

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION  
OF THE XVII EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED  
18.09.2025 concerning election of the Chairman of the Meeting**

The adoption of this resolution by the EGM is pursuant to Article 409 § 1 of the Commercial Companies Code and § 6.3 of the Standing Rules of the General Meeting of mBank S.A.

**OPINION OF THE SUPERVISORY BOARD**

In accordance with the wording of § 2 item 10 of the Rules of the Supervisory Board and having revised the draft of the resolution concerning election of the Chairman of the Meeting, the Supervisory Board accepts its content and recommends to the XVII Extraordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTIONS  
OF THE XVII EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED  
18.09.2025 concerning increasing the number of members of the Supervisory Board  
of the Bank and on appointing a member(s) of the Supervisory Board of the Bank**

The adoption of a resolution concerning increasing the number of members of the Supervisory Board of mBank S.A. by the EGM, is related to the challenges facing the financial sector and the bank as an organization, resulting from the continuous growth, complexity, and pace of development of the market environment, as well as the desire to enrich and diversify the Supervisory Board in accordance with the objectives of the adopted suitability policy.

Additionally, due to the resignation of Mr. Mirosław Godlewski from the position of Member of the Supervisory Board of mBank S.A., effective as of 17 September 2025, it became necessary to supplement the composition of the supervisory body.

The adoption of this resolution by the EGM also satisfies § 17 sections 1 and 4 of the Bank's By-laws.

**OPINION OF THE SUPERVISORY BOARD**

In accordance with the wording of § 2 item 10 of the Rules of the Supervisory Board and having revised the drafts of the resolutions concerning increasing the number of members of the Supervisory Board of the Bank and on appointing a member(s) of the Supervisory Board of the Bank, the Supervisory Board accepts their content and recommends to the XVII Extraordinary General Meeting of Shareholders adoption of these resolutions.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION  
OF THE XVII EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED  
18.09.2025 concerning collective assessment of the suitability of members of the  
Supervisory Board of the Bank**

The adoption of the resolution in question by the EGM is related to the wording of the Methodology for assessing the suitability of members of the bodies of banks, entities managing protection systems, insurance companies, reinsurance companies and pension societies issued by the Polish Financial Supervision Authority, as well as the wording of the binding Policy for the Assessment of Qualifications (Suitability), Appointment and Dismissal of Members of the Bank's Bodies at mBank S.A., as approved on 27 March 2025 by the Ordinary General Meeting of mBank S.A.

**OPINION OF THE SUPERVISORY BOARD**

In accordance with the wording of § 2 item 10 of the Rules of the Supervisory Board and having revised the draft of the resolution concerning collective assessment of the suitability of members of the Supervisory Board of the Bank, the Supervisory Board accepts its content and recommends to the XVII Extraordinary General Meeting of Shareholders adoption of this resolution.

**mBank S.A. MANAGEMENT BOARD'S RATIONALE FOR RESOLUTION  
OF THE XVII EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED  
18.09.2025 concerning costs of convening and holding the meeting**

The adoption of the resolution in question by the EGM is related to the wording of Article 400 § 4 of the Commercial Companies Code.

**OPINION OF THE SUPERVISORY BOARD**

In accordance with the wording of § 2 item 10 of the Rules of the Supervisory Board and having revised the draft of the resolution concerning costs of convening and holding the meeting, the Supervisory Board accepts its content and recommends to the XVII Extraordinary General Meeting of Shareholders adoption of this resolution.