

**FORM FOR EXECUTING VOTING RIGHTS THROUGH A PROXY  
DURING THE ORDINARY GENERAL MEETING OF mBank S.A. WITH ITS SEAT  
IN WARSAW, CALLED FOR 24 MARCH 2021**

I / We, the undersigned

..... (name and surname)	..... (name and surname)
..... (name and surname)	..... (name and surname)
..... (phone number and e-mail address)	..... (phone number and e-mail address)

acting for and on behalf of .....  
with its seat in ..... (the "Shareholder"), having ..... registered /  
bearer shares<sup>1</sup> of the company called mBank S.A. with its seat in Warsaw

**we hereby authorise**

.....  
(name and surname)  
  
.....  
(phone number and e-mail address)

holding the identity card / passport<sup>2</sup> number ..... (the "Proxy")

to represent the Shareholder at the Ordinary General Meeting of the company called mBank S.A. with its seat in Warsaw, called for 24 March 2021, 15:00 hours, in the registered seat of the Bank in Warsaw, at Prosta 18 Street ("OGM"), also in a situation where a break in a meeting of the OGM is announced, particularly to: participate and express opinions during the OGM, sign the attendance list, vote on behalf of the Shareholder as well as to any other actions related to the meeting of the OGM.

The proxy is / not<sup>3</sup> authorised to grant further power-of-attorney.

..... (signature)	..... (signature)
..... (place / country, date)	..... (place / country, date)

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<sup>1</sup> delete where necessary  
<sup>2</sup> delete where necessary  
<sup>3</sup> delete where necessary

## COMMENTARY

Instruction is given by putting “X” in the appropriate column. In a situation where the Shareholder authorises the Proxy to vote differently from part of its shares, in the column “Instruction” relating to the appropriate resolution, the Shareholder should indicate a number of shares from which the Proxy should vote “For”, “Against”, abstain from voting or vote at the Proxy’s sole discretion. In a situation where the number of shares is not given, it shall be assumed that the Proxy is authorised to vote in the manner indicated for all the shares held by the Shareholder.

Due to the possibility of discrepancies between the content of draft resolutions presented below and the content of resolutions presented to the Ordinary General Meeting, it is recommended that in the column “Other” the Shareholder defines the manner of voting by the Proxy in such situation.

This form is not intended to verify the manner of voting of the Proxy, does not substitute the power-of-attorney granted by the Proxy, and it is not obligatory to use it.

### **Information on personal data processing**

1. mBank S.A., Prosta 18, 00-850 Warszawa, entered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw, 13<sup>th</sup>, Commercial Division, under KRS 0000025237, Tax Identification Number (NIP): 526-021-50-88, with its fully paid-up share capital amounting to PLN 169.468.160 as at 1 January 2021 (“the Bank”) acts as the personal data controller of the Shareholder and the Shareholder’s representatives.

2. The Bank processes personal data of the Shareholder and the Shareholder’s representatives in order to comply with legal obligations to which the Bank is subject (regarding organizing and holding the General Shareholders Meeting ) and for the purposes of the legitimate interests of the Bank (for evidential purposes – safeguarding information in case of a legal necessity to prove facts). The provision of personal data is necessary to participate in the General Shareholders Meeting.

3. The following data regarding Shareholders entitled from bearer shares: first name and surname or business name, registered office (address of residence), number, type and code of shares registered in order to participate in the General Shareholders Meeting is being acquired from the entity keeping the securities deposit (Krajowy Depozyt Papierów Wartościowych S.A.) - in accordance with the regulations on trading in financial instruments and Code of Commercial Companies.

4. The Bank processes personal data of the Shareholder and the Shareholder’s representatives for a period necessary to perform the legal obligations to which the Bank is subject or to fulfill the purposes of the legitimate interests of the Bank and for the period being the prescription period for potential claims.

5. The Shareholder and the Shareholder’s representatives:

1/ have the right to access and correct their data, as well as to transfer them; and

2/ may demand that the data be erased or that their processing be restricted, or may object to their processing.

6. The function of the Personal Data Protection Officer is held by a Bank employee who may be contacted at the following e-mail address: [Inspektordanychosobowych@mbank.pl](mailto:Inspektordanychosobowych@mbank.pl).

7. The President of the Personal Data Protection Office acts as the supervisory authority in terms of personal data protection and the Customer and the Customer’s representatives have the right to lodge a complaint to the President of the Personal Data Protection Office.

8. Data, including personal data, of the Shareholder and the Shareholder’s representatives, may be disclosed to entities entrusted by the Bank with data processing for the purpose of the performance of agreements on rendering services for the benefit of the Bank and other recipients authorized to receive personal data according to binding provisions of law.

## **PROPOSED DRAFT RESOLUTIONS**

*Resolution No. 1  
of XXXIV Ordinary General Meeting  
of mBank S.A.  
dated 24 March 2021  
Draft*

*Re.: Approval of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A., for 2020*

Pursuant to § 11 letter a) of the By-laws of mBank S.A., it is resolved as follows:

### **§ 1**

The Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A., for the period between 1 January 2020 and 31 December 2020, are approved.

### **§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 2**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Approval of the Financial Statements of mBank S.A. for 2020***

Pursuant to § 11 letter a) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

The audited Financial Statements of mBank S.A. for the year 2020 comprising of:

- a) Income Statement for the period from 1 January to 31 December 2020 showing a net profit of PLN 93 047 thousand,
- b) Statement of Comprehensive Income for the period from 1 January to 31 December 2020 showing a total comprehensive income of PLN 342 459 thousand,
- c) Statement of Financial Position as at 31 December 2020 showing total assets and total liabilities & equity of PLN 172 009 684 thousand,
- d) Statement of Changes in Equity for the period from 1 January to 31 December 2020 showing an increase of equity by PLN 352 685 thousand,
- e) Statement of Cash Flows for the period from 1 January to 31 December 2020 showing a net decrease in cash and cash equivalents by PLN 4 029 981 thousand,
- f) Explanatory notes to the Financial Statements,

are approved.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 3**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Division of the 2020 net profit***

Pursuant to § 11 letter b) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

The net profit earned by mBank S.A. in 2020, amounting to PLN 93 047 443.23 is left undivided.

**§ 2**

This Resolution shall come into force on the date of its adoption.

***Resolution No. 4  
of XXXIV Ordinary General Meeting  
of mBank S.A.  
dated 24 March 2021  
Draft***

***Re.: Division of the undivided profits from previous years***

Pursuant to § 11 letter b) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

The General Meeting of Shareholders of mBank S.A. decides not to perform the division of the undivided profits from previous years, amounting to PLN 2 005 433 425.78.

**§ 2**

This Resolution shall come into force on the date of its adoption.

**Resolution No. 5**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Cezary Stypułkowski, President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 6**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mrs. Lidia Jabłowska-Luba, Vice-President of the Management Board of the Bank, is given the vote of discharge of her duties for the financial year 2020, for the period between 1 January 2020 and 22 October 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 7**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Cezary Kocik, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 8**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Adam Pers, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 9**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Krzysztof Dąbrowski, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 10**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Frank Bock, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 11**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Andreas Böger, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 12**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Marek Lusztyń, Vice-President of the Management Board of the Bank, is given the vote of discharge of her duties for the financial year 2020, for the period between 22 October 2020 and 31 December 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 13**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Approval of election to the Supervisory Board, on the basis of § 19 section 3 of the By-laws of mBank S.A.***

Pursuant to § 19 item 3 of the By-laws of mBank S.A., it is resolved as follows:

**§1**

1. In relation to resignation of Mr. Ralph Michael Mandel from the post of a Member of the Supervisory Board effective as of 23 October 2020, the General Meeting of mBank S.A. approves the election on 22 October 2020 of Mrs. Sabine Schmittroth for the post of a Member of the Supervisory Board for the period starting from 23 October 2020.
2. The General Meeting judges that Mrs. Sabine Schmittroth possesses necessary knowledge, skills and experience required to fulfill the duties of a Member of the Supervisory Board and guarantees the proper fulfilment of these duties.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 14  
of XXXIV Ordinary General Meeting  
of mBank S.A.  
dated 24 March 2021  
Draft**

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Maciej Leśny, Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2020, for the period between 1 January 2020 and 27 March 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 15**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mrs. Sabine Schmittroth, Member of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2020, for the period between 23 October 2020 and 31 December 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 16**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mrs. Teresa Mokrysz, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2020, for the period between 1 January 2020 and 27 March 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 17**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mrs. Bettina Orlopp, Member of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2020, for the period between 27 March 2020 and 31 December 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 18**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mrs. Agnieszka Słomka-Gołębiowska, Member of the Supervisory Board until 27 March 2020 and Chairwoman of the Supervisory Board from 27 March 2020, is given the vote of discharge of her duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 19**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Marcus Chromik, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 20**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Ralph Michael Mandel, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2020, for the period between 1 January 2020 and 23 October 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 21**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Jörg Hessenmüller, Deputy Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 22**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Tomasz Bieske, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 23**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Mirosław Godlewski, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 24**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mrs. Aleksandra Gren, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2020, for the period between 27 March 2020 and 31 December 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 25**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.***

Pursuant to § 11 letter c) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

Mr. Gurjinder Singh Johal, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2020, for the period between 1 January 2020 and 27 March 2020.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 26**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Approval of the Consolidated Financial Statements of mBank Group for 2020***

Pursuant to § 11 letter a) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

The audited consolidated financial statements of the mBank Group for the year 2020 comprising of:

- a) Consolidated Income Statement for the period from 1 January to 31 December 2020 showing a net profit of PLN 103 757 thousand,
- b) Consolidated Statement of Comprehensive Income for the period from 1 January to 31 December 2020 showing a total comprehensive income of PLN 511 548 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2020 showing total assets and total liabilities & equity of PLN 180 136 294 thousand,
- d) Consolidated Statement of Changes in Equity for the period from 1 January to 31 December 2020 showing an increase of capital by PLN 521 762 thousand,
- e) Consolidated Statement of Cash Flows for the period from 1 January to 31 December 2020 showing a net decrease in cash and cash equivalents by PLN 4 061 225 thousand,
- f) Explanatory notes to the Consolidated Financial Statements,

are approved.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 27**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

**Re.: Amendments to the By-laws of mBank S.A.**

Pursuant to § 11 letter e) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

The following amendments are made to the By-laws of the Bank:

1. § 13 is changed and it reads as follows:

“§ 13

1. Shareholders may participate in the General Meeting and cast their votes either in person or by proxies. The powers of attorney for participation in the General Meeting shall be made out in writing or in electronic form and attached to the minutes.

2. Shareholders may participate in the General Meeting using means of electronic communication. Participation in the General Meeting using means of electronic communication is decided by the person (or body) convening the General Meeting. Detailed rules for participation in the General Meeting using means of electronic communication shall be defined in rules of procedure adopted by the Supervisory Board.”

2. In § 22 section 3 point 5 is added and it reads as follows:

“5) The IT Committee, whose authority includes, among others, the following:

- a) to exercise regular supervision of the IT and IT security of the Bank between meetings of the Supervisory Board;
- b) to analyse the periodic reports for the Supervisory Board regarding IT and IT security;
- c) to present to the Supervisory Board conclusions from the analysis of the periodic reports on IT and IT security.”

3. § 34 is changed and it reads as follows:

“§ 34

The share capital amounts to PLN 169,468,160 (one hundred sixty nine million four hundred sixty eight thousand one hundred and sixty) and is divided into 42.367.040 (forty two million

three hundred sixty seven thousand and forty) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

## **§ 2**

On the basis of Article 430(5) of the Code of Commercial Companies, the Supervisory Board of the Bank is hereby authorized to determine the consolidated text of the amended By-laws of the Bank.

## **§ 3**

The Resolution comes into force on the day of its adoption with effect as of the date of registration of the amendments to the By-laws of the Bank into the register of entrepreneurs of the National Court Register, according to Article 430(1) of the Code of Commercial Companies.

**Resolution No. 28**  
**of XXXI Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Amendments to the Standing Rules of the General Meeting of mBank S.A.***

Pursuant to § 11 of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

In the Standing Rules of the General Meeting of mBank S.A., in § 4 section 9 is added and it reads as follows:

“9. The Shareholder may participate in a General Meeting using means of electronic communication. Participation in the General Meeting using means of electronic communication is decided by the person (or body) convening the General Meeting. Detailed rules for participation in the General Meeting using means of electronic communication shall be defined in rules of procedure adopted by the Supervisory Board.”

**§ 2**

This Resolution comes into force on the day of its adoption, however it becomes effective starting from the General Meeting following the XXXIV Ordinary General Meeting of mBank S.A.

**Resolution No. 29**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re: Stance of shareholders of mBank S.A. concerning appraisal of functioning of remuneration policy regarding members of the Management Board and persons holding key positions at mBank S.A.***

Pursuant to § 28 section 4 of the Corporate Governance Principles for Supervised Institutions adopted in Resolution No. 218/2014 of the Polish Financial Supervision Authority of 22 July 2014, it is resolved as follows:

**§ 1**

Upon considering the assessment of functioning of the remuneration policy at mBank S.A. in 2020 presented by the Supervisory Board of mBank S.A., the General Meeting of mBank S.A. judges that the remuneration policy regarding members of the Management Board and persons holding key positions at mBank S.A. contributes to the development and security of the operations of the Bank.

**§ 2**

This resolution comes into force on the date of its adoption.

**Resolution No. 30  
of XXXIV Ordinary General Meeting  
of mBank S.A.  
dated 24 March 2021  
Draft**

***Re.: Approval of amendments 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.”***

Pursuant to the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018 and on the basis of § 57 section 2 of the Ordinance of the Minister of Finance dated 29 May 2018 on detailed technical and organisational conditions for investment firms, banks, mentioned in art. 70 section 2 of the act on trading of financial instruments, as well as fiduciary banks, it is resolved as follows:

**§ 1**

The General Meeting of Shareholders of mBank S.A. approves the amendment of Appendix 1 (Suitability matrix) 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.” in the wording adopted by the Supervisory Board of mBank S.A. on 25 February 2021 and announced in accordance with generally binding provisions of law.

**§ 2**

1. The General Meeting of Shareholders of mBank S.A. authorises the Supervisory Board of mBank S.A. to perform any necessary changes to the content of “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.”, each time during periods between the day of closing the assembly of the General Meeting of Shareholders of mBank S.A. until the day of convening the next General Meeting of Shareholders of mBank S.A.
2. Each amendment of “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” performed by the Supervisory Board of mBank S.A. on the basis of section 1 above, shall require approval of the next General Meeting of Shareholders of mBank S.A.

**§ 3**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 31**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Assessment of suitability of members of the Supervisory Board***

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

**§1**

The General Meeting of Shareholders of mBank S.A. assesses that in the period between the closing of the last General Meeting of Shareholders of mBank S.A., that is from 27 March 2020 until the day this resolution is adopted, members of the Supervisory Board of mBank S.A. in the composition:

Mrs. Agnieszka Słomka-Gołębiowska, Chairwoman of the Supervisory Board;  
Mrs. Bettina Orlopp, Member of the Supervisory Board;  
Mr. Marcus Chromik, Member of the Supervisory Board;  
Mr. Jörg Hessenmüller, Deputy Chairman of the Supervisory Board;  
Mr. Tomasz Bieske, Member of the Supervisory Board;  
Mr. Mirosław Godlewski, Member of the Supervisory Board;  
Mrs. Aleksandra Gren, Member of the Supervisory Board;  
Mr. Ralph Michael Mandel, Member of the Supervisory Board (performing function until 23 October 2020);  
Mrs. Sabine Schmittroth, Member of the Supervisory Board (performing function since 23 October 2020);

each of them have met the individual criteria of suitability of a member of the Supervisory Board.

**§ 2**

The General Meeting of Shareholders of mBank S.A. assesses that in the period between the closing of the last General Meeting of Shareholders of mBank S.A., that is from 27 March 2020 until the day this resolution is adopted, the Supervisory Board of mBank S.A. has met the collective criteria of suitability.

### **§ 3**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 32**  
**of XXXIV Ordinary General Meeting**  
**of mBank S.A.**  
**dated 24 March 2021**  
Draft

***Re.: Opinion of the General Meeting of mBank S.A. on Report on remuneration of Members of Management Board and Supervisory Board of mBank S.A.***

On the basis of Article 90g. 6 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies (“the Act”) and art. 395 § 2[1] of the Code of Commercial Companies, it is hereby resolved as follows:

**§ 1**

1. General Meeting of mBank S.A., after familiarizing itself with the Report on remuneration of Members of Management Board and Supervisory Board prepared by the Supervisory Board of mBank S.A. for years 2019 and 2020 on the basis of Article 90 of the Act (Report) and assessed by a statutory auditor - Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością spółka komandytowa, expresses a positive opinion regarding the Report.
2. General Meeting of mBank S.A. does not submit comments to the Report.

**§ 2**

This Resolution comes into effect on the day of its adoption.

*Resolution No. 33  
of XXXIV Ordinary General Meeting  
of mBank S.A.  
dated 24 March 2021  
Draft*

***Re.: Amendments to the By-laws of mBank S.A. and authorization of the Management Board of mBank S.A. to increase the share capital of mBank S.A. within the limits of the authorized capital without the possibility to divest current shareholders of the pre-emptive right in whole or in part***

Pursuant to Article 430(1), Article 444 and Article 445 of the Code of Commercial Companies and Partnerships and § 11 letter e) of the By-laws of mBank S.A., it is resolved as follows:

**§ 1**

The By-laws of the Bank are amended by deleting § 35a in the current wording and replacing it with § 35a, which reads as follows:

„§ 35a

1. The Management Board shall be authorized to increase the share capital of the Bank by the amount not higher than PLN 60,000,000 (in words: sixty million) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (hereinafter the “**authorized capital**”).
2. The authorization described in point 1 above shall expire after three years from the date the amendments to the By-laws of the Bank including the authorized capital are entered into the register of entrepreneurs of the National Court Register.
3. The Management Board of the Bank shall be authorized to increase the share capital within the limits of the authorized capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted by the Management Board.
4. The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the share capital increase within the limits of the authorized capital and in case of decision to issue shares within an open or closed subscription, and in particular to:
  - set the time limit to open and close the share subscription,
  - set the conditions and ways to subscribe for shares,
  - allocate shares, including allocation of shares not taken up upon exercising the preemptive right.
5. The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the authorized capital shall require consent of the Supervisory Board of the Bank.
6. The Management Board of the Bank is not authorized to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the share capital increase within the limits of the authorized capital.
7. The Management Board of the Bank shall issue shares within the share capital increase exclusively for cash contributions.

8. The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the share capital increase within the limits of the authorized capital.

9. Unless provisions of law or this paragraph state otherwise, the Management Board is authorized to decide on all matters connected with the share capital increase within the limits of the authorized capital, and in particular to:

1) conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,

2) take all necessary actual and legal steps to admit shares to trading on the regulated market operated by *Gielda Papierów Wartościowych S.A.* (Warsaw Stock Exchange), including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by *Gielda Papierów Wartościowych S.A.* (Warsaw Stock Exchange).

3) adopt resolutions and take all other necessary actual and legal steps as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with *Krajowy Depozyt Papierów Wartościowych S.A.* (Central Securities Depository of Poland).”

## §2

1. Adopting the proposed resolution on the amendments to the By-laws of the Bank and authorization of the Management Board to increase the share capital within the limits of the authorized capital aims at making it possible for the Bank to obtain quick and flexible funding if a need for it arises. Introducing a flexible mechanism that allows increasing the Bank's share capital is particularly justified in the existing market conditions, in order to allow the Bank to quickly adjust to regulatory requirements or supervisory authorities recommendations regarding capital requirements for banks if necessary. What is important, the Bank's Management Board using the authorisation to increase the share capital within the limits of the authorised capital will be able to adapt the size and time of the issue to market conditions and current capital needs of the Bank.

2. The authorization to increase the share capital granted to the Management Board of the Bank will make it possible for the Management Board:

1) to shorten and simplify the process of obtaining funds as part of capital increase as it will not be necessary to convene and hold the General Meeting in order to increase the share capital,

2) to reduce costs of the share capital increase,

3) to offer the new issue shares at the most convenient time compared with the procedure for an ordinary increase of share capital, and

4) to mitigate the risk of unfavourable changes in the economic situation on the capital market as a result of shortening the capital increase process.

3. The issue price of shares issued within the limits of the authorized capital, by way of single or repeated share capital increase, shall be set by the Management Board of the Bank, with consent of the Supervisory Board of the Bank. Granting this authorization to the Management Board and Supervisory Board of the Bank shall allow for an efficient issue of shares by adjusting the issue price to the demand for shares or circumstances existing on financial markets.

## §3

The General Meeting of the Shareholders of the Bank, after considering the justification of the introduction of the authorized capital described in §2, at the same time being a justification of the resolution as regards the grounds for the increase of the share capital within the limits of the authorized capital and ways of fixing the issue price, hereby complies with the standpoint of the Management Board and accepts it as justification of this resolution as required by the provisions of the Code of Commercial Companies.

#### §4

On the basis of Article 430(5) of the Code of Commercial Companies, the Supervisory Board of the Bank is hereby authorized to determine the consolidated text of the amended By-laws of the Bank.

#### §5

The Resolution comes into force on the day of its adoption with effect as of the date of registration of the amendments to the By-laws of the Bank into the register of entrepreneurs of the National Court Register, according to Article 430(1) of the Code of Commercial Companies.



**VOTING INSTRUCTIONS**

**SHAREHOLDER** .....  
 (NAME AND SURNAME)

**PROXY** .....  
 (NAME AND SURNAME)

**RESOLUTION NO 1**

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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**RESOLUTION NO 2**

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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**RESOLUTION NO 3**

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*  
RESOLUTION NO 4

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*  
RESOLUTION NO 5

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*  
RESOLUTION NO 6

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*  
RESOLUTION NO 7

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 8

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 9

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 10

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 11

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Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*  
RESOLUTION NO 12

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 13

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Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 14

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 15

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 16

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 17

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 18

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*

RESOLUTION NO 19

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 20

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 21

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 22

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE
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	OBJECTION		DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 23

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 24

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 25

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....

<input type="checkbox"/> OTHER
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RESOLUTION NO 26

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 27

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 28

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares .....	Number of shares .....	Number of shares .....	Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 29

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 30

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 31

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 32

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			

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RESOLUTION NO 33

<input type="checkbox"/> FOR  Number of shares .....	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION  Number of shares .....	<input type="checkbox"/> ABSTAIN FROM VOTING  Number of shares .....	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION  Number of shares .....
<input type="checkbox"/> OTHER			