



## **Recommendation of candidates for the new term of office of the Supervisory Board of mBank S.A. by the Executive Committee of the Supervisory Board mBank S.A.**

Following the Policy for the assessment of qualifications (suitability) of members of the supervisory body, management body and key function holders in mBank S.A. (Suitability Policy), adopted by the Supervisory Board Resolution 144/16 dated 15 December 2016 and planned nomination of the Supervisory Board Members for the next term of office during the Ordinary General Meeting of mBank S.A. taking place on 30 March 2017, the Executive Committee confirms getting acquainted with the required documentation (CV, candidate's consent to the nomination and declaration of guarantee in line with the Suitability Policy) and conducting interviews with the candidates for Members of the Supervisory Board.

Following the below described process and according to the described criteria, the Executive Committee of mBank SA's Supervisory Board, informs, that after detailed analyses, the following list of candidates for the Supervisory Board are proposed to the Ordinary General Meeting of shareholders of mBank SA:

- Tomasz Bieske
- Andre Carls
- Marcus Chromik
- Stephan Engels
- Janusz Fiszer
- Mirosław Godlewski – candidate supported by the minority shareholder Aviva Powszechna Towarzystwo Emerytalne Aviva BZ WBK SA
- Jörg Hessenmüller
- Thorsten Kanzler
- Maciej Leśny
- Michael Mandel
- Teresa Mokrysz
- Agnieszka Słomka-Gołębiowska

## **Relevant excerpt from the Policy for the assessment of qualifications (suitability) of members of the supervisory body, management body and key function holders in mBank S.A. (Suitability Policy)**

### ***"Preamble***

*The Management Board and the Supervisory Board of mBank S.A., being a bank within the meaning of the Act of August 29, 1997 of Banking Law, recognizes the need for transparent and precise definition of the criteria and the process of assessing candidates' qualifications to the most important positions in mBank S.A., therefore they implement the "Policy for the assessment of qualifications (suitability) of members of the supervisory body, management body and key function holders in the Bank " and;*

*There is no doubt that the process or criteria for the selection of persons holding important positions in mBank S.A. may not lead to a threat or violation of the rights of persons subject to assessment under the generally applicable provisions of Polish law and European Union law, or to discriminate against these people for any reason.*

*Therefore, it is assumed that the provisions of the "Policy for the assessment of qualifications (suitability) of members of the supervisory body, management body and key function holders in the Bank" should be interpreted and applied in practice: (1) taking into account the principles of proportionality, (2) providing , the process of assessing the qualifications will take place with respect for the rights of persons subject to assessment under the Constitution of the Republic of Poland and other generally applicable provisions of law, in particular to ensure the protection of personal data and personal property, and (3) in a way that the process will counteract discrimination against these individuals for any reason."*

[...]

#### **4.2. Supervisory Board:**

*The purpose of this profile of a candidate for a Member of the Supervisory Board of mBank S.A. and the goals behind the determination of the Supervisory Board composition are to guarantee a structured process of nominating Members of the Supervisory Board of the Bank based on unbiased criteria.*

##### **A. Goals regarding the Supervisory Board composition.**

- *Underlying the recruitment process is a goal to determine such composition of the Supervisory Board that allows it to exercise professional supervision over the Bank's operation and effectively support the Management Board.*
- *Members of the Supervisory Board should have the knowledge, skills and professional experience essential for adequate performance of the tasks of the Supervisory Board.*
- *The candidates nominated to participate in the recruitment process should, owing to their integrity, willingness to work, independence and character, be able to duly perform the duties of Members of the Supervisory Board of a commercial bank operating domestically and abroad and safeguard the Bank's public image.*
- *When nominating candidates, one should be guided by the criterion of versatility and diversity, including diversity of gender, age or professional experience.*

##### **B. Knowledge, skills, and professional experience.**

- *Every candidate for a Member of the Supervisory Board should have relevant education (whereas relevant education is assumed to be for example: education in the areas of banking and finance, economics, law, administration, financial regulation and quantitative methods), professional and personal experience, and at the same time the following criteria should be considered:*
  - *have a general knowledge of issues connected with the Bank's operation, in particular market environment, individual business areas, clients' needs, regions in which the Bank operates and development strategy;*
  - *give a guarantee of the proper performance of duties;*
  - *have the competencies allowing him or her to properly understand and assess the reports and analyses submitted with the Supervisory Board;*
  - *be capable of assessing managerial decisions, mainly in terms of their adequacy, profitability, purposefulness, and lawfulness;*
  - *have the competencies allowing him or her to assess annual statements with the support of an auditor, if needed.*

##### **C. Process of appointing Members of the Supervisory Board at a new term of office**

- *The General Meeting of the Bank is the body authorised to appoint Members of the Supervisory Board.*
- *The initial process of recruiting candidates for Members of the Supervisory Board is conducted by the Executive Committee. The Executive Committee recommends candidates for Members of the Supervisory Board.*
- *The members of the Supervisory Board should possess collective knowledge, skills and professional experience that are necessary for the proper implementation of tasks of the Supervisory Board.*
- *The candidates for new Members of the Supervisory Board can be nominated by the shareholders and existing Members of the Supervisory Board. Additionally, an excerpt of this Policy including information on candidates' profile shall be placed at the Bank's website.*
- *Prior to nominating a candidate, it is necessary to assess his or her business and personal links to the Bank and its competitors.*
- *A nomination of a candidate for a new Member of the Supervisory Board should be addressed to both the Management Board and the Chairperson of the Supervisory Board of the Bank and include:*
  - *short curriculum vitae, including a description of education and professional experience, with particular emphasis on personal, actual and organisational links with particular shareholders of the Bank so that they could be made public in accordance with separate regulations;*
  - *candidate's consent to the nomination;*
  - *self-certifications referred to in the Declaration of Guarantee in line with the Appendix to the Suitability Policy.*
  - *The information on nominated candidates and their curricula vitae as well as a note confirming that they meet the requirements set out in items above are published on the official website of the Bank.*
- *The shareholders and existing Members of the Supervisory Board may nominate candidates for Members of the Supervisory Board of a new term of office also at the General Meeting held to appoint the Supervisory Board of a new term of office."*

## **Tomasz Bieske**

Graduate of economics from the University of Cologne, Germany. For six years he worked in the headquarters of Dresdner Bank in Frankfurt. In 1990 he was a co-founder of Arthur Andersen in Poland and at the same time Partner and Director of the Financial Markets Group responsible for working with clients in the financial sector. At Ernst & Young was appointed Partner and Director of the Financial Markets Group, the Audit and Business Advisory combined company. He participated in the majority of the most important projects in the financial services sector: preparing a public offering of PKO BP SA and Kredyt Bank SA, the audit of financial statements: the Polish National Bank, PKO BP SA, Pekao SA, Getin Holding and number of other banks. He managed many projects in the banking sector. From 2011 participates in the work of the committee for regulatory changes and business banking cooperative (Fourth European Union directive, proposed amendments to Polish legislation, cooperation with the Ministry of Finance and the Financial Supervision Authority) as well as working closely with the Polish Banks Association and the National Association of Cooperative Banks. In 2011, he received the gold medal of the Polish Bank Association for participation in the development of banking in Poland in the years 1991 - 2011. Until June 30, 2013 he has been associated with Ernst & Young. Currently Mr. Bieske is the Chairman of the Supervisory Board at Nest Bank SA ( he will resign before the nearest OGM of mBank SA). Member of supervisory Boards at KRUK SA, Altus SA and PCM SA.

With reference to my application for the position of The Supervisory Board member at mBank S.A. with its registered office in Warsaw, I hereby state that to the best of my knowledge:

1. I have not been sentenced nor prosecuted for offences, in particular under the provisions of the Criminal Code, regulations relating to financial activities, including trading in financial instruments, banking activities, insurance activities or payment services, money-laundering laws, tax laws or laws relating to companies, bankruptcy or competition and consumer protection;
2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
3. I am not and I was not a participant in any pending and past proceedings to enforce the law by any other administrative bodies and/or professional organisations, in connection with infringements of relevant regulations;
4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

The information contained in the CV of Mr. Tomasz Bieske were updated on 6 March 2017.

## **Andre Carls**

Having studied business economics and completed a doctorate at the University of Cologne, Dr Carls joined Commerzbank through an international trainee programme in 1990.

He subsequently held various positions in Corporate Finance and Capital Markets in Frankfurt and from 1998 to 2000 was Executive Director of the Investment Banking Division of Commerzbank in London. From 2000 to 2008, Dr Carls was a member of the Board of Managing Directors of comdirect bank AG, from September 2002 to November 2004 as CFO and from November 2004 to March 2008 as CEO. From March 2008, to September 2008 he held the position of Vice-President of the Management Board and CFO of BRE Bank S.A. (currently mBank S.A.).

From March 2008 to December 2013, Dr Carls has been CEO of Commerzbank Auslandsbanken Holding AG and CEO of Central & Eastern Europe-Holding of Commerzbank AG. In January 2014, Dr Carls became a Divisional Board Member in the "Mittelstandsbank" (currently Corporate Clients) of Commerzbank AG.

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
3. I am not and I was not a participant in any pending and past proceedings to enforce the law by any other administrative bodies and/or professional organisations, in connection with infringements of relevant regulations;
4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## **Marcus Chromik**

Marcus Chromik studied in Munich, Göttingen, and Kiel. He also spent time in the US engaged in scientific research in Michigan. Mr Chromik holds a PhD in nuclear physics. He started his professional career with McKinsey in 2001. In 2004 he joined Postbank Group, where he held various executive positions, including new issues and syndication, liquidity management, and Credit Treasury. Then he served as Chief Market Risk Officer for Commerzbank for more than three years and was responsible for the Bank's market and liquidity risk management.

Dr Marcus Chromik has been a Divisional Board Member and Chief Credit Risk Officer for the Core Bank since 2012. On 4 November 2015, the Supervisory Board of Commerzbank appointed him to the Board of Managing Directors. He took up his post as Chief Risk Officer on 1 January 2016.

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
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4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## Stephan Engels

Stephan Engels studied Business Administration at the University of St. Gallen. Between 1988 and 1993 he worked at Daimler-Benz AG's internal audit department. Afterwards he headed the Regional Controlling Europe at debis AG for three years. From 1996 to 2000 he served as Chief Financial Officer at debis AirFinance B.V. In 2000, he joined DaimlerChrysler Bank AG, as Member of the Board for Credit then Chief Financial Officer & IT.

From 2003 he worked at DaimlerChrysler Services AG, lastly as a Member of the Board for Finance, Controlling, Risk Management & Strategy. From 2007 to 2012 he was a Member of the Executive Committee of Mercedes-Benz Car Group for Finance & Controlling and Head of Management Group Controlling at Daimler AG.

Since April 2012 he is a Member of the Board of Managing Directors at Commerzbank AG.

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
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4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
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7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## **Janusz Fiszer**

Dr. Janusz Fiszer is a legal advisor and a certified tax advisor, graduate of the Warsaw University Law School, holding a doctoral degree in law, specialist in tax and financial law.

Since 1980, Dr. Fiszer has been a researcher and lecturer at the University of Warsaw – currently an Associate Professor in the Department of Financial Legal Problems of Management. Also since 1991 senior advisor, and in 1998-2012 Partner, in the international law firm White & Case. In 2012-2013 Partner in the Tax & Legal Department of the international advisory firm PwC and since January 2014 Partner in the GESSEL Law Firm. Lecturer of International Tax Law at the Postgraduate Studies of International Tax Strategies at the Warsaw Economic University. Research scholar of the University of Kansas School of Business in Lawrence, Kansas, USA (1982-1983) and research scholar of the Deutscher Akademischer Austauschdienst [DAAD] and of the Thyssen Foundation[Fritz Thyssen Stiftung] at the University of Munich, Germany (1988-1989 and 1990).

Author of over 1.100 publications on tax and financial topics in Polish and foreign professional journals. From 1993 author of the Programing Council of the "Monitor Podatkowy"-monthly. Since the 90's correspondent of a professional journal „Tax Notes International” (USA). Since 2004 author of regular tax-related commentaries in „Dziennik Gazeta Prawna”-daily. Constantly ranked as leader in international and national rankings of lawyers-experts in tax law and tax advisors. Co-founder and member of the Supervisory Board of the Polish branch of the International Fiscal Association (IFA).

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
3. I am not and I was not a participant in any pending and past proceedings to enforce the law by any other administrative bodies and/or professional organisations, in connection with infringements of relevant regulations;
4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.



## **Miroslaw Godlewski**

Mr. Godlewski has a MBA diploma of Warsaw University of Technology and he is a graduate of Harvard Business School Advanced Management Program Ashridge Management College.

Currently Mr. Godlewski is Executive Chairman at Apteki Gemini, Senior Advisor with BCG, Supervisory Board Member at Celon Pharma S.A., Supervisory Board Member at Netia S.A. and Angel Investor with Hedgehog Fund.

Mr. Godlewski was Supervisory Board Member at ABC Data SA and also a Member of Remuneration and Nomination Committee. In the period of 2007 – 2014 he was the President and CEO at Netia SA. Mr. Godlewski held managerial positions at Opoczno SA., Pepsi-Cola General Bottlers Poland Sp. z o.o., DEC Sp. z o.o. and MEMRB Poland.

With reference to my application for the position of the Supervisory Board member at mBank S.A. with its registered office in Warsaw, I hereby state that to the best of my knowledge:

1. I have not been sentenced nor prosecuted for offences, in particular under the provisions of the Criminal Code, regulations relating to financial activities, including trading in financial instruments, banking activities, insurance activities or payment services, money-laundering laws, tax laws or laws relating to companies, bankruptcy or competition and consumer protection;
2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
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5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## **Jörg Hessenmüller**

Jörg Hessenmüller graduated from Hochschule für Bankwirtschaft in Frankfurt am Main in 1997 and was awarded a Master's degree in Management (Diplom – Betriebswirt (FH)). From 1989 to 2009 he worked for Dresdner Bank, holding the position of, among others, Head of Financial Control responsible for London, New York, Moscow, Sao Paulo and Asia. In 2009, Mr Hessenmüller was appointed Managing Director in Commerzbank Group and worked as the Head of Investment Banking Finance, Group Finance and was also responsible for controlling and management reporting of Corporates & Markets, the Portfolio Restructuring Unit, Group Treasury and Public Finance.

From April 2012 to June 2016, he was the Member of the Management Board of mBank S.A. responsible for finance area (CFO).

Since July 2016, Mr Jörg Hessenmüller has been the Managing Director in Commerzbank Group responsible for Group Management Development and Strategy.

With reference to my application for the position of The Supervisory Board member at mBank S.A. with its registered office in Warsaw, I hereby state that to the best of my knowledge:

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
3. I am not and I was not a participant in any pending and past proceedings to enforce the law by any other administrative bodies and/or professional organisations, in connection with infringements of relevant regulations;
4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## **Thorsten Kanzler**

Thorsten Kanzler studied mechanical engineering and economics at the University of Technology in Darmstadt (Germany), where he obtained the Diplom-Wirtschaftsingenieur (M.Sc. Eng.).

From 1991 to 2004 he was employed at Deutsche Bank AG on various positions in the treasury and risk management area in Frankfurt, New York, Sydney and London. Between 2004 and 2007, Mr Kanzler was Group Treasurer and Divisional Board Member of Corporate & Investment Banking in WestLB AG in Düsseldorf.

From May 2007, Mr Kanzler was Head of Group Treasury & Capital Management at Dresdner Bank AG in Frankfurt am Main. Since the beginning of 2009, Mr Kanzler has been Divisional Board Member for Group Treasury at Commerzbank AG. Mr Kanzler is responsible for assets and liabilities management, risk management of the banking books, capital management and funding.

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
3. I am not and I was not a participant in any pending and past proceedings to enforce the law by any other administrative bodies and/or professional organisations, in connection with infringements of relevant regulations;
4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## Maciej Leśny

In 1969 Maciej Leśny completed his studies at the Faculty of Economic Sciences at the Warsaw University. During his professional career, Mr Leśny worked for 6 years in the shipbuilding industry in Gdańsk and 8 years for Zakłady Elektronicznej Techniki Obliczeniowej. For more than 22 years he had worked in the central state administration, including 8 years in the position of Undersecretary of State: in the Ministry of Foreign Economic Co-operation; the Ministry of Economy; the Ministry of Economy, Labour and Social Policy; and finally in the Ministry of Infrastructure. He completed post-graduate studies and training in the United States the Michigan University (Business School of Administration) and De Paul University (Chicago). In 1992-1993, as a scholarship holder of the US government, Mr Leśny studied at the American University in Washington, DC. During his scholarship he served a four-month internship at the World Bank and completed a privatization training course in the International Monetary Fund. From March 1994 to 1998, Chairman of the Supervisory Board of BRE Bank. By December 2001, Member of the Supervisory Board. In 2004, Mr Leśny was re-elected Chairman of the Supervisory Board.

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
3. I am not and I was not a participant in any pending and past proceedings to enforce the law by any other administrative bodies and/or professional organisations, in connection with infringements of relevant regulations;
4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court, but I have been recalled from a managerial position;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

Ad Point 5: I declare that in years 1994-2004 I was recalled from the following positions of a managerial nature:

- Undersecretary of State in the Ministry of Foreign Economic Relations;
- Undersecretary of State in the Ministry of Economy, Labor and Social Policy;
- Undersecretary of State in the Ministry of Economy (twice);
- Undersecretary of State in the Ministry of Infrastructure;

however, the dismissal from all of the above-mentioned functions resulted from non-substantive reasons, related in particular to changes in Government or restructurings of ministries.

## **Michael Mandel**

Michael Mandel completed Business Administration at the University of Münster. In 1986-2000 he was associated with Dresdner Bank, where he was responsible for private banking. In 2000-2002 he was a consultant in McKinsey & Company.

Since 2002 Michael Mandel has been associated with Commerzbank AG, where he assumed the position of Business Development Director in the private customers segment. In 2008 he was appointed CEO of Comdirect Bank AG. Since 2010 he was the Member of the Divisional Board of Commerzbank AG - Private Customers. In May 2016, Michael Mandel was appointed a Member of the Board of Commerzbank AG responsible for the business segment Private Customers.

With reference to my application for the position of The Supervisory Board member at mBank S.A. with its registered office in Warsaw, I hereby state that to the best of my knowledge:

1. I have not been sentenced nor prosecuted for offences, in particular under the provisions of the Criminal Code, regulations relating to financial activities, including trading in financial instruments, banking activities, insurance activities or payment services, money-laundering laws, tax laws or laws relating to companies, bankruptcy or competition and consumer protection;
2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
3. I am not and I was not a participant in any pending and past proceedings to enforce the law by any other administrative bodies and/or professional organisations, in connection with infringements of relevant regulations;
4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## **Teresa Mokrysz**

Ms Mokrysz graduated from the University of Economics in Katowice in 1978.

In 1990, she created the Mokate brand, one of the most recognisable Polish brands in the world. She transformed a small family firm into a global business. As one of the owners, Ms Mokrysz runs eight Mokate enterprises headquartered in Poland and in other countries of Central Europe. She built manufacturing plants in the Polish towns of Żory and Ustroń from scratch and developed the manufacturing plant located nearby Prague, Czech Republic (producing coffee, tea and intermediate goods for food industry). Under her leadership the company entered nearly 70 markets, selling its products on all continents.

Ms Mokrysz was a winner of the "Leader of the Decade" title given by Gazeta Wyborcza daily, and the "Success of the Decade" title by the Businessman Magazine. In 2000, the International Foundation for Women's Entrepreneurial Spirit from Los Angeles awarded Ms Mokrysz the title of "the most entrepreneurial woman of the world". Founder of scholarships for talented and impoverished youth, provides financial support to health care institutions, nursing homes, children's homes and schools.

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2. no administrative sanctions for failure to comply with regulations relating to banking and financial activities, securities and/or insurance activities, or relating to securities markets, securities and/or payment instruments or any provisions relating to financial services have been imposed on me;
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4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.

## **Agnieszka Słomka-Gołębiowska**

Agnieszka Słomka-Gołębiowska holds PhD in Economics and MSc. in Finance and Banking from Warsaw School of Economics, as well as MBA from the French Institute of Management. Currently, works as an Associate Professor at the Warsaw School of Economics. Previously, Director in the Industrial Development Agency responsible for corporate governance, restructuring and privatization (2006-2009), Professor Assistant at the University of Muenster (2003-2004) and consultant in Arthur Andersen (2000-2002). Since 2006, she sits on the supervisory boards. She received prestigious awards including Alexander von Humboldt Fellowship and Polish-American Fulbright Fellowship as well as was visiting scholar at universities in Berkeley (Haas), Cambridge (MIT), Tucson (UOA), Munster, Copenhagen (CBS), Birmingham (BBS), Berlin (HSoG), Genoa (UoG - Law School) and Vienna (WU). The author of numerous articles in professional journal and books on corporate governance in Polish as well as in English.

With reference to my application for the position of The Supervisory Board member at mBank S.A. with its registered office in Warsaw, I hereby state that to the best of my knowledge:

1. I have not been sentenced nor prosecuted for offences, in particular under the provisions of the Criminal Code, regulations relating to financial activities, including trading in financial instruments, banking activities, insurance activities or payment services, money-laundering laws, tax laws or laws relating to companies, bankruptcy or competition and consumer protection;
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4. I declare no refusal, revocation, withdrawal, repeal, cancellation, annulment (or other decision the result of which is similar to a decision issued by a competent authority) relating to registration, consent, permits, membership, concessions or licenses associated with the conduct of business or profession;
5. while holding a managerial position no employment relationship has been terminated with me nor have I been removed from a managerial position or induced to resign from such a position, and I have not been banned from holding managerial positions by a competent administrative authority or court;
6. I have not been entered on the list of unreliable debtors and there are no any negative entries in such a list maintained by a recognised credit information bureau;
7. I was not and I am not a shareholder (shareholder, partner) nor have I headed any entities in respect of which any reorganisation, restructuring, bankruptcy and/or liquidation proceedings were and/or are being instituted as a result of and/or in connection with my actions,
8. I have not been declared bankrupt under the consumer bankruptcy laws and there are no grounds for which I should file for consumer bankruptcy.