

Individual and collective suitability assessment of the Supervisory Board Members, the Remuneration and Nomination Committee, the Audit Committee and the Risk Committee

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 initial suitability assessment of Ms Danuta Dąbrowska - a candidate for a Member of the Supervisory Board, the Risk Committee and the IT Committee - to replace the resigning Ms Aleksandra Sroka-Krzyżak, periodic assessment of Supervisory Board Members and collective suitability assessment of the Supervisory Board, the Remuneration and Nomination Committee, the Audit Committee and the Risk Committee.

The Remuneration and Nomination Committee performed required individual assessments of the Members of the Supervisory Board and collective suitability assessment of the Supervisory Board composed as follows:

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

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

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, Member of the Supervisory Board (meets the independence criteria),

Ms Sabrina Kensy, Member of the Supervisory Board (does not meet the independence criteria),

Ms Danuta Dąbrowska, candidate for a Member of the Supervisory Board as of 26 February 2026 (meets the independence criteria).

The Committee assessed, in particular:

- a) knowledge, professional experience, skills and competence,
- 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. Initial suitability assessment of Ms Danuta Dąbrowska a candidate for a Member of the Supervisory Board, as of 26 February 2026

Ms Danuta Dąbrowska graduated with Master of Science degree from the University of Horticulture and Food Industry in Budapest. Since 2000 she has been a Member of Association of Chartered Certified Accountants (ACCA). She is also a graduate of advanced management programmes, such as: Advanced Strategic Management, Strategic Finance and High Performance Leadership at IMD, Switzerland and 'Best-In-Retail' Programme at Harvard Business School.

Ms Danuta Dąbrowska has thirty-five years of professional experience in the financial, commercial and telecommunication sectors, and for more than twenty years she has held supervisory and executive positions. She has developed her career in international corporations and over the past thirteen years has focused her professional activity on serving in supervisory roles in large publicly listed companies. From 2014 until 25 February 2026 she served as a Member of the Supervisory Board of Santander Bank Polska S.A., where she held positions on the Audit Committee, Nomination Committee and Remuneration Committee, chairing the latter from 2017. Since 2019, Ms Danuta Dąbrowska has been a Member of the Supervisory Board and Chairwoman of the Audit Committee of Budimex S.A., and since 2024 she has also been a Member of the Supervisory Board of W. KRUK S.A.. Earlier in her career, she served on supervisory boards of Herkules S.A., Vistula Retail Group S.A., where she was also a member of the Audit Committee, as well as on the Audit Committee at the Polish Council of Shopping Centers.

As a Vice-President and Board Member of Pandora Jewelry CEE Sp. z o.o., Panmeas Jewellery LLC and ECCO Europe East & Middle East Sp. z o.o., she was responsible among others for managing finance, building operational structures, financial strategy and business development in the Central and Eastern Europe, Middle East, and for Panmeas Jewellery LCC also Africa regions. In TP Internet (France Telecom Group) and Ericsson she held director-level positions responsible for financial departments and business control functions. She began her professional career in audit firms Arthur Andersen (currently Ernst & Young Polska) and Coopers & Lybrand (currently PwC Audyt Polska).

The above made it possible to assess that Ms Danuta Dąbrowska 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 Danuta Dąbrowska has no criminal records and there are no circumstances adversely affecting the financial standing of Ms Danuta Dąbrowska or other entities covered by the scope of her responsibility.

In addition, no professional and non-professional activities of Ms Danuta Dąbrowska 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 Danuta Dąbrowska guarantees proper performance of duties as a Member of the Supervisory Board. Ms Danuta Dąbrowska meets criteria of independence.

Ms Danuta Dąbrowska is able to commit sufficient time to performing 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.

2. Secondary individual suitability assessment of Members of the Supervisory Board

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

Each Member of the Supervisory Board possesses adequate knowledge, skills and experience in all the fields defined in the Suitability Policy required to effectively perform supervisory functions.

The collected documentation and performance of Members of the Supervisory Board show that Members of the Supervisory Board have skills enabling them to present their views and influence the decision-making process.

Furthermore, the Remuneration and Nomination Committee concluded that each Member of the Supervisory Board can be considered to be an honest person of good repute, guided by high ethical standards. All Supervisory Board Members were actively involved in their duties in line with the Rules of the Supervisory Board of mBank S.A. and the rules of individual Committees, did not engage in conflicts of interest, and were able to issue balanced, objective and independent opinions. They therefore complied with the criterion of independence of mind.

To the best knowledge of the Remuneration and Nomination Committee, there are no premises based on which the above assessment could be undermined in any scope. Thus, the Committee is of the opinion that the Members of the Supervisory Board guaranteed proper performance of their duties.

The Members of the Supervisory Board are able to commit sufficient time to perform the duties entrusted to them.

3. 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,

Mr Bernhard Spalt, Deputy Chairperson of the Supervisory Board,

Ms Aleksandra Gren, Member of the Supervisory Board,

Mr Tomasz Bieske, Member of the Supervisory Board,

Dr. Hans-Georg Beyer, Member of the Supervisory Board,

Mr Thomas Schaufler, Member of the Supervisory Board,

Mr Carsten Schmitt, Member of the Supervisory Board,

Ms Dorota Snarska-Kuman, Member of the Supervisory Board,

Ms Sabrina Kensy, Member of the Supervisory Board,

Ms Danuta Dąbrowska, candidate for a Member of the Supervisory Board as of 26 February 2026

collectively possess the adequate knowledge, skills and experience required to effectively perform their duties. The Supervisory Board meets the criteria defined in in the Suitability Policy, Minimum requirements for the Members of the Supervisory Board, and in the generally applicable legislation.

The composition of the Supervisory Board meets the independence criteria set forth in the regulations and contributes to the achievement of diversity goals. Moreover, the Supervisory Board was collectively able to effectively monitor and assess decisions taken by the Management Board.

4. 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,

Ms Aleksandra Gren , Member of the Remuneration and Nomination Committee,

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

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

was assessed for collective suitability.

In particular, the Remuneration and Nomination Committee assessed:

1. knowledge and skills, including in 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 has 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 possesses 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, Member of the Audit Committee,

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,
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.

The majority of 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 Sabrina Kensy, Member of the Risk Committee,

Ms Danuta Dąbrowska, candidate for a Member of the Risk Committee as of 26 February 2026

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 person mentioned above has knowledge and skills in risk management practices and control mechanisms.

The majority of persons mentioned above 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 persons mentioned above and the Risk Committee as a whole possesses the 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.

5. Recommendation concerning the candidate for the composition of the Supervisory Board for the current term of office

As a result of the suitability assessment, Ms Danuta Dąbrowska is recommended for appointment to the Supervisory Board, the Risk Committee and the IT Committee for the current term.