



**Appendix No. 1 to the Rules of the Management Board of mBank S.A.
adopted by the Resolution no 333/23
of the Supervisory Board dated 21 September 2023**

Management board's decisions (resolutions) resulting in the generation of inside information within the meaning of the Market Abuse Regulation (MAR)* – procedure

1. The management board may receive a motion to classify certain information as inside information or delayed inside information along with a justification from an organisational unit via the Motions to the Management Board app. The decision/resolution made/passed by the management board may result in the generation of inside information within the meaning of MAR ("inside information"). An organisational unit applying for delayed disclosure of inside information to the public provides a justification for the delayed disclosure and proposes a disclosure date. The justification must specify how the conditions stipulated in (7) (b)-(d) are met.
2. The management board can classify any information as inside information if it finds that the criteria stipulated in MAR have been met.
3. The president of the management board reminds the persons attending a meeting that the discussed matter can result in them having access to inside information. He/she reminds them of the ensuing restrictions (ban on disclosing and using inside information). In the absence of the president of the management board his/her responsibilities are taken over by the member of the management board presiding at the meeting.
4. When the management board makes a decision (passes a resolution) resulting in the generation of inside information, the president of the management board immediately informs the persons attending the meeting that:
 - a. the decision (resolution) contains inside information,
 - b. the persons attending the management board meeting have obtained access to inside information and must not use or disclose it in an unlawful manner.
5. In the event stipulated in (4) an employee of the Management Board Office taking minutes of the management board meeting, in consultation with the director of the Compliance Department or his/her deputy immediately:
 - a. records the exact time of the decision (resolution), i.e. of the generation of inside information,
 - b. prepares a list of all persons who have had access to information about the decision (resolution). The list must contain the date and time each of these persons obtained access to the information.
6. Moreover, the bank's management board decides:
 - a. whether the bank will disclose the generated inside information to the public immediately, i.e. as soon as possible on the same business day as the day of making the decision (passing the resolution),
 - b. whether it will delay the disclosure of inside information to the public as per MAR, i.e. whether the information will be disclosed to the public on a later date.
7. When the management board decides to delay the disclosure of inside information to the public, it must consider that/whether:
 - a. it makes the decision on delayed disclosure on its own responsibility and that the decision must meet the conditions stipulated in (b)-(d) in accordance with MAR,
 - b. immediate disclosure of inside information could prejudice legitimate interests of the bank,
 - c. delay of disclosure of inside information to the public is not likely to mislead the public,
 - d. the bank is able to ensure the confidentiality of that information.

8. The management board sets the date of disclosure of delayed inside information. The management board may confirm the disclosure date proposed by the requesting unit. The management board can also authorise one of its members to immediately set the date.
9. The management board prepares a decision on delaying the disclosure of inside information at the meeting at which it has decided to delay the disclosure of inside information to the public. The decision is signed by two management board members (in accordance with the bank's representation rules) using hand-written signatures or qualified electronic signatures.
10. The management board prepares a written justification for delayed disclosure of inside information to the public. The justification must specify how the conditions stipulated in (7) (b)-(d) are met. The management board can confirm a justification prepared by the requesting unit.
11. The employee of the Management Board Office in consultation with the director of the Compliance Department or his/her deputy immediately (i.e. on the same business day) forwards the decision on the generation of inside information and its disclosure or delayed disclosure to the organisational unit of the bank which filed the motion.
12. Decision on the generation of inside information on the management board's initiative (without a motion filed by an organisational unit) and information about its successful processing in the Motions to the Management Board app and its disclosure or delayed disclosure is immediately (i.e. on the same business day) forwarded by the employee of the Management Board Office in consultation with the director of the Compliance Department or his/her deputy to the competent organisational unit. If the decision has not been processed in the Motions to the Management Board app, the management board immediately forwards it directly to the employee of the Management Board Office, who in consultation with the director of the Compliance Department follows the procedure stipulated above.
13. The unit specified in (11) or (12) (accordingly) immediately prepares a stock exchange report in Polish and English. The unit immediately (i.e. on the same day) forwards the report to DC. DC immediately makes the report public. The unit provides DC with a list of persons who have had access to inside information.
14. When delayed inside information is involved, DC is additionally provided with a scan of the management board's decision to delay the inside information. DC is also provided with the justification for the decision and the date of disclosure of delayed inside information. DC receives this information from the unit mentioned in (11) or (12).
15. When delayed inside information is involved, the unit mentioned in (11) or (12) provides DC with a confirmation of the disclosure date of the delayed inside information. The confirmation is provided on the day of planned disclosure or on the preceding business day. When the management board or the unit concludes that it is not possible to keep the delayed inside information confidential, they order DC to make it public immediately.
16. DC submits the decision and its justification to the Office of the Polish Financial Supervision Authority (UKNF) immediately after the delayed inside information has been made public.

*Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC