



Standing Rules of the General Meeting

Standing Rules of the General Meeting of mBank S.A. with its registered seat in Warsaw adopted on 21 May 2003 (as amended)

§ 1

1. The General Meeting of mBank S.A. with its registered seat in Warsaw (“General Meeting”) may be an Ordinary or an Extraordinary Meeting held pursuant to the provisions of these Rules and the provisions of the Code of Commercial Partnerships and Companies and the By-laws.
2. The General Meeting shall be convened and prepared pursuant to the provisions of the Code of Commercial Partnerships and Companies, the By-laws of the Bank, and these Rules.
3. Information related to the General Meeting, and in particular draft resolutions recommended for adoption, together with rationale of the Management Board and opinion of the Supervisory Board, as well as any other required documentation, is published on the Bank’s website and in the manner stipulated for providing current information, in line with provisions of the Act on public offering and conditions of introducing financial instruments to organised trading system and on public companies.
4. With regard to matters related to the General Meeting, and in particular to:
 - a) granting the power of attorney via electronic means,
 - b) providing information on granting the power of attorney via electronic means,
 - c) requesting that the Extraordinary General Meeting be convened,
 - d) requesting that certain items be introduced to the General Meeting agenda,

the shareholders may contact the Bank’s Management Board at the following email address: walne.zgromadzenia@mbank.com

§ 2

1. Eligible to participate in the General Meeting are the persons who are shareholders sixteen days before the General Meeting’s date (the record date).
2. The persons eligible based on registered shares and temporary certificates, as well as pledgors and users with the voting right, are eligible to participate in the General Meeting only if they are entered to the book of shares as at the record date.
3. The persons eligible to participate in the General Meeting based on dematerialised bearer shares may attend the General Meeting, provided that not earlier than the date of the notice convening the General Meeting and not later than the first working day

after the record date, they request the entity maintaining their securities account to issue a nominative certificate of their right to participate in the General Meeting and are entered to the list of such shareholders prepared and furnished to the Bank by the depository of securities, as stipulated in laws on trading in financial instruments. In relation to the shares registered on a collective account, a certificate of the right to participate in the General Meeting may be prepared in Polish and/or English language and issued by the holder of that collective account.

4. The shareholder may transfer shares between the record date and the General Meeting's end date. Despite transfer of the shares on the basis of which the shareholder was entered to the book of shares, that shareholder is the only person eligible to participate based on those shares in the General Meeting for which it was registered based on such later transferred shares.

§ 3

1. Members of the Management Board and the Supervisory Board of the Bank shall participate in the General Meeting.
2. The auditor shall be present at the General Meeting if the General Meeting deliberates on financial issues of the Bank.
3. The Chairman of the General Meeting may approve the presence of other guests in the meeting room.

§ 4

1. A Shareholder who is a natural person may participate in the General Meeting and exercise the right to vote in person or through a Plenipotentiary.
2. A Shareholder who is not a natural person may participate in the General Meeting and exercise the right to vote through a person authorised to make declarations of will on its behalf or through a Plenipotentiary.
3. Powers of attorney shall be given in writing or via electronic means.
4. The shareholder notifies the Bank of granting the power of attorney via electronic means by emailing to the email address provided in § 1 point 4. In the notification the shareholder provides: its name or name and surname, phone number and e-mail address, as well as name or name and surname of a Plenipotentiary, his or her phone number and e-mail address.
5. Together with the notification on granting the power of attorney, the shareholder provides the Bank, at the address provided in § 1 point 4, text of the power of attorney, formatted in PDF, including at least the following data: name or name and surname of the shareholder, name or name and surname of a Plenipotentiary, number and series of the identity card or passport of a Plenipotentiary being the individual, explicit authorisation for a Plenipotentiary to represent the shareholder at the General Meeting, number of shares from which a voting right shall be exercised, date of the General Meeting at which a voting right shall be exercised and the date of granting the power of attorney.
6. The right to represent a Shareholder who is not a natural person shall be set out in a register produced when drawing up the list of attendance or a series of powers of attorney.

7. The person(s) who give(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.
8. 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.

§ 5

1. Based on the list of Shareholders eligible to take part in the General Meeting available for review in the premises of the Management Board of the Bank pursuant to Art. 407 of the Code of Commercial Partnerships and Companies, a list of attendance shall be drawn up according to the following procedure:
 - a) the Shareholder's name shall be located on the list of persons eligible to take part in the General Meeting;
 - b) the identity of the Shareholder or the Plenipotentiary representing the Shareholder shall be established on the basis of an identity card or a passport;
 - c) powers of attorney of Plenipotentiaries representing a Shareholder shall be checked and attached to the list of attendance;
 - d) the Shareholder or Plenipotentiary of a Shareholder shall sign the list of attendance;
 - e) the Shareholder or Plenipotentiary of a Shareholder shall be issued a voting card or an electronic device for voting.
2. Appeals concerning eligibility to participate in the General Meeting shall be addressed to the Vote Counting Committee.

§ 6

1. The General Meeting shall be opened by the Chairman of the Supervisory Board of the Bank or the Deputy Chairman. If neither can open the General Meeting, the General Meeting shall be opened by a Member of the Supervisory Board.
2. The person opening the General Meeting shall proceed immediately with election of the Chairman of the General Meeting, ensure the adequate voting procedure, and announce its results.
3. Only a Shareholder of the Bank can chair the General Meeting. The General Meeting shall elect the Chairman from among candidates proposed by participants of the General Meeting.
4. The candidate for Chairman of the General Meeting shall make a statement for the record giving his consent to be elected.
5. If more than one candidate is proposed, the person opening the General Meeting shall draw up a list of candidates including the full names of the candidates provided that they make the statement mentioned in point 4.
6. In the case mentioned in point 5, election of the Chairman of the General Meeting shall consist in a separate voting on each candidate in the alphabetical order.
7. The candidate who received the greatest number of valid votes is elected Chairman of the General Meeting. If several candidates receive the same number of votes, the voting shall be repeated.

§ 7

1. The Chairman of the General Meeting shall preside over the proceedings, make decisions relating to formal and procedural aspects of the Meeting, and have the right to interpret the present Rules.
2. The Chairman's functions shall include, among others: ensuring that the proceedings are efficient and in keeping with the agenda and the procedure as well as in respect of the rights and interests of all Shareholders, giving the floor to speakers, accepting motions and draft resolution, submitting them for discussion, and opening and proceeding with voting, and confirming that the agenda has been exhausted.
3. The Chairman shall sign the minutes of the General Meeting immediately upon their preparation by the notary.

§ 8

1. The General Meeting shall elect a three-member Vote Counting Committee from among candidates proposed by the Chairman of the Meeting.
2. The Vote Counting Committee shall be responsible for supervising the way in which each casting of the ballots is conducted and serviced, and for checking and announcing the results of the vote.
3. In case the Committee notes any irregularity in the voting, it shall notify the Chairman of the General Meeting and submit suggestions as to further proceedings.
4. All members of the Committee shall sign a document announcing the results of voting, thus confirming that voting has been properly executed.

§ 9

The election of the Chairman of the General Meeting and of the Vote Counting Committee shall be by an ordinary majority of votes cast in a secret ballot.

§ 10

1. The Meeting shall make decisions in the form of resolutions adopted in an open ballot subject to § 9 and point 2 below.
2. A secret ballot is required in the case of:
 - 1) elections and motions for dismissal of members of the authorities of the Bank or liquidators;
 - 2) motions to put members of the authorities of the Bank or liquidators before justice;
 - 3) personal issues;
 - 4) request of any Shareholder;
 - 5) other cases as set out in applicable regulations.

§ 11

1. The voting shall take place with the use of a computer system which also counts the votes. The system counts the votes cast by the participants of the General Meeting in favour or against a motion as well as abstentions. In the case of a secret ballot, the system precludes the possibility of identifying the votes of particular Shareholders.
2. The shareholder may vote differently from each of the held shares.

3. A participant of the General Meeting who leaves the meeting room during the General Meeting should deregister his voting card or electronic device for voting, and register again upon his return to the meeting room.

§ 12

1. Resolutions of the General Meeting shall be passed, depending on their content, by a relevant majority of votes required under the By-laws of the Bank, the Code of Commercial Partnerships and Companies, and other applicable regulations.
2. On request of the Chairman of the General Meeting, all resolutions regarding the vote of discharge of duties for Members of the Management Board and the Supervisory Board of the Bank may be subject to one single ballot unless any participants of the General Meeting object to this procedure.

§ 13

1. A person who requests for his objection against a resolution to be recorded in the minutes may briefly justify his objection.
2. Participants of the General Meeting may table written statements for the minutes.

§ 14

1. A resolution to refrain from reviewing an issue listed in the agenda may be passed if there are important, material reasons.
2. A motion mentioned in point 1 shall include detailed grounds.
3. The shareholder(s) representing at least one twentieth of the share capital may:
 - 1) not later than twenty one days before the scheduled date of the General Meeting, request that certain issues be entered to the agenda of the next General Meeting. Such request may be submitted via electronic means. The Management Board shall announce amendments to the General Meeting agenda not later than eighteen days before the date of the General Meeting.
 - 2) submit, before the General Meeting date, draft resolutions regarding issues entered or to be entered to the meeting agenda. The Bank immediately publishes draft resolutions on its website.

In the aforementioned cases section 1 above does not apply.

4. The shareholder(s) who want to submit a motion to the General Meeting regarding the Bank's business, should submit such motion in writing to the Management Board which, in turn, will forward it together with its recommendation to the Supervisory Board. The Supervisory Board is entitled to freely decide whether or not to present the motion at the General Meeting except for requests submitted as per section 3 by the shareholders representing at least one twentieth of the share capital.
5. Each shareholder may, during the General Meeting, submit draft resolutions regarding issues entered to the meeting agenda.
6. No resolution may be passed on issues not listed in the agenda of the General Meeting unless the entire share capital is represented and none of the participants raise any objection concerning a resolution.

§ 15

1. The Supervisory Board of the Bank shall be elected in a secret ballot.
2. Before the election of the Supervisory Board, the General Meeting shall, by request of the Chairman, set the number of Members of the Supervisory Board of the given term, to the extent and taking account of the provisions of §17 of the By-laws of the Bank.

§ 16

1. Shareholders shall propose candidates for Members of the Supervisory Board to the Chairman of the General Meeting, orally or in writing.
2. Members of the incumbent Supervisory Board may propose candidates for Members of the elected Supervisory Board pursuant to point 1.
3. Candidates for Members of the Supervisory Board shall possess knowledge, skills and experience adequate for fulfilling their function and duties entrusted to them and shall guarantee the proper fulfilment of these duties.
4. The person who proposes a candidate for a Member of the Supervisory Board shall provide detailed grounds, and in particular describe the educational and professional background of the candidate.
5. If the Supervisory Board is elected by way of voting in separate groups, the provisions of the Code of Commercial Partnerships and Companies shall apply.

§ 17

1. Candidates for Members of the Supervisory Board shall make a statement for the minutes of the General Meeting concerning independence of the candidate and functions performed in management boards or supervisory boards of other entities.
2. An independent candidate is a person who, on the date of election, fulfils the independence criteria resulting from the mandatory provisions of law.
3. On the basis of received proposals, the Chairman of the General Meeting shall draw up 2 lists of candidates for Members of the Supervisory Board:
 - 1) list of candidates for Members of the Supervisory Board;
 - 2) list of candidates for independent Members of the Supervisory Board.
4. Once the lists are announced by the Chairman, they are closed.
5. If the number of candidates in the lists drawn up pursuant to point 3 is equal to the number set pursuant to § 15, on request of the Chairman of the General Meeting, voting on the candidates in a list shall be subject to one single ballot unless any shareholders object to this procedure.
6. If the number of candidates in the lists drawn up pursuant to point 3 is greater than the number set pursuant to § 15, voting on each candidate in a list shall proceed separately in the alphabetical order of the family names of the candidates.
7. Those candidates who received the greatest number of votes of all candidates in a list are considered elected.

§ 18

1. In the case where all candidates meet the independence requirement, the Chairman of the General Meeting shall draw up a list of candidates for Members of the Supervisory Board on the basis of received proposals.
2. Once the list is announced by the Chairman, it is closed.
3. If the number of candidates in the list drawn up pursuant to point 2 is equal to the number set pursuant to § 15, on request of the Chairman of the General Meeting, voting on the candidates in the list shall be subject to one single ballot unless any Shareholders object to this procedure.
4. If the number of candidates in the list drawn up pursuant to point 2 is greater than the number set pursuant to § 15, voting on each candidate shall proceed separately in the alphabetical order of the family names of the candidates.
5. Those candidates who received the greatest number of votes of all candidates in a list are considered elected.

§ 19

1. Members of the Management Board of the Bank shall answer any questions of Shareholders concerning information about the company, if reasonably required to review issues on the agenda. A question shall be regarded as answered if the relevant information is available at the website of the Bank in the place separated for questions from shareholders and their answers.
2. Members of the Management Board shall refuse to disclose information mentioned in point 1 in cases set out in legal regulations.
3. In relation to a question asked by a shareholder during the General Meeting, except for section 2 above, the Management Board may reply to a Shareholder in writing outside the General Meeting, if only there are important reasons to do so, not later however than within 2 weeks after submitting a request during the General Meeting.
4. The Management Board shall answer questions of the Shareholders pursuant to the provisions of this article subject to the fact that the Bank as a public company complies with reporting obligations under the provisions of the Law on Public Trading in Securities whereas some information may only be disclosed pursuant to the provisions of the Law.

§ 20

After all points on the agenda have been exhausted and after any other issues raised in connection to the proceedings have been attended to, the Chairman of the General Meeting shall adjourn the Meeting.

§ 21

1. These Rules may be amended by an ordinary majority of votes cast in an open ballot.
2. Amended provisions of the Rules shall come into force starting with the General Meeting after the Meeting that amended these Rules.