

**Individual suitability assessment of the *of the candidates for the position of the Members of the Supervisory Board* collective suitability assessment of the Supervisory Board of mBank S.A.**

Following the request submitted by Commerzbank AG to convene an Extraordinary General Meeting of mBank S.A. for the purpose of expanding the composition of the Supervisory Board, and with the resignation of Mr Mirosław Godlewski from his functions on the Supervisory Board as of 17 September 2025 *Supervisory Board Members candidates have been recommended.*

Pursuant to the Policy for the Assessment of Qualifications (suitability), Appointment and Dismissal of Members of the Bank's Bodies at mBank S.A. ("Suitability Policy"), the Remuneration and Nomination Committee reviewed the requisite documentation enabling to perform following assessments:

1. Individual suitability assessment of Ms Dorota Snarska-Kuman candidate for a Member of the Supervisory Board and the Audit Committee
2. Individual suitability assessment of Ms Aleksandra Sroka-Krzyżak candidate for a Member of the Supervisory Board, the Risk Committee and the IT Committee
3. Individual suitability assessment of Ms Sabrina Kensy candidate for a Member of the Supervisory Board and the Risk Committee
4. Individual suitability assessment of Ms Aleksandra Gren candidate for a Member of the Remuneration and Nomination Committee
5. collective suitability assessments of the Supervisory Board, Remuneration and Nomination Committee, the Audit Committee and the Risk Committee

The Remuneration and Nomination Committee performed required individual assessments of:

1. **Ms Dorota Snarska-Kuman** - candidate for a Member of the Supervisory Board;
2. **Ms Aleksandra Sroka-Krzyżak** - candidate for a Member of the Supervisory Board;
3. **Ms Sabrina Kensy** - candidate for a Member of the Supervisory Board;
4. **Ms Aleksandra Gren** - candidate for a Member of Remuneration and Nomination Committee.

The Committee assessed, in particular:

- a) knowledge, professional experience, skills and competences,
- b) commitment of sufficient time to perform the duties of a Member of the Supervisory Board,

- c) guarantee of due performance of the entrusted duties; the assessment covered criminal records, reputation, honesty and reliability, financial standing and independence of mind and potential conflicts of interest,
- d) number of functions held as members of the management boards or the supervisory boards.

### **1. Suitability assessment of Ms Dorota Snarska-Kuman - a candidate for a Member of the Supervisory Board, as of 18 September 2025**

Ms Dorota Snarska-Kuman holds a Master's degree from the Warsaw School of Economics. She is a Certified Statutory Auditor, licensed by the Polish Chamber of Statutory Auditors. She has completed numerous executive development programs, including at the Kellogg School of Management, at the Northwestern University in Chicago, the International Institute for Management Development (IMD) in Lausanne, and holds a certificate from the "Making Corporate Boards More Effective" program at Harvard Business School in Boston.

Ms Dorota Snarska-Kuman has over thirty years of professional experience in advisory services for the financial sector, particularly for banks, insurance companies, investment and pension funds, as well as leasing and factoring companies. She specializes in accounting, auditing, financial reporting, and due diligence projects. For many years, she held managerial positions at consulting firms Arthur Andersen, Ernst & Young, and Deloitte, where from 2012 to 2024 she served as a Partner responsible for the Financial Institutions team within the Audit and Advisory Services Department.

From 2017 to 2023, she was a member of the Board of Directors of Deloitte Central Europe (covering 18 Central European countries), where she served as Chair of the Audit Committee and was also a member of the Nomination and Remuneration Committee. Additionally, from 2019 to 2023, she served on the Board of Directors of Deloitte Continental Europe (covering 25 European countries, including France, Germany, Luxembourg, Austria, Turkey, and Portugal), where she was a member of the Risk Committee and the Audit Committee.

The above made it possible to assess that Ms Dorota Snarska-Kuman has knowledge, skills and experience, appropriate to serve as a Member of the Supervisory Board and perform the duties entrusted to her.

In accordance with the submitted statements and certificates issued by competent agencies, Ms Dorota Snarska-Kuman has no criminal records and there are no circumstances adversely affecting the financial standing of Ms Dorota Snarska-Kuman or other entities due to the scope of her responsibility.

In addition, no professional and non-professional activities of Ms Dorota Snarska-Kuman were identified that could give rise to a conflict of interest or negatively affect her reputation as a Member of the Supervisory Board. The aforesaid provides grounds to expect that Ms Dorota Snarska -Kuman guarantees proper performance of duties as a Member of the Supervisory Board. Ms Dorota Snarska-Kuman meets criteria of independence.

Ms. Dorota Snarska-Kuman complies with the limits on the number of functions held as specified in generally applicable legislation and is also able to commit the necessary amount of time required to perform the duties entrusted to her as set out in the time requirements for Supervisory Board Members set out in the Suitability Policy.

## **2. Suitability assessment of Ms Aleksandra Sroka-Krzyżak - a candidate for a Member of the Supervisory Board, as of 18 September 2025**

Ms Aleksandra Sroka-Krzyżak holds a Master's degree in Finance and Banking from the Wrocław University of Economics. She is a graduate of the Advanced Management Programme at INSEAD Business School and the Leading Organisations and Change program at the MIT Sloan School of Management. She also studied Analytical Finance at Mälardalen University in Sweden.

Ms Aleksandra Sroka-Krzyżak has over twenty years of professional experience in strategic consulting, financial services, and technology. She spent 12 years at Boston Consulting Group (BCG), where she led projects for the banking, insurance, and digital sectors in offices in Warsaw, New York, Kyiv, and Milan. For three years, she served as Director of Strategy and Digital Transformation at PKO Bank Polski, where she co-created the bank's digitalization program.

From 2021 to 2024, she was associated with Allegro, overseeing mergers and acquisitions as well as the commercial area, ultimately serving as Vice President for Strategy and Corporate Development. Since 2025, she has been Vice President at Skyscanner, responsible for operations, strategy, M&A, and the development of new business areas.

The above made it possible to assess that Ms Aleksandra Sroka-Krzyżak has knowledge, skills and experience, appropriate to serve as a Member of the Supervisory Board and perform the duties entrusted to her.

In accordance with the submitted statements and certificates issued by competent agencies, Ms Aleksandra Sroka-Krzyżak has no criminal records and there are no circumstances adversely affecting the financial standing of Ms Aleksandra Sroka-Krzyżak or other entities due to the scope of her responsibility.

In addition, no professional and non-professional activities of Ms Aleksandra Sroka-Krzyżak were identified that could negatively affect her reputation as a Member of the Supervisory Board. The analysis of the information provided by the Candidate allows to conclude that no material conflict of interest has been identified in connection with her person. A potential conflict of interest exists due to her mandate as a member of the supervisory board of TBC Bank Uzbekistan, however, that risk has been assessed as effectively mitigated and not having a negative impact on the assessment of Ms Aleksandra Sroka-Krzyżak in terms of conflict of interest. The Candidate submitted her resignation from the aforementioned supervisory board on August 7, 2025, effective as of December 10, 2025. TBC Bank Uzbekistan operates exclusively in the Uzbek market and does not constitute direct competition in the markets where mBank S.A. conducts its business. The aforesaid provides grounds to expect that Ms Aleksandra Sroka-Krzyżak guarantees proper performance of duties as a Member of the Supervisory Board. Ms Aleksandra Sroka-Krzyżak meets criteria of independence.

Ms Aleksandra Sroka-Krzyżak is able to commit sufficient time to perform the duties entrusted to her and the number of functions held by her as a member of the management board and the supervisory board does not exceed the limits specified in the generally applicable legislation and does not conflict with the time requirements for Supervisory Board Members set out in the Suitability Policy.

### **3. Suitability assessment of Ms Sabrina Kensy - a candidate for a Member of the Supervisory Board, as of 18 September 2025**

Ms Sabrina Kensy graduated from Berlin School of Economics (Fachhochschule für Wirtschaft) with a degree in Business Administration, specializing in banking.

Ms Sabrina Kensy has over seventeen years of professional experience in corporate banking, gained within the structures of Commerzbank AG. She has held managerial positions for many years, including as Head of the Central/Eastern Germany regional office responsible for the SME segment, and as a manager within the key account management division. Since January 2021, she has served as Divisional Board Member responsible for the corporate banking division in the Central/Eastern Germany region. She is also a member of the Segment Board and ALCO, and has participated in the work of the Group Credit Committee.

Throughout her career, she has been responsible for strategy development, credit risk management, the development of sales structures, and the implementation of optimization processes. She is distinguished by her ability to build long-term client relationships, identify new market opportunities, and effectively manage risk, contributing to the bank's sustained market position while maintaining a balanced risk-return profile.

The above made it possible to assess that Ms Sabrina Kensy has knowledge, skills and experience, appropriate to serve as a Member of the Supervisory Board and perform the duties entrusted to her.

In accordance with the submitted statements and certificates issued by competent agencies, Ms Sabrina Kensy has no criminal records and there are no circumstances adversely affecting the financial standing of Ms Sabrina Kensy or other entities due to the scope of her responsibility.

In addition, no professional and non-professional activities of Ms Sabrina Kensy were identified that could give rise to a conflict of interest or negatively affect her reputation as a Member of the Supervisory Board. The aforesaid provides grounds to expect that Ms Sabrina Kensy guarantees proper performance of duties as a Member of the Supervisory Board. Ms Sabrina Kensy does not meet criteria of independence.

Ms Sabrina Kensy is able to commit sufficient time to perform the duties entrusted to her and the number of functions held by her as a member of the management board and the supervisory board does not exceed the limits specified in the generally applicable legislation and does not conflict with the time requirements for Supervisory Board Members set out in the Suitability Policy.

### **4. Suitability assessment of Ms Aleksandra Gren - a candidate for a Member of the Remuneration and Nomination Committee, as of 18 September 2025**

The information obtained regarding Ms. Aleksandra Gren's knowledge, skills, and experience indicates that she possesses the appropriate competencies to serve as a Member of the Remuneration and Nomination Committee of the Supervisory Board.

Ms Aleksandra Gren has over 17 years of experience in shaping nomination policies and processes, as well as in appointing and determining the remuneration of senior executives,

in compliance with the requirements of the Polish Banking Law and the KNF and EBA guidelines gained in a technology company operating within the financial sector. She possesses in-depth knowledge of corporate governance principles and practical experience in designing and implementing variable remuneration schemes that take into account their impact on risk management and executive behaviour. Ms Gren has participated in strategic assessments of senior management and in the development of incentive systems supporting risk management. She combines extensive experience in assessing potential, promoting diversity, and remuneration policy with knowledge acquired, among others, through programmes at Harvard Business School and the Center for Leadership.

An analysis of her current roles indicates that Ms Aleksandra Gren is able to commit the necessary amount of time required to perform the duties entrusted to her.

## **5. Collective suitability assessment of the Supervisory Board**

Following the occurrence of events triggering the collective assessment of the Supervisory Board, the re-assessments were performed.

The Supervisory Board composed as follows:

**Prof. Agnieszka Słomka-Gołębiowska**, Chairperson of the Supervisory Board, (meets the independence criteria)

**Ms Aleksandra Gren**, Member of the Supervisory Board, (meets the independence criteria)

**Mr Tomasz Bieske**, Member of the Supervisory Board, (meets the independence criteria)

**Mr Bernhard Spalt**, Deputy Chairperson of the Supervisory Board, (does not meet the independence criteria)

**Dr. Hans-Georg Beyer**, Member of the Supervisory Board, (does not meet the independence criteria)

**Mr Thomas Schaufler**, Member of the Supervisory Board, (does not meet the independence criteria)

**Mr Carsten Schmitt**, Member of the Supervisory Board, (does not meet the independence criteria)

**Ms Dorota Snarska-Kuman**, Candidate for a Member of the Supervisory Board as of 18 September 2025, (meets the independence criteria)

**Ms Aleksandra Sroka-Krzyżak**, Candidate for a Member of the Supervisory Board as of 18 September 2025 (meets the independence criteria)

**Ms Sabrina Kensy**, Candidate for a Member of the Supervisory Board as of 18 September 2025 (does not meet the independence criteria)

collectively possesses the qualifications, skills and experience necessary to perform its duties, i.e. to monitor, and when necessary, to challenge the actions of the Management Board, gives a guarantee of due performance of its duties, and meets the remaining

suitability criteria set out in the Suitability Policy and in the generally applicable legislation. In addition, the composition of the Supervisory Board meets the independence criteria set out in the legal regulations and contributes to the achievement of diversity goals.

## **6. Suitability Assessment of the Remuneration and Nomination Committee, the Audit Committee and the Risk Committee**

### **The Remuneration and Nomination Committee composed as follows:**

**Prof. Agnieszka Słomka-Gołębiowska**, Chairperson of the Remuneration and Nomination Committee,

**Mr Tomasz Bieske**, Member of the Remuneration and Nomination Committee,

**Mr Bernhard Spalt**, Member of the Remuneration and Nomination Committee,

**Mr Carsten Schmitt**, Member of the The Remuneration and Nomination Committee

**Ms Aleksandra Gren**, candidate for a Member of the Remuneration and Nomination Committee as of 18 September 2025

was assessed for collective suitability.

In particular, the Remuneration and Nomination Committee assessed:

1. knowledge and skills, including the area of remuneration policies and practices, as well as risk management and risk control, especially in the mechanism for adjusting the remuneration structure to the risk and capital profile of the institution
2. knowledge and skills in the area of the selection process and suitability requirements as defined by the Directive 2013/36/UE
3. the independence criteria set forth in the EBA Guidelines on sound remuneration policies under Directive 2013/36/EU.

The documentation collected allows to conclude that each person mentioned above and the Remuneration and Nomination Committee as a whole have knowledge and skills in the area of the selection process and suitability requirements, remuneration policies and practices, as well as risk management and risk control, particularly in the area of the mechanism for adjusting the remuneration structure to the institution's risk and capital profile, and in the area of the selection process and suitability requirements as defined by Directive 2013/36/EU.

The majority of the persons mentioned above, including the Committee's Chairperson, meet the independence criteria set forth in the EBA Guidelines on sound remuneration policies under Directive 2013/36/EU and EBA Guidelines on internal governance under Directive (EU) EBA/GL/2021/05.

Each person mentioned above and the Remuneration and Nomination Committee as a whole possess the knowledge, skills and experience necessary to properly perform their duties.

The above demonstrates that the composition of the Remuneration and Nomination Committee is compliant with legal requirements.

**The Audit Committee composed as follows:**

**Mr Tomasz Bieske**, Chairperson of the Audit Committee,

**Prof. Agnieszka Słomka-Gołębiowska**, Member of the Audit Committee,

**Dr. Hans-Georg Beyer**, Member of the Audit Committee,

**Mr Carsten Schmitt**, Member of the Audit Committee

**Ms Dorota Snarska-Kuman**, Candidate for a Member of the the Audit Committee as of 18 September 2025

was assessed for collective suitability.

In particular, the Remuneration and Nomination Committee assessed:

1. knowledge and skills, among others, in the scope of accounting and financial statements audit,
2. knowledge and skills in the scope of banking sector,
3. independence criteria specified in the Act on Statutory Auditors, Audit Firms and Public Oversight.

The documentation collected allows to conclude that each person mentioned above has knowledge and skills in accounting or financial statements audit and banking sector.

The majority of the persons mentioned above, including the Committee's Chairperson, meet the independence criteria set forth in the Act on Statutory Auditors, Audit Firms and Public Oversight.

Each person mentioned above and the Audit Committee as a whole possesses the knowledge, skills and experience necessary to properly perform their duties.

The above demonstrates that the composition of the Audit Committee is compliant with legal requirements.

**The Risk Committee composed as follows:**

**Mr Bernhard Spalt**, Chairperson of the Risk Committee,

**Prof. Agnieszka Słomka-Gołębiowska**, Member of the Risk Committee,

**Ms Aleksandra Gren**, Member of the Risk Committee,

**Ms Aleksandra Sroka-Krzyżak**, candidate for a Member of the Risk Committee, as of 18 September 2025

**Ms Sabrina Kensy**, Candidate for a Member of the Risk Committee as 18 September 2025

was assessed for collective suitability.

In particular, the Remuneration and Nomination Committee assessed:

1. knowledge and skills, among others, in the scope of risk management practices and control mechanisms

**2. the independence criteria set forth in the EBA Guidelines on internal governance EBA/GL/2021/05.**

The documentation collected allows to conclude that each member of the Risk Committee has knowledge and skills in risk management practices and control mechanisms.

The majority of members of the Risk Committee meet the independence criteria set forth in the EBA Guidelines on internal governance EBA/GL/2021/05 and in addition, the composition of the Risk Committee meets the criteria specified during arrangements with the Polish Financial Supervisory Authority, confirmed in a letter dated January 5, 2023.

Each Member of the Risk Committee and the Risk Committee as a whole possess knowledge, skills and experience necessary to properly perform their duties.

The above demonstrates that the composition of the Risk Committee is compliant with legal requirements.

**6. Recommendation concerning the candidates for the composition of the Supervisory Board for the current term of office**

As a result of the suitability assessment, the following candidates are recommended for appointment to the Supervisory Board for the current term:

**Ms Dorota Snarska-Kuman,**

**Ms Aleksandra Sroka-Krzyżak,**

**Ms Sabrina Kensy.**