

Warsaw, 26 February 2019

Suitability Assessment of the Supervisory Board Members conducted by the Executive and Nomination Committee of the Supervisory Board of mBank S.A.

Pursuant to the Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A. Executive and Nomination Committee conducted an annual suitability assessment of the following current Members of the Supervisory Board, i.e:

Maciej Leśny
Tomasz Bieske
Dr Andre Carls
Dr Marcus Chromik
Stephan Engels
Dr Janusz Fiszer
Mirostaw Godlewski
Jörg Hessenmüller
Gurjinder Johal
Michael Mandel
Teresa Mokrysz
Prof Agnieszka Słomka-Gołębiowska

1. Executive and Nomination Committee assessed in particular:

- a) collective and individual suitability of the Supervisory Board Member in accordance with the suitability matrix set out in Appendix no 1 to the Suitability Policy,
- b) the number of management functions held by the Supervisory Board Members and assessed if the Supervisory Board Members fulfill the adequate time commitment requirement under Appendices no. 5 and 6 to the Suitability Policy.

Having familiarized itself with the above documents and having analyzed the Supervisory Board individual and collective suitability criteria, Executive and Nomination Committee recommended that the Supervisory Board approve the positive suitability assessment of the Supervisory Board Members. Further Supervisory Board approved the positive suitability assessment of the Supervisory Board Members and decided to submit it for approval to the annual General Meeting of mBank S.A.

2. Executive and Nomination Committee based its positive assessment on the following criteria:

Each Supervisory Board Members has individually the knowledge, skills and experience required for the effective performance of supervisory functions. The Supervisory Board is collectively able to effectively evaluate and monitor decisions taken by the Management Board. As regards the expert knowledge and skills which are rated from 1-4 the Supervisory

Board Members collectively achieved the average of 3,5 points with the required threshold of 2,5 points. The composition of the Supervisory Board ensures that each Supervisory Board Member has at least the relevant theoretical knowledge of every field described in the suitability matrix set out in Appendix no. 1 to the Suitability Policy.

Moreover according to the evaluation in the suitability matrix, most of the Supervisory Board Members have in the most of the categories acquired practical competencies (3 points) or broadly competencies used in practice (4 points). Therefore the Supervisory Board Members have collectively competencies, which enable them to present their opinions and have an impact on the decision making process.

As far as soft skills, which were defined under the manager model of mBank SA, are concerned, all Supervisory Board Members have such competencies as cooperation, building of respect to diversity, client-centricity, working in the strategic context efficiently and empathically and taking decisions in view of unexpected change, self-improvement.

The skills of the Supervisory Board Members allow them individually and collectively to duly perform their duties.

3. Furthermore pursuant to the submitted and analyzed documentation, the Executive and Nomination Committee has concluded that each Supervisory Board Member can be considered to be a person of an impeccable reputation, which is honest and which follow the principles of ethics.

All Supervisory Board Members where highly committed, were not involved in any conflicts of interests and were able to issue balanced, objective and independent opinions. Therefore they also fulfill the criterium of independence of mind.

Pursuant to the best knowledge of the Executive and Nomination Committee there are no premises on which basis the above assessment could be undermine.

4. The Supervisory Board Members are able to devote the amount of time required to perform their duties and the number of management functions held by them does not exceed the limits specified in the generally applicable laws and does not collide with the time requirements for Supervisory Board Members which were set out in the Appendix 6 to the Suitability Policy.

Maciej Leśny
Przewodniczący Komisji Prezydialnej i ds. Nominacji
Przewodniczący Rady Nadzorczej