

Warsaw 25 February 2021

**Report on the activities
of the Remuneration Committee of the Supervisory Board of mBank S.A.
in 2020**

Legal basis

The Remuneration Committee of the Supervisory Board of mBank S.A. acts as a Standing Committee in line with:

- the By-laws of mBank S.A. (Article 22 (3).4)
- the Rules of the Supervisory Board of mBank S.A. (Article 12 (3).4).
- Rules of the Remuneration Committee of the Supervisory Board of mBank S.A.

Composition

In 2020 the composition of the Remuneration Committee was as follows:

Chairman	Michael Mandel (from 22 January 2020)
Chairwoman	Sabine Schmittroth (from 23 October 2020)
Members	Tomasz Bieske Jörg Hessenmüller (from 27 March 2020) Mirosław Godlewski (from 27 March 2020) Maciej Leśny (util 27 March 2020)

Meetings/activities/decisions

In 2020 the Remuneration Committee of the Supervisory Board held 5 meetings, on the 28 February, 6 June, 22 October, 26 November and 16 December.

During the meeting held on the 28 February 2020, the Remuneration Committee analysed and extensively discussed among others:

- Approval of MbO results and individual MbO appraisals for the members of the Management Board of mBank S.A. for the financial year 2019
- Approval of mBank S.A. Risk Takers Scorecards for the Management Board for 2019

- Setting annual bonus for 2019 for the Members of the Management Board of mBank S.A. (cash bonus)
- Setting annual bonus for 2019 for the Members of the Management Board of mBank S.A. (bonus in shares)
- Setting periods in 2020, during which Risk Takers, may within the Incentive Programme, purchase bonds, warrants and or shares of mBank S.A.
- Final verification of the bonus pool 2019 for mBank employees
- Opinion on Risk Takers remuneration policy
- Annual Report of Activities of the Remuneration Committee in 2019

During the meeting held on the 5 June 2020, the Remuneration Committee analysed and extensively discussed among others:

- Opinion from the overview of remuneration policies under current COVID19 situation
- Verification of the remuneration paid to Risk Takers below the mBank Management Board level and employees for risk management, audit and compliance in mBank

During the meeting held on the 22 October 2020, the Remuneration Committee analysed and extensively discussed among others:

- Comparison of mBank employees salaries with the market and information about rotation in the bank
- Acceptance of annexes to contracts of members of the Management Board
- Acceptance of changes to fuel limits for members of the Management Board

During the meeting held on the 26 November 2020, the Remuneration Committee analysed and extensively discussed among others:

- Bonus 2020 approach

During the meeting held on the 16 December 2020, the Remuneration Committee analysed and extensively discussed among others:

- Employee remuneration policy 2021
- Update of the Risk Takers List for 2020
- The Risk Takers identification policy 2021
- Report on the review of remuneration policies and practices in connection with the outbreak of the COVID-19 pandemic
- RT 2021 Remuneration Policy, including replacement of the RT 2020 Remuneration Policy

The Remuneration Committee comprehensively fulfilled all the duties imposed on it in the current legal environment.

Sabine Schmittroth
Chairwoman of the Remuneration Committee