



Invitation for the audit firms

I. mBank S.A. with its registered office in Warsaw invites audit companies to express their interest in taking part in the selection procedure (hereinafter called the "SP") regarding selecting of an audit firm to carry out:

- statutory audits of mBank S.A. and mBank S.A. Group financial statements for the years 2022 and 2023;
- reviews of mBank S.A. and mBank S.A. Group half-year and quarterly financial statements for the years 2022 and 2023;
- statutory audits of financial statements of mBank S.A. branches in Czech Republic and Slovak Republic for the years 2022 and 2023;
- audits of mBank S.A. yearly consolidation packages for Commerzbank for the years 2022 and 2023;
- reviews of mBank S.A. quarterly consolidation packages for Commerzbank for the years 2022 and 2023.
- assessment of the compliance of the Report on remuneration of Members of the Management Board and the Supervisory Board of mBank S.A. for the years 2022 and 2023 with applicable laws
- assessment of the compliance with the requirements of safekeeping of clients' assets in mBank S.A for the years 2022 and 2023.

II. Based on its previous experience as well as internal rules mBank S.A. also expects that the audit firm will be able to perform additional services for mBank S.A. and mBank S.A. Group, i.a.:

- issuing of comfort letters in connection with prospectuses and with the debt and equity instruments issues on the European Union markets;
- provision of services relating to the assessment of the compliance of information disclosed by the banks with the requirements for disclosure of information on capital adequacy and variable remuneration components.

III. Basic information regarding mBank S.A. and mBank S.A. Group are available on the website of mBank S.A. – www.mbank.pl.

IV. Interested audit firms, within two weeks from publishing this invitation, i.e. not later than 16.11.2021, should deliver a letter of intent (hereinafter called the "LoI") confirming the willingness to take part in the SP. The LoI shall:

- 1) contain a brief description of the audit firm, including its legal form, entry number on the list of audit firms maintained by the Polish Chamber of Statutory Auditors and the number of statutory auditors employed and/or cooperating with the audit firm;

2) contain written statements regarding:

1. Confirmation that the audit firm and potential key statutory auditor meet the requirements of independence, referred to in Articles 69-73 of the Act of 11 May 2017 *on statutory auditors, audit firms and public supervision*.
2. Information concerning any possible threats to the audit firm and potential key statutory auditor independence and if there are any, the safeguard measures applied in order to mitigate them, referred to in Article 74 of the Act of 11 May 2017 *on statutory auditors, audit firms and public supervision*.
3. Confirmation on having competent employees, time and other resources allowing for the appropriate performance of the audits and reviews mentioned in point 1 above.
4. Confirmation that the persons to be appointed as the key statutory auditors have the power to carry out statutory audits in the European Union Member State where the audits are required, including whether they have been entered in the relevant registers of statutory auditors kept in the European Union Member State requiring the audit (Poland, Czech Republic, Slovak Republic).
5. Confirmation whether the audit firm, potential key statutory auditors and potential audit team members:
 - a. have experience in auditing stand alone and consolidated financial statements of banks and similar financial institutions the scale of activity of which is similar to the scale of activity of mBank S.A. and the mBank S.A. Group;
 - b. have experience in auditing international financial capital groups in countries where mBank S.A. and the mBank S.A. Group operate (Poland, Czech Republic, Slovak Republic);
 - c. have experience in issuing of comfort letters in connection with prospectuses and with the debt and equity instruments issues on the markets on which mBank S.A. and the mBank Group carry out such operations (European Union markets);
 - d. have experience in provision of services relating to the assessment of the compliance of information disclosed by the banks with the requirements for disclosure of information on capital adequacy and variable remuneration components.
 - e. have experience in provision of services relating to the assessment of the compliance of the Report on remuneration of members of management board and supervisory board of a public company with applicable laws.
 - f. have experience in provision of services relating to the assessment of the bank's compliance with the requirements related to safekeeping of clients's assets.
6. Information on any disciplinary proceedings conducted by Polish Agency for Audit Oversight between 01.01.2020 and the day of the LoI and their results.

3) indicate person(s) responsible for contacts with mBank S.A. with regard to the LoI.



V. The LoI should be signed (with a qualified electronic signature) by person(s) eligible to represent the audit firm and delivered by e-mail sent to: pawel.golonka@mbank.pl with the message titled: "Audit firm selection procedure", on 16.11.2021 at the latest.

VI. Only audit firms meeting the requirements described above will be allowed to submit an offer in the SP. mBank S.A. shall notify the eligible audit firms by 19.11.2021 at the latest via e-mail, together with further information regarding the SP, such as the selection criteria and additional documents required by mBank S.A. from audit firms. At the moment we expect that the deadline for submission of the offers will be 10.12.2021.

VII. Rejected audit firms will also be notified by 19.11.2021 at the latest via e-mail.

VIII. Any questions regarding this invitation should be sent by e-mail to pawel.golonka@mbank.pl by 15.11.2021 at the latest.

IX. This invitation is exclusively addressed to audit firms meeting the criteria laid down in point IV.2). Notwithstanding the above, mBank S.A. reserves the right to alter the invitation conditions and/or cancel the SP unilaterally. In such case mBank S.A. shall not be liable for any costs or any potential liabilities borne by audit firms in connection with preparation of the LoI or the offer in the SP.