SECOND SUPPLEMENT DATED 23 AUGUST 2017 TO THE BASE PROSPECTUS DATED 8 MARCH 2017

mFINANCE FRANCE S.A.

(*incorporated as a société anonyme in the Republic of France*)

€3,000,000,000
Euro Medium Term Note Programme
unconditionally and irrevocably guaranteed by
mBank S.A.

(*incorporated as a joint stock company in the Republic of Poland*)

This supplement (the **Supplement**) constitutes a second supplement to the Base Prospectus dated 8 March 2017 (the **Base Prospectus**) and must be read in conjunction with the Base Prospectus as supplemented by a first prospectus supplement dated 15 May 2017 (the First Supplement, and together with the Base Prospectus, the **Prospectus**) prepared by mFinance France S.A. (the **Issuer**) and mBank S.A. (the **Guarantor**) with respect to this €3,000,000,000 Euro Medium Term Note Programme (the **Programme**). All capitalised terms used but not defined herein shall have the meaning ascribed to such term in the Base Prospectus.

Each of the Issuer and the Guarantor accepts responsibility for the information contained or incorporated by reference in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. This Supplement has been prepared according to Article 13 of Chapter I of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses, as amended (the **Prospectus Act**). This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the **CSSF**) of the Grand Duchy of Luxembourg in its capacity as competent authority (the **Competent Authority**) under the Prospectus Act for the purposes of the Prospectus Directive.

Purpose of the Supplement

The purpose of this Supplement is to: (a) incorporate by reference the Guarantor's IFRS Unaudited Condensed Consolidated Financial Statements for the six month period ended 30 June 2017 (the **Group IFRS Condensed Consolidated Financial Statements**); (b) update selected financial information in order to include the Group IFRS Condensed Consolidated Financial Statements; (c) update information on the Group's key financial ratios; and (d) amend information on the Guarantor's material subsidiaries.

Documents incorporated by Reference

The Guarantor published the Group IFRS Condensed Consolidated Financial Statements on 27 July 2017. A copy of the Group IFRS Condensed Consolidated Financial Statements has been filed with the CSSF and, by virtue of this Supplement, the Group IFRS Condensed Consolidated Financial Statements are incorporated by reference in, and form part of, the Base Prospectus, including the following pages in particular:

Sections	Pages
Selected financial data	pages 4
Condensed consolidated income statement	page 5
Condensed consolidated statement of comprehensive income	page 6
Condensed consolidated statement of financial position	page 7
Condensed consolidated statement of changes in equity	page 8-9
Condensed consolidated statement of cash flows	page 10
Explanatory notes to the condensed consolidated financial statements	pages 11-64
Selected explanatory information	pages 65-76

Any other information incorporated by reference that is not included in the cross-reference list above is considered to be additional information to be disclosed to investors rather than information required by the relevant Annexes of the Prospectus Regulation.

A copy of the document incorporated by reference in this Supplement can be obtained on the website of the Guarantor (http://www.mbank.pl/en/investors-reports/financial-results/). The Supplement and the document incorporated by reference will also be available from the website of the Luxembourg Stock Exchange (http://www.bourse.lu).

General Information

There has been no significant change in the financial position of the Guarantor and the Group since 30 June 2017 and there has been no material adverse change in the prospects of the Guarantor and the Group since 31 December 2016.

Summary of the Programme

The Group IFRS Condensed Consolidated Financial Statements published on 27 July 2017 update selected financial information on pages 16-18 of the summary of the Base Prospectus under the heading "Selected historical key financial information of the Group" in Element B.19/B.12, which is hereby replaced with the following:

B.19/B.12	Selected historical key financial information of the Group:

Consolidated Income Statements

The table below sets out summary information extracted from the Group's consolidated income statements for the first half of 2017 ended 30 June 2017 (01.01.2017-30.06.2017), for the first half of 2016 ended 30 June 2016 (01.01.2016 – 30.06.2016) as well as for each of the two years ended 31 December 2016 and 31 December 2015:

		For the year ended 31 December		**For the year ended 31 December**
	H1 2017	**2016**	**H1 2016**	**2015**
	PLN thousands			
	unaudited	*audited*	*unaudited*	*audited*
Net interest income	1,513,786	2,832,843	1,360,861	2,511,373
Net fee and commission income	502,166	906,445	421,448	897,176
Trading and other income*	146,698	556,066	429,586	684,774
Total income**	**2,162,650**	**4,295,354**	**2,211,895**	**4,093,323**
Overhead costs and Amortisation	(1,062,781)	(1,963,284)	(971,471)	(2,050,596)
Net impairment losses on loans and advances	(203 320)	(365,394)	(186,263)	(421,222)
Operating profit	**896,549**	**1,966,676**	**1,054,161**	**1,621,505**
Taxes on the Group balance sheet items	(184,323)	(328,939)	(146,313)	(3,650)
Profit before income tax	**712,226**	**1,637,737**	**907,848**	**1,617,855**
Net profit	**492,047**	**1,222,224**	**698,700**	**1,304,128**
Net profit attributable to:				
Owners of mBank S.A.	**488,478**	**1,219,282**	**696,286**	**1,301,246**
Non-controlling interests	3,569	2,942	2,414	2,882

Source: Consolidated Financial Statements

** incl. Dividend income, Net trading income, Gains less losses from investment securities, investments in subsidiaries and associates, the share in the profits (losses) of joint ventures and Other operating income less Other operating expenses.*

*** Defined as a sum of Net interest income, Net fee and commission income and Trading and other income*

Following the entry into force of the Polish Banking Tax on 1 February 2016, the Group changed the presentation of selected items in its consolidated income statement. The comparative data was also adjusted to reflect the changes in presentation introduced in 2016. The tax paid by the Guarantor's branch in Slovakia in 2015 of PLN 3,650,000, is presented within "Taxes on the Group balance sheet items" (previously within "Overhead costs").

This change had no impact on the net income and equity of the Group. Financial

information in this Base Prospectus is provided on this revised presentation basis.
The effect of the changes in presentation of comparative data in the Group IFRS Condensed Consolidated Financial Statements is summarised below.

	Year ended 31.12.2015 before adjustments	**Presentation adjustments**	**Year ended 31.12.2015 after adjustments**
		(PLN thousands)	
Overhead costs	(1,854,596)	3,650	(1,850,946)
Taxes on the Group balance sheet items	-	(3,650)	(3,650)
Net profit	1,304,128	-	1,304,128

Consolidated Statements of Financial Position

The table below sets out summary information extracted from the Group's consolidated statements of financial position as at 30 June 2017 and 30 June 2016 and as at 31 December 2016 and 31 December 2015:

	30 June 2017	**31 December 2016**	**30 June 2016**	**31 December 2015**
		PLN thousands		
	unaudited	*audited*	*unaudited*	*audited*
ASSETS				
Cash and balances with the Central Bank	5,855,425	9,164,281	6,433,221	5,938,133
Loans and advances to banks	2,259,136	3,082,855	1,680,830	1,897,334
Trading securities	3,296,641	3,800,634	3,233,150	557,541
Derivative financial instruments	1,325,089	1,808,847	2,411,457	3,349,328
Loans and advances to customers	83,377,025	81,763,277	80,774,809	78,433,546
Investment securities	30,469,641	31,393,352	31,644,303	30,736,949
Other assets*	2,834,534	2,730,256	2,555,715	2,610,190
Total assets	**129,417,491**	**133,743,502**	**128,733,485**	**123,523,021**
LIABILITIES & EQUITY				
Amounts due to other banks	8,641,320	8,486,753	12,058,197	12,019,331
Derivative financial instruments	1,114,492	1,599,266	2,157,160	3,173,638
Amounts due to customers	88,155,911	91,417,962	85,302,300	81,140,866
Debt securities in issue	13,011,687	12,660,389	10,115,495	8,946,195
Subordinated liabilities	2,232,839	3,943,349	3,910,457	3,827,315
Other liabilities**	2,580,807	2,584,622	2,392,877	2,140,712
Total liabilities	**115,737,056**	**120,692,341**	**115,936,486**	**111,248,057**
Total equity	**13,680,435**	**13,051,161**	**12,796,999**	**12,274,964**
Total liabilities and equity	**129,417,491**	**133,743,502**	**128,733,485**	**123,523,021**

	Source: Consolidated Financial Statements * includes Hedge accounting adjustments related to fair value of hedged items, Investments in joint ventures, Intangible assets, Tangible assets, Current income tax assets, Deferred income tax assets, Other assets and Non-current assets held for sale **includes: Amounts due to the Central Bank, Hedge accounting adjustments related to fair value of hedged items, Other liabilities, Current income tax liabilities, Deferred income tax liabilities, Provisions and Liabilities held for sale ***Statements of no significant or material adverse change*** There has been no significant change in the financial position of the Guarantor and the Group since 30 June 2017 and there has been no material adverse change in the prospects of the Guarantor and the Group since 31 December 2016.

Capital Adequacy and Key Financial Ratios

The Group IFRS Condensed Consolidated Financial Statements update “Capital Adequacy” and “Key Financial Ratios” on pages 148-149 and 149-150 of the Base Prospectus included in the section “Selected Financial Information of the Issuer and Overview of the Group’s Financial Condition”.

Capital Adequacy

The table on page 149 presenting capital ratios of the Group shall be deleted in its entirety and replaced with the following table:

	30 June		**31 December**	
	2017	**2016**	**2016**	**2015**
	(unaudited) *(per cent.)*		*(audited)* *(per cent.)*	
Total capital ratio/capital adequacy ratio	21.24	18.33	20.29	17.25
Common Equity Tier 1 capital ratio/Core Tier 1 ratio	18.47	15.61	17.32	14.29

Key Financial Ratios

The table on pages 149-150 presenting selected financial ratios for the Group shall be deleted in its entirety and replaced with the following table:

	As at and for the first half ended 30 June		**As at and for the year ended 31 December**	
	2017	**2016**	**2016**	**2015**
	(unaudited)			
	(per cent.)			
ROE gross[1]	11.0	14.9	13.6	14.7
ROE net[2]	7.5	11.5	10.1	11.8
ROA net[3]	0.8	1.1	1.0	1.0
Cost to income ratio (C/I)[4]	49.1	43.9	45.7	50.1
Net interest margin (NIM) [5]	2.4	2.3	2.3	2.1
Non-performing loans ratio[6]	5.3	5.8	5.4	5.7

NPL Coverage ratio[7]	57.2	58.5	57.1	58.9
Cost of risk[8]	0.49	0.47	0.46	0.54
Loan to deposit ratio[9]	94.6	94.7	89.4	96.7
Equity to assets[10]	10.6	9.9	9.8	9.9
Securities to assets[11]	26.1	27.1	26.3	25.3
TREA to assets[12]	51.1	55.4	48.8	56.2

Source: The Bank

[1] *Calculated by dividing profit/(loss) before income tax by the average equity attributable to Owners of the Bank net of the year's results. The average equity is calculated on the basis of the balances as at the end of each month.*

[2] *Calculated by dividing net profit/(loss) attributable to Owners of the Bank by the average equity attributable to Owners of the Bank net of the year's results. The average equity is calculated on the basis of the balances as at the end of each month.*

[3] *Calculated by dividing net profit attributable to Owners of the Bank by the average total assets. The average total assets are calculated on the basis of the balances as at the end of each month.*

[4] *Calculated by dividing overhead costs and amortisation by total income comprising: net interest income, net fee and commission income, dividend income, net trading income, gains less losses from investment securities, investments in subsidiaries and associates, the share in the profits (losses) of joint ventures, other operating income and other operating expenses.*

[5] *Calculated by dividing net interest income by average interest earning assets. Interest earning assets are a sum of cash and balances with the Central Bank, loans and advances to banks, trading securities, loans and advances to customers (net) and investment securities. The average interest earning assets are calculated on the basis of the balances as at the end of each month.*

[6] *Calculated by dividing the gross carrying value of loans and advances to customers with recognised impairment by the total (gross) loans and advances to customers.*

[7] *Calculated by dividing provisions for receivables with impairment by the gross carrying value of loans and advances to customers with recognised impairment.*

[8] *Calculated by dividing net impairment losses on loans and advances by the average net loans and advances to customers. The average net loans and advances are calculated on the basis of the balances as at the beginning of the year and at the end of each quarter.*

[9] *Calculated by dividing net loans and advances to customers by amounts due to customers.*

[10] *Calculated by dividing total equity by total assets.*

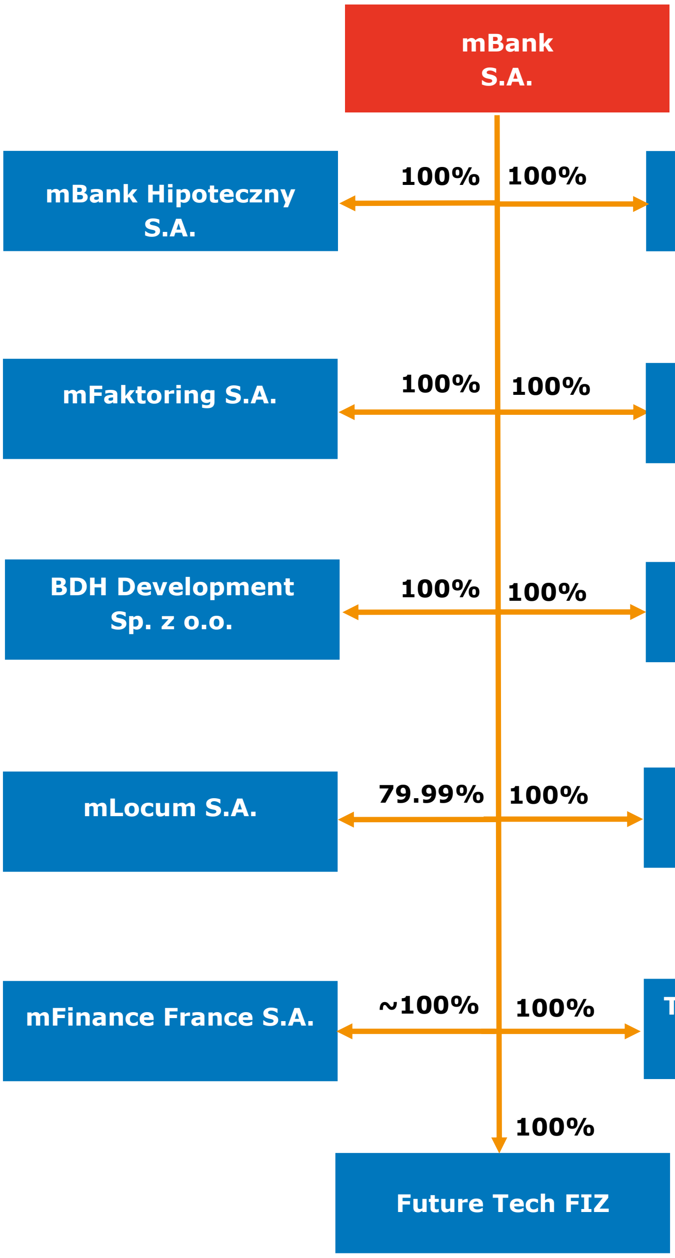
[11] *Calculated by dividing trading securities and investment securities by total assets.*

[12] *Calculated by dividing the Total Risk Exposure Amount by total assets.*

Description of the Group

In the second quarter of 2017, the Bank acquired 100 per cent. of the investment certificates in Future Tech FIZ (a closed-end investment fund) for the amount of PLN 221.2 million. The fund was created as an investment vehicle under the mAccelerator project, which aims to develop and commercialise high technology potential projects in the financial services industry (FinTech companies).

As a result of the above acquisition, the diagram presenting the Group structure on page 13 of the summary of the Base Prospectus- element B.5 and on page 201 of the Base Prospectus under the heading "General Information on the Bank – The Group – the Bank's Material Subsidiaries" is no longer correct and is hereby replaced with the following diagram which sets out the position as of 30 June 2017:



The same diagram is added on page 16 – element B.19/B.5 in the summary of the Base Prospectus under the heading "The diagram below shows the structure of the Group as at the Date of this Base Prospectus:".

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with Article 13 paragraph 2 of the Prospectus Act, investors who have already agreed to purchase or subscribe for the securities before the publication of this first Supplement have the right, exercisable within a time limit of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. This right to withdraw shall expire at close of business on 25th August 2017.