



## 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 170,103,364 as at 1 January 2026 ("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 for item 2 of the agenda  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026***  
Draft

***Re.: election of the Chairman of the Meeting***

Pursuant to § 6 sec. 3 of the Standing Regulations of the General Meeting of mBank S.A., the following is resolved:

**§ 1**

The Ordinary General Meeting of mBank S.A. elects Mr./Ms. [...] as the Chairman of the Ordinary General Meeting.

**§ 2**

The resolution comes into effect upon its adoption.

**Resolution No. 1**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Approval of the Management Board Report on Performance of mBank S.A. Group in 2025 (including Management Board Report on Performance of mBank S.A.)**

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

**§ 1**

The Management Board Report on Performance of mBank S.A. Group in 2025 (including Management Board Report on Performance of mBank S.A.) for the period between 1 January 2025 and 31 December 2025, is approved.

**§ 2**

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

**Re.: Approval of the Financial Statements of mBank S.A. for 2025**

Pursuant to § 11 section 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 2025 comprising of:

- a) Income Statement for the period from 1 January to 31 December 2025 showing a net profit of PLN 3 547 319 thousand,
- b) Statement of Comprehensive Income for the period from 1 January to 31 December 2025 showing a total comprehensive net income of PLN 3 826 840 thousand,
- c) Statement of Financial Position as at 31 December 2025 showing total assets and total liabilities & equity of PLN 277 868 181 thousand,
- d) Statement of Changes in Equity for the period from 1 January to 31 December 2025 showing an increase of equity by PLN 3 696 369 thousand,
- e) Statement of Cash Flows for the period from 1 January to 31 December 2025 showing a net increase in cash and cash equivalents by PLN 3 811 572 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 XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Division of the 2025 net profit**

Pursuant to § 11 section 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 2025, amounting to PLN 3 547 318 501.51 is to be left undistributed.

**§ 2**

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

**Resolution No. 4**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

Pursuant to § 11 section 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 3 651 549 717.30.

**§ 2**

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

**Resolution No. 5**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Cezary Kocik, President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2025.

**§ 2**

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

**Resolution No. 6**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Krzysztof Bratos, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2025.

**§ 2**

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

**Resolution No. 7**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 8**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 9**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Marek Luszczyn, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2025.

**§ 2**

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

**Resolution No. 10**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

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

**§ 1**

Mrs. Julia Nusser, Vice-President of the Management Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, including the period of suspension starting from 17 November 2025.

**§ 2**

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

**Resolution No. 11**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Pascal Ruhland, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2025.

**§ 2**

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

**Resolution No. 12**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
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 Mrs. Aleksandra Sroka-Krzyżak from the post of a Member of the Supervisory Board of mBank S.A., effective as of the end of 25 February 2026, the General Meeting of mBank S.A. approves the election on 26 February 2026 of Mrs. Danuta Dąbrowska for the post of a Member of the Supervisory Board for the period starting from 26 February 2026.
2. The General Meeting judges that Mrs. Danuta Dąbrowska possesses necessary knowledge, skills and experience required to fulfil 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. 13  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mrs. Agnieszka Słomka-Gołębiowska, Chairperson of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2025.

**§ 2**

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

**Resolution No. 14  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Bernhard Spalt, Deputy Chairman of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2025.

**§ 2**

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

**Resolution No. 15**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

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

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 16  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Mirosław Godlewski, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2025, for the period from 1 January 2025 until 17 September 2025.

**§ 2**

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

**Resolution No. 17  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mrs. Aleksandra Gren, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 18  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Thomas Schaufler, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 19  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mr. Hans-Georg Beyer, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 20  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mrs. Sabrina Kensy, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 18 September 2025 until 31 December 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 21  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**

Draft

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

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

**§ 1**

Mrs. Dorota Snarska-Kuman, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 18 September 2025 until 31 December 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 22  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mrs. Aleksandra Sroka-Krzyżak, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 18 September 2025 until 31 December 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 23  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**

Draft

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

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

**§ 1**

Mr. Carsten Schmitt, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2025, for the period from 28 February 2025 until 31 December 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 24  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

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

**§ 1**

Mrs. Bettina Orlopp, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 1 January 2025 until 27 February 2025.

**§ 2**

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

*Form for Individuals*

**Resolution No. 25  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Approval of the Consolidated Financial Statements of mBank Group for 2025**

Pursuant to § 11 section 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 2025 comprising of:

- a) Consolidated Income Statement for the period from 1 January to 31 December 2025 showing a net profit of PLN 3 543 540 thousand,
- b) Consolidated Statement of Comprehensive Income for the period from 1 January to 31 December 2025 showing a total comprehensive net income of PLN 3 772 602 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2025 showing total assets and total liabilities & equity of PLN 280 253 227 thousand,
- d) Consolidated Statement of Changes in Equity for the period from 1 January to 31 December 2025 showing an increase of equity by PLN 3 642 131 thousand,
- e) Consolidated Statement of Cash Flows for the period from 1 January to 31 December 2025 showing a net increase in cash and cash equivalents by PLN 3 802 228 thousand,
- f) Explanatory notes to the Consolidated Financial Statements.

are approved.

**§ 2**

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

*Form for Individuals*

**Resolution No. 26  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

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

Pursuant to § 11 section 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.** § 6 item 1 point 9 is amended to read as follows:

“9) taking into deposit valuables and securities,”

**2.** § 6 item 2 point 14 is amended to read as follows:

“14) issuing electronic identification means within the meaning of trust services regulations,”

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

“The share capital amounts to PLN 170.103.364 (one hundred seventy million one hundred three thousand three hundred sixty four) and is divided into 42.525.841 (forty two million five hundred twenty five thousand eight hundred forty one) 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.

*Form for Individuals*

**Resolution No. 27  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
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 2025 presented by the Supervisory Board of mBank S.A. included in the Report of the Supervisory Board of mBank S.A. on its activities in 2025, 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.

*Form for Individuals*

**Resolution No. 28  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Approval of the “Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the bank’s body at mBank S.A.”**

Pursuant to the “Guidelines of the European Banking Authority and the European Securities and Markets Authority on the assessment of the suitability of members of the management body and key function holders” (EBA/GL/2021/06) and Recommendation Z of the Polish Financial Supervision Authority regarding rules for corporate governance in banks, it is resolved as follows:

**§1**

The General Meeting of Shareholders of mBank S.A. approves amended wording of the “Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the bank’s body at mBank S.A.” (the Policy), in the wording announced in accordance with generally applicable provisions of law.

**§ 2**

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 the Policy, in the period between the day of closing the assembly of the General Meeting of Shareholders of mBank S.A. until the day of the next General Meeting of Shareholders of mBank S.A. and to determine the minimum assessment levels for individual suitability criteria in relation to the Supervisory Board, in accordance with applicable legal and regulatory requirements and the provisions of the Policy.

**§ 3**

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

*Form for Individuals*

**Resolution No. 29  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Assessment of suitability of members of the Supervisory Board and assessment of adequacy of internal regulations of mBank S.A. regarding functioning of the Supervisory Board and its effectiveness**

In accordance with the "Methodology for assessing the suitability of members of governing bodies of banks, units managing protection systems, insurance companies, reinsurance companies, pension companies", issued by the Authority of the Financial Supervision Commission, as well as on the basis of recommendation 8.9 of the Recommendation Z of the Polish Financial Supervision Authority regarding rules for corporate governance in banks, 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 2025 until the day this resolution is adopted, members of the Supervisory Board of mBank S.A. in the composition:

Mrs. Agnieszka Słomka-Gołębiowska, Chairperson of the Supervisory Board;  
Mr. Bernhard Spalt, Deputy-Chairman of the Supervisory Board;  
Mr. Tomasz Bieske, Member of the Supervisory Board;  
Mrs. Aleksandra Gren, Member of the Supervisory Board;  
Mr. Hans-Georg Beyer, Member of the Supervisory Board;  
Mr. Thomas Schaufler, Member of the Supervisory Board;  
Mr. Carsten Schmitt, Member of the Supervisory Board;  
Mrs. Sabrina Kensy, Member of the Supervisory Board starting from 18 September 2025;  
Mrs. Dorota Snarska-Kuman, Member of the Supervisory Board starting from 18 September 2025;  
Mrs. Danuta Dąbrowska, Member of the Supervisory Board starting from 26 February 2026;

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 2025 until the day this resolution is adopted, the Supervisory Board of mBank S.A. has met the collective criteria of suitability.

**§ 3**

On the basis of the self-assessment of the Supervisory Board included in the Resolution of the Supervisory Board of mBank S.A. dated 26 February 2026, announced in accordance with generally binding provisions of law, the General Meeting of Shareholders of mBank S.A., evaluates positively the adequacy of internal regulations of mBank S.A. regarding functioning of the Supervisory Board, that is the By-laws, the Rules of the Supervisory Board of mBank S.A., the rules of the committees of the Supervisory Board, "Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the bank's body at mBank S.A." and the Remunerations Policy for Members of the Management Board and Supervisory Board of mBank S.A., as well as the effectiveness of operation of the Supervisory Board.

*Form for Individuals*

**§ 4**

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

*Form for Individuals*

**Resolution No. 30  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
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 2025 on the basis of Article 90g of the Act (Report) and assessed by a statutory auditor - KPMG Audyt 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.

*Form for Individuals*

**VOTING INSTRUCTIONS**

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

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

RESOLUTION FOR POINT 2 OF THE AGENDA

<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 1

<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 2

<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 3

<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			

\*\*\*

RESOLUTION NO 4

<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 DISCRETION
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*Form for Individuals*

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

\*\*\*  
RESOLUTION NO 5

<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			

\*\*\*  
RESOLUTION NO 6

<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			

\*\*\*  
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			

\*\*\*  
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			

*Form for Individuals*

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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			

\*\*\*  
RESOLUTION NO 10

<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			

\*\*\*  
RESOLUTION NO 11

<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			

\*\*\*  
RESOLUTION NO 12

<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			

*Form for Individuals*

\*\*\*  
RESOLUTION NO 13

<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			

\*\*\*  
RESOLUTION NO 14

<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			

\*\*\*  
RESOLUTION NO 15

<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			

\*\*\*  
RESOLUTION NO 16

<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 17

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN FROM	<input type="checkbox"/> AT THE PROXY'S SOLE
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*Form for Individuals*

Number of shares .....	<input type="checkbox"/> RAISING AN OBJECTION Number of shares .....	VOTING Number of shares .....	DISCRETION Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*  
RESOLUTION NO 18

<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			

\*\*\*  
RESOLUTION NO 19

<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			

\*\*\*  
RESOLUTION NO 20

<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			

\*\*\*  
RESOLUTION NO 21

<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			

*Form for Individuals*

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\*\*\*  
RESOLUTION NO 22

<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			

\*\*\*  
RESOLUTION NO 23

<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			

\*\*\*  
RESOLUTION NO 24

<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			

\*\*\*  
RESOLUTION NO 25

<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 26

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN FROM	<input type="checkbox"/> AT THE PROXY'S SOLE
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*Form for Individuals*

Number of shares .....	<input type="checkbox"/> RAISING AN OBJECTION Number of shares .....	VOTING Number of shares .....	DISCRETION Number of shares .....
<input type="checkbox"/> OTHER			

\*\*\*  
RESOLUTION NO 27

<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			

\*\*\*  
RESOLUTION NO 28

<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			

\*\*\*  
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			

\*\*\*  
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			