



**Enclosure 2 to
Supervisory Board Resolution 334/23
Dated 21 September 2023**

**RULES of the Remuneration and Nomination Committee
of the Supervisory Board of mBank S.A.**

§ 1

Remuneration and Nomination Committee of the Supervisory Board of mBank S.A. performs consulting and advisory functions for the Supervisory Board, and also performs other tasks resulting from the provisions of law, recommendations and recommendations of the regulator.

§ 2

The tasks of the Remuneration and Nomination Committee include in particular:

1. In terms of remuneration:

- 1) giving opinions, at least once a year, on the remuneration policies adopted at the Bank, submitting proposals for changes and presenting opinions to the Supervisory Board in this respect,
- 2) monitoring the remuneration policies adopted at the Bank and supporting the Bank's governing bodies in the supervision, development and implementation of these policies, their relevance, compliance with the practice and processes functioning at the Bank and the impact on the Bank's risk profile, in particular providing support to the Supervisory Board in whether the policy remuneration is gender-neutral and contributes to equal treatment of employees of different gender,
- 3) annual verification of the Risk Takers Identification Policy adopted at the Bank, including reviewing the criteria and process under which decisions are made, submitting proposals for changes and presenting opinions to the Supervisory Board in this regard,
- 4) annual assessment of the functioning of the remuneration policies and assessment, at least once every four years, of the Remuneration Policy for Members of the Management Board and Supervisory Board of mBank S.A., taking into account the applicable regulatory requirements and presenting its results to the Supervisory Board,
- 5) verification of indicators (KPIs) for a given calendar year adopted to calculate the bonus pool and verification of the final bonus pool of mBank Group,



- 6) monitoring the level and structure of remuneration, in particular remuneration for the so-called Risk Takers and issuing recommendations on general recommendations for the Management Board regarding the level and structure of remuneration for Risk Takers, with particular emphasis on persons holding managerial positions in the independent control function, including risk management, compliance and internal audit functions as well as the security function,
- 7) recommending to the Supervisory Board to accept the report on remuneration of Members of the Management Board and Supervisory Board of mBank S.A.
- 8) submitting to the Supervisory Board a proposal for a higher maximum ratio of variable remuneration to fixed remuneration,
- 9) with regard to members of the Management Board of mBank S.A. the tasks of the Remuneration and Nomination Committee include:
 - a) consideration of matters relating to the principles of remuneration and the amount of remuneration for members of the Management Board, including approving templates of management contracts and recommending to the Supervisory Board the amount of basic remuneration, benefits and the amount of severance pay,
 - a¹) setting detailed terms and conditions of contracts with members of the Management Board within the terms and conditions adopted by the Supervisory Board
 - b) setting and accounting for goals and results for members of the Management Board, including scorecards,
 - c) recommending to the Supervisory Board the definition of indicators (KPIs) being the basis for calculating the Bonus Pool for the given calendar year, the number of KPIs, the percentage share of each KPI in the Bonus Pool, verifying the Bonus Pool for members of the Management Board and recommending to the Supervisory Board the distribution of this pool among individual members of the Management Board,
 - d) annual determination of the situation of mBank Group in connection with Article 142 sec. 2 of the Banking Law (i.e. solvency / liquidity status of mBank Group) for the purposes of determining the amount of bonuses for members of the Management Board. Issuing recommendations to the Supervisory Board on not paying the full payment or reducing the amount of the above-mentioned bonus,
 - e) issuing an opinion to the Supervisory Board on reduction, non-payment or full refund of payments or reduction of the amount of non-deferred and deferred bonuses for members of the Management Board in accordance with the provisions of the Remuneration Policy for Employees Having a Significant Impact on the Risk Profile of mBank S.A.,



- f) issuing an opinion to the Supervisory Board on non-payment of all or part of the payment or reduction of the severance pay for members of the Management Board in accordance with the provisions of the management contract,
- g) making other decisions or performing other activities specified in or resulting from the Remuneration Policy for Employees Having a Significant Impact on the Risk Profile of mBank S.A. or agreements concluded with members of the Management Board.

2. In terms of nominations:

- 1) identification and selection of candidates for vacant positions in the management board and supervisory board as part of the succession process,
- 2) recommending candidates to the Management Board and the Supervisory Board, taking into account the criteria of individual and collective suitability set out in the Policy for the Assessment of Qualifications(Suitability), Appointment and Dismissal of Members of the Bank's Body at mBank S.A. ("Suitability Policy") and taking into account the diversity in the composition of the Bank's Management Board and Supervisory Board,
- 3) specifying the scope of duties for the candidate to the Management Board and the Supervisory Board of the Bank, as well as the requirements in terms of knowledge and competence as well as the expected commitment in terms of time devoted, necessary to perform the function,
- 4) determining the target value of representation of the gender underrepresented in the Management Board and Supervisory Board of the Bank and developing a diversity policy in the composition of the Management Board and Supervisory Board of the Bank aimed at achieving this target value,
- 5) periodically assessing, at least once a year, the structure, size, composition and effectiveness of the Management Board and recommending changes to the Supervisory Board in this respect,
- 6) making periodic, at least once a year, individual assessments of the suitability of members of the Supervisory Board and the Management Board as well as collective assessments and recommending the approval of the assessment to the appointing authorities,
- 7) periodically reviewing the Suitability Policy,
- 8) periodically reviewing the Policy for identifying key functions at mBank S.A., appointing and dismissing employees performing these functions and assessing their suitability and presenting recommendations to the Management Board in this regard,
- 9) consideration of complaints about the behavior of members of the Management Board towards employees of the Bank or other members of the Management Board, in accordance with the principles of the Bank's anti-mobbing and all forms of discrimination policy,
- 10) presenting opinions on granting consent to members of the Bank's Management Board to engage in competitive activities or for members of the Management Board to sit on management boards or supervisory boards of companies from outside the mBank Group,



- 11) periodically reviewing the policy of the Management Board with respect to the selection and appointment of managerial personnel at the Bank and recommending actions to the Management Board in this regard.

§ 3

1. The Remuneration and Nomination Committee consist of at least 3 members, including the Chairperson.
2. The Chairperson of the Remuneration and Nomination Committee coordinates the work of the Committee and is authorized to make and receive statements on behalf of the Committee.

§ 4

The Remuneration and Nomination Committee acts in accordance with the following regulations:

1. The Remuneration Committee convenes depending on the needs, however, at least once a year.
2. The Chairperson convenes meetings. Meetings of the Committee are convened by the Chairperson of the Committee on his own initiative, at the request of a member of the Committee or another member of the Supervisory Board.
3. Members of the Committee on Remuneration and Nomination may participate in meetings using means of direct remote communication ensuring real-time communication of all persons participating in the meeting, as well as the possibility of identifying all participants of the meeting, while maintaining the security rules adopted at the Bank. This fact should be recorded in the minutes of the Committee meeting.
4. The course of the Remuneration and Nomination Committee meeting may be recorded (only sound or sound and video). The recording shall exclusively be used to prepare the minutes of the Remuneration and Nomination Committee meeting and shall be permanently deleted after its approval by the Members of the Remuneration and Nomination Committee.
5. The Remuneration and Nomination Committee may make a decision at a meeting provided that at least half of the members of the Committee are present and informed of the meeting was communicated to all members. Decisions of the Committee (including recommendations and opinions) are taken by a simple majority of votes, and in the event of an equal number of votes for and against, the Chairperson of the Committee has the casting vote.
6. The Remuneration and Nomination may make decisions in writing or using means of direct remote communication. The decision is valid when all Members of the Committee have been notified of the content of the draft decision and at least half of the Members of the Committee have participated in making the decision. In case of voting in writing, when putting a matter to the vote the Chairperson of the Committee sets a deadline for the casting of votes.



7. Decisions of the Committee on Remuneration and Nomination are signed by the Chairperson of the Committee.. In the absence of the Chairperson of the Committee, the decision shall be signed by a member of the Committee designated by the Chairperson of the Committee.
8. The Remuneration and Nomination Committee submits an annual report on its activities to the Supervisory Board. The Remuneration and Nomination Committee provides the Supervisory Board, at least once every quarter of the financial year, with information on the supervisory activities undertaken and the results thereof.
9. If the agenda of the Remuneration and Nomination Committee concerns any aspect of the functioning of remuneration policies at the Bank, a representative of the Risk Committee should participate in the meeting in this respect.

§ 5

1. Minutes are taken at every meeting of the Committee in writing or in a form equivalent to writing. The minutes should include at least full names of the Committee members present and persons attending the meeting, a clear description of items on the agenda, course of the discussion, findings, agreed actions and decisions made, number of votes for each decision and any comments or dissenting opinions. The minutes are signed by the Chairperson of the Committee and by the employee of the competent unit providing support to the Remuneration and Nomination Committee who is present at the meeting.
2. The minutes shall be subject to approval by the members of the Remuneration and Nomination Committee taking part in the meeting. Members of the Committee shall be given the opportunity to examine and comment on the minutes documenting the meeting before their approval. Comments not taken into account and dissenting opinions shall be noted together with the reasons for not taking them into account.
3. The minutes of the Committee meeting are submitted to the Supervisory Board.
