Council on OTC derivatives, central counterparties and trade repositories,”

5. § 6 section 3 in the wording:

“3. brokerage activities.”

- is changed into:

“3. Activities pursuant to Art. 69 section 2 of the Act on Trading in Financial Instruments on the principles set out in Art. 111 of this Act, consisting of:

- 1) acceptance and transfer of orders to acquire or dispose of financial instruments,;
- 2) execution of orders referred to in point 1, on the account of the on behalf of clients from whom those orders originate;
- 3) acquisition or disposal of financial instruments for own account;
- 4) managing portfolios that include one or more financial instruments;
- 5) investment advisory;
- 6) offering financial instruments;
- 7) provision of services in the performance of concluded issue guarantee agreements or concluding and performing other agreements of a similar nature, if their subject matter is financial instruments.”

6. § 6 section 4 in the wording:

“4. following activities conducted under Art. 70.2 of the Act on Trading in Financial Instruments:

- 1) acceptance and transfer of orders to acquire or dispose of financial instruments,
- 2) execution of orders, referred to in point 1, on behalf of clients from whom those orders originate,
- 3) acquisition or disposal of financial instruments for own account,
- 4) investment advisory,
- 5) offering financial instruments,
- 6) provision of services under standby underwriting agreement and firm commitment underwriting agreements or execution and performance of other similar agreements on financial instruments.”

- is changed into:

“4. following activities conducted under Art. 70.2 of the Act on Trading in Financial Instruments:

- 1) acceptance and transfer of orders to acquire or dispose of financial instruments,
- 2) execution of orders, referred to in point 1, on behalf of clients from whom those orders originate,
- 3) acquisition or disposal of financial instruments for own account,
- 4) investment advisory,
- 5) offering financial instruments,
- 6) provision of services in the performance of concluded issue guarantee agreements or concluding and performing other agreements of a similar nature, if their subject matter is financial instruments.”

7. In § 6 section 4a is added in the wording:

“4a. Activities pursuant to Art. 69 section 4 of the Act on Trading in Financial Instruments, consisting of:

- 1) storing or registering financial instruments, including maintaining securities accounts, derivatives accounts and omnibus accounts, and maintaining cash accounts, as well as keeping records of financial instruments;
- 2) advising enterprises on capital structure, enterprise strategy or other issues related to such structure or strategy;
- 3) consulting and other services in the field of mergers, divisions and takeovers of enterprises;
- 4) currency exchange, if it is related to brokerage activities to the extent indicated in section 3;
- 5) preparing investment analyses, financial analyses and other general recommendations regarding transactions in financial instruments;
- 6) provision of additional services related to the emission guarantee agreement."

8. § 6¹ in the wording:

"Apart from its objects and scope of activities, the Bank is additionally entitled to:

- 1) perform the function of point confirming trusted profiles (ePUAP) within the meaning of art. 20c of the Act of 17 February 2005 on implementation of IT solutions in activities of entities rendering public services,
- 2) perform activities specified in art. 13.5.3 and 13.5.10 of the Act of 11 February 2016 on state's help in raising children."

- is changed into:

"Apart from its objects and scope of activities, the Bank is additionally entitled to:

- 1) perform the function of point confirming trusted profiles (ePUAP) within the meaning of art. 20c of the Act of 17 February 2005 on implementation of IT solutions in activities of entities rendering public services,
- 2) perform activities specified in art. 13.5.3 and 13.5.10 of the Act of 11 February 2016 on state's help in raising children,
- 3) issue capital bonds within the meaning of Art. 27a of the Act of January 15, 2015 on bonds."

9. § 8 in the wording:

"1. In order to perform its statutory activities, the Bank may open and close down branches and other offices in Poland and abroad.

2. The organizational structure of the Bank shall be set by the Board of Management in the Organizational Rules subject to § 22 section 1 letter a) hereof.

3. The Bank may form advisory groups in order to obtain opinions and establish and maintain contacts with business communities. The Board of Management may appoint members of such advisory groups, issue regulations for them and set the amount of remuneration due to their members."

- is changed into:

"1. In order to perform its statutory activities, the Bank may open and close down branches and other offices in Poland and abroad.

2. The organizational structure of the Bank shall be set by the Board of Management in the Organizational Rules subject to § 22 section 1 letter a) hereof."

10. § 20 in the wording:

"1. The Supervisory Board can pass resolutions provided that at least half of its members are present at the meeting while all the members have been invited.

2. In exceptional cases, members of the Supervisory Board may pass resolutions by casting their votes in writing, with the mediation of another member of the Supervisory Board. No

votes can be cast in writing on issues added to the agenda in the course of the meeting of the Supervisory Board.

3. The Supervisory Board can pass resolutions in writing or through telecommunications. A resolution is valid if all the members of the Supervisory Board were informed of the draft.
4. Resolutions of the Supervisory Board shall be passed by an ordinary majority of votes and in case of an equal number of votes, the vote of the Chairman of the Supervisory Board shall prevail.
5. No resolution should be passed without the consent of the majority of the Independent Members of the Supervisory Board on the following matters:
 - a) any benefits provided by the Bank or any entities associated with the Bank to the Members of the Management Board;
 - b) consent for the Bank to enter into a significant agreement with an entity associated with the Bank, a member of the Supervisory Board or the Management Board, or entities associated with them.
6. Adoption of resolution in contravention with requirements under section 5 shall not, however affect its validity, if adopted in accordance with the provisions of § 20 sections 1 - 4."

- is changed into:

"1. The Supervisory Board can pass resolutions provided that at least half of its members are present at the meeting while all the members have been invited.

2. In exceptional cases, members of the Supervisory Board may pass resolutions by casting their votes in writing, with the mediation of another member of the Supervisory Board. No votes can be cast in writing on issues added to the agenda in the course of the meeting of the Supervisory Board.
3. The Supervisory Board can pass resolutions in writing or through telecommunications. A resolution is valid if all the members of the Supervisory Board were informed of the draft.
4. Resolutions of the Supervisory Board shall be passed by an ordinary majority of votes and in case of an equal number of votes, the vote of the Chairman of the Supervisory Board shall prevail."

11. § 22 section 1 letter i) in the wording:

"i) approval of conclusion, amendment or termination of any significant affiliation agreements or cooperation treaties;"

- is changed into:

"i) approval of conclusion, amendment or termination of any significant affiliation agreements and/or cooperation treaties;"

12. In § 22 section 1 letter r) is added in the wording:

"r) authorizing the Board of Management to acquire, encumber, and sell real estate, a perpetual usufruct or part of real estate and stock and participatory shares in companies as well as other fixed assets, if the value of the said transactions exceeds 1% of the Bank's own funds as defined in § 33, as per December 31 of the preceding year. Such authorization is not required if such acquisition results from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired. In the case of such acquisitions, resulting from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired, the Board of Management is obliged to inform Supervisory Board of any such activity."

13. § 22 section 2 in the wording:

"2. The Supervisory Board may appoint Standing Committees whose members shall perform their functions as Members of the Supervisory Board delegated to carry out specific supervision

activities at the Bank. The scope of authority of a Committee shall be set out in a resolution of the Supervisory Board.”

- is changed into:

“The Supervisory Board may delegate its members to independently perform specific supervisory activities, as well as establish ad hoc or permanent committees of the Supervisory Board, consisting of members of the Supervisory Board, to perform specific supervisory activities.”

14. From § 22 sections 3 and 4 are deleted in the wording:

“3. In particular, the Supervisory Board may appoint the following Standing Committees:

- 1) the Executive Committee, whose authority includes, among others, the following:
 - a) to exercise regular supervision of the operations of the Bank between meetings of the Supervisory Board;
 - b) authorizing the Board of Management to acquire, encumber, and sell real estate, a perpetual usufruct or part of real estate and stock and participatory shares in companies as well as other fixed assets, if the value of the said transactions exceeds 1% of the Bank's own funds as defined in § 33, as per December 31 of the preceding year. Such authorization is not required if such acquisition results from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired. In the case of such acquisitions, resulting from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired, the Board of Management is obliged to inform the Executive and Nomination Committee of any such activity;
- 2) the Audit Committee, whose authority includes, among others, the following:
 - a) to formulate and present recommendations regarding election of entity entitled to audit the financial statements of the Bank by the General Meeting;
 - b) to recommend approval or rejection of financial statements by the Supervisory Board;
 - c) to monitor: the financial reporting process, effectiveness of internal control and risk management systems, as well as internal audit and financial audit activities;
 - d) to recommend to the Supervisory Board acceptance or refusal of acceptance for appointment and dismissal of a person managing the Internal Audit Department and the Compliance Department;
 - e) to prepare policies and procedures regarding election of entity entitled to audit financial statements of the Bank, as well as providing by this entity of permitted non-audit services.
- 3) The Risk Committee, whose authority includes, among others, the following:
 - a) exercising regular supervision of credit risks, market risks, liquidity risks and non-financial risks, including operational risk, as well as recommending to approve individual counterparty risk according to parameters defined by the Supervisory Board from time to time;
 - b) to recommend approval or disapproval to the Supervisory Board for transactions between the Bank and the Members of the Bank's bodies, as provided by the Banking law.

The Supervisory Board is entitled to define afore mentioned parameters, further rights and authorities of the Risk Committee.

- 4) The Remuneration and Nomination Committee, whose authority includes, among others, the following:
 - a) to review principles and amounts of remuneration of Members of the Management Board, including the setting of relevant amounts,
 - b) to table opinions concerning approval for Members of the Management Board to engage in competitive activity,
 - c) issuing recommendations to the Supervisory Board regarding: general guidelines for the Management Board on the level and structure of remuneration for the senior

management of the Bank and the remuneration policy for each category of persons, whose professional activity has material impact on the Bank's risk profile,

- d) monitoring the level and structure of remuneration of the senior management,
 - e) issuing opinions and monitoring the remuneration policy adopted by the Bank and assisting the Bank's bodies in matters regarding development and implementation of this policy,
 - f) recommending candidates to the Management Board and Supervisory Board based on the criteria for suitability of the Management Board and Supervisory Board as a whole and of individual Management Board and Supervisory Board members designated under the Suitability Policy of mBank, as well as on the diversity criteria for the composition of the Management Board and Supervisory Board,
 - g) defining the scope of duties for a candidate for the Management Board and Supervisory Board and requirements for knowledge and expertise, as well as assessing the expected time commitment necessary to perform the function,
 - h) effectuating periodic evaluation of a structure, size, composition and effectiveness of activities of the Management Board and recommending changes with this respect to the Supervisory Board;
 - i) effectuating periodic evaluation of knowledge, competence and experience of the Management Board as a whole and each of its members, as well as informing the Management Board about the results of this evaluation.
- 5) The IT Committee, whose authority includes, among others, the following:
- a) to exercise regular supervision of the IT and IT security of the Bank between meetings of the Supervisory Board;
 - b) to analyse the periodic reports for the Supervisory Board regarding IT and IT security;
 - c) to present to the Supervisory Board conclusions from the analysis of the periodic reports on IT and IT security.

4. The Audit Committee shall include at least three members, however at least one member of the Audit Committee shall have knowledge and skills in accounting or audits of financial statements. Majority of members of the Audit Committee, including its Chairman, shall be Independent Supervisory Board Members."

and the numbering of section 5 of § 22 is changed into section 3 of § 22.

15. § 26 section 1, first sentence in the wording:

"The Board of Management directs the Bank's business and represents the Bank, including decisions regarding the acquisition, encumbering or disposal of real estate, a perpetual usufruct or part of real estate, subject to § 22 section 3.1 letter b)."

- is changed into:

"The Board of Management directs the Bank's business and represents the Bank, including decisions regarding the acquisition, encumbering or disposal of real estate, a perpetual usufruct or part of real estate, subject to § 22 section 1 letter r)."

16. § 27 section 1 in the wording:

"1. The President of the Board of Management heads the work of the Board of Management. The responsibilities of the President include, among others:

- 1) heading the Board of Management,
- 2) representing the Bank,
- 3) issuing internal regulations and instructions, rules, and other provisions that regulate the Bank's activities, however if required by a provision of law or internal regulation of the Bank, such internal regulations and instructions, rules, and other provisions should be based on a prior resolution of the Board of Management with this respect,

- 4) division of competences among the Management Board Members and subordinate Managing Directors, based on a resolution of the Board of Management, however no resolution with this respect can be passed without the consent of the President of the Board of Management and it requires approval from the Supervisory Board.”

- is changed into:

“1. The President of the Board of Management heads the work of the Board of Management. The responsibilities of the President include, among others:

- 1) heading the Board of Management,
- 2) representing the Bank,
- 3) issuing internal regulations and instructions, rules, and other provisions that regulate the Bank's activities, however if required by a provision of law or internal regulation of the Bank, such internal regulations and instructions, rules, and other provisions should be based on a prior resolution of the Board of Management with this respect,
- 4) division of competences among the Management Board Members, based on a resolution of the Board of Management, however no resolution with this respect can be passed without the consent of the President of the Board of Management and it requires approval from the Supervisory Board,
- 5) division of powers between the Managing Directors on the basis of a resolution of the Management Board, where such a resolution may not be adopted without the consent of the President of the Management Board.”

17. § 34 in the wording:

“The share capital amounts to PLN 169,733,980 (one hundred sixty nine million seven hundred thirty three thousand nine hundred eighty) and is divided into 42,433,495 (forty two million four hundred thirty three thousand four hundred ninety five) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

- is changed into:

““The share capital amounts to PLN 169,860,668 (one hundred sixty nine million eight hundred sixty thousand six hundred sixty eight) and is divided into 42,465,167 (forty two million four hundred sixty five thousand one hundred sixty seven) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

18. § 35a section 9 point 1 in the wording:

“1) conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,”

- is changed into:

“1) concluding issue guarantee agreements or other agreements securing the success of the share issue,”

19. starting from the date of registration of the following amendment to the Bank's By-laws in the register of entrepreneurs of the National Court Register, but not earlier than on 22 July 2024, § 35a in the wording:

“1. The Management Board shall be authorized to increase the share capital of the Bank by the amount not higher than PLN 60,000,000 (in words: sixty million) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (hereinafter the **“authorized capital”**).

2. The authorization described in point 1 above shall expire after three years from the date the amendments to the By-laws of the Bank including the authorized capital are entered into the register of entrepreneurs of the National Court Register.

3. The Management Board of the Bank shall be authorized to increase the share capital within the limits of the authorized capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted by the Management Board.

4. The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the share capital increase within the limits of the authorized capital and in case of decision to issue shares within an open or closed subscription, and in particular to:

- set the time limit to open and close the share subscription,
- set the conditions and ways to subscribe for shares,
- allocate shares, including allocation of shares not taken up upon exercising the preemptive right.

5. The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the authorized capital shall require consent of the Supervisory Board of the Bank.

6. The Management Board of the Bank is not authorized to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the share capital increase within the limits of the authorized capital.

7. The Management Board of the Bank shall issue shares within the share capital increase exclusively for cash contributions.

8. The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the share capital increase within the limits of the authorized capital.

9. Unless provisions of law or this paragraph state otherwise, the Management Board is authorized to decide on all matters connected with the share capital increase within the limits of the authorized capital, and in particular to:

1) conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,

2) take all necessary actual and legal steps to admit shares to trading on the regulated market operated by *Giełda Papierów Wartościowych S.A.* (Warsaw Stock Exchange), including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by *Giełda Papierów Wartościowych S.A.* (Warsaw Stock Exchange).

3) adopt resolutions and take all other necessary actual and legal steps as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with *Krajowy Depozyt Papierów Wartościowych S.A.* (Central Securities Depository of Poland)."

- is changed into:

"1. The Management Board shall be authorized to increase the share capital of the Bank by the amount not higher than PLN 60,000,000 (in words: sixty million) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (hereinafter the "authorized capital").

2. The authorization described in point 1 above, shall enter into force on the date on which the amendment to By-laws of the Bank providing for this authorized capital is registered in the register of entrepreneurs of the National Court Register, not earlier however than on 22 July 2024.

3. The authorization described in point 1 above shall expire after the lapse of three years:

1) from 22 July 2024 or

2) from the date on which the amendment to By-laws of the Bank providing for this authorized capital is registered in the register of entrepreneurs of the National Court Register, if the registration of the above amendment of the Bank's By-laws occurs on the later date than 22 July 2024,

depending on which of these events will be the starting date of the period for the above authorization, so that the period for which the authorization is granted is a full three years.

4. The Management Board of the Bank shall be authorized to increase the share capital within the limits of the authorized capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted by the Management Board.

5. The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the share capital increase within the limits of the authorized capital and in case of decision to issue shares within an open or closed subscription, and in particular to:

- set the time limit to open and close the share subscription,
- set the conditions and ways to subscribe for shares,
- allocate shares, including allocation of shares not taken up upon exercising the preemptive right.

6. The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the authorized capital shall require consent of the Supervisory Board of the Bank.

7. The Management Board of the Bank is not authorized to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the share capital increase within the limits of the authorized capital.

8. The Management Board of the Bank shall grant shares within the share capital increase exclusively for cash contributions.

9. The Management Board of the Bank shall not grant preference shares or shares carrying personal preferences within the share capital increase within the limits of the authorized capital.

10. Unless provisions of law or this paragraph state otherwise, the Management Board is authorized to decide on all matters connected with the share capital increase within the limits of the authorized capital, and in particular to:

1) concluding issue guarantee agreements or other agreements securing the success of the share issue,

2) take all necessary actual and legal steps to admit shares to trading on the regulated market operated by Giełda Papierów Wartościowych S.A. (Warsaw Stock Exchange), including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by Giełda Papierów Wartościowych S.A. (Warsaw Stock Exchange).

3) adopt resolutions and take all other necessary actual and legal steps as regards registration of shares, including conclusion of agreements for registration of shares with Krajowy Depozyt Papierów Wartościowych S.A. (Central Securities Depository of Poland)."

Information on personal data processing

1. mBank S.A., Prosta 18, 00-850 Warszawa, entered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw, 13th, Commercial Division, under KRS 0000025237, Tax Identification Number (NIP): 526-021-50-88, with its fully paid-up share capital amounting to PLN 169.860.668 as at 1 January 2024 ("the Bank") acts as the personal data controller of the Shareholder and the Shareholder's representatives.

2. The Bank processes personal data of the Shareholder and the Shareholder's representatives in order to comply with legal obligations to which the Bank is subject (regarding organizing and holding the General Shareholders Meeting) and for the purposes of the legitimate interests of the Bank (for evidential purposes – safeguarding information in case of a legal necessity to prove facts). The provision of personal data is necessary to participate in the General Shareholders Meeting.

3. The following data regarding Shareholders entitled from bearer shares: first name and surname or business name, registered office (address of residence), number, type and code of shares registered in order to participate in the General Shareholders Meeting is being acquired from the entity keeping the securities deposit (Krajowy Depozyt Papierów Wartościowych S.A.) - in accordance with the regulations on trading in financial instruments and Code of Commercial Companies.

4. The Bank processes personal data of the Shareholder and the Shareholder's representatives for a period necessary to perform the legal obligations to which the Bank is subject or to fulfill the purposes of the legitimate interests of the Bank and for the period being the prescription period for potential claims.

5. The Shareholder and the Shareholder's representatives:

- 1/ have the right to access and correct their data, as well as to transfer them; and
- 2/ may demand that the data be erased or that their processing be restricted, or may object to their processing.

6. The function of the Personal Data Protection Officer is held by a Bank employee who may be contacted at the following e-mail address: Inspektordanychosobowych@mbank.pl.

7. The President of the Personal Data Protection Office acts as the supervisory authority in terms of personal data protection and the Customer and the Customer's representatives have the right to lodge a complaint to the President of the Personal Data Protection Office.

8. Data, including personal data, of the Shareholder and the Shareholder's representatives, may be disclosed to entities entrusted by the Bank with data processing for the purpose of the performance of agreements on rendering services for the benefit of the Bank and other recipients authorized to receive personal data according to binding provisions of law.