



***Enclosure no 2 to***

***Supervisory Board Resolution 332/23***

***dated 21 September 2023***

**RULES OF  
the Supervisory Board of mBank S.A.**

**§ 1**

The Supervisory Board performs functions stipulated in the By-laws of mBank S.A. ("Bank"), the Code of Commercial Partnerships and Companies and the Banking Law. The Supervisory Board acts according to the Rules which it adopts.

**§ 2**

In addition to the rights and obligations prescribed by law and the By-laws, the Supervisory Board is competent in particular:

1. to exercise supervision over introduction and assurance of functioning of adequate and effective system of risk management and system of internal control;
2. to supervise the Board of Management in defining the guidelines for the activity of the Bank, especially as activities subject to risks, such as the credit and investment strategy, and the compliance policy and to approve the proposals of the Management Board concerning: the essential organisational structure of the Bank which shall be construed as separated structurally and organizationally basic areas of the Bank's operation reporting to particular members of the Management Board and internal division of competences in the Management Board;
3. to exercise supervision over compliance of the Bank's regulations with a strategy and financial plan of the Bank, to the extent of risk undertaking;
4. to approve the disclosure policies of the Bank adopted by the Management Board and to approve annual disclosures regarding capital adequacy of mBank S.A. Group to be made public in accordance with binding provisions of law;
5. to approve strategies, policies and procedures prepared by the Management Board, as long as it is required by the regulations and/or recommendations of the Financial Supervision Commission, in particular regarding internal control system, risk management system, anti-money laundering and counter-terrorist financing strategy, internal governance policy, remuneration policies, internal capital adequacy assessment process, capital management and capital planning;
6. to evaluate annually: - adequacy and effectiveness of the risk management system and internal control system, including adequacy and effectiveness of the control function, Compliance Department and Internal Audit Department; - level of efficiency



of compliance risk management; effectiveness of the anti-money laundering and counter-terrorist financing compliance unit;

7. to analyse regular reports of the Management Board pertaining to all significant aspects of the activities of the Bank, risks related to its operations as well as risk management and effectiveness tools;
8. to draw up a report evaluating the position of the Bank to be tabled to the Ordinary General Meeting and appended to the annual report of the Bank for the previous financial year drafted pursuant to separate regulations;
9. approving the Bank's annual financial plans, multi-annual development plans, as well as strategy for the Bank's operations and principles of cautious and stable management of the Bank;
10. to review any motions and matters which are subject to resolutions of the General Meeting, including draft resolutions of the General Meeting. The Supervisory Board shall draw up grounds (opinions) for draft resolutions to be tabled for approval of the General Meeting. Such grounds (opinions) and draft resolutions shall be available to the shareholders in accordance with mandatory provisions of law;
11. issuance or approval of rules provided for in the By-laws;
12. to appoint and dismiss the President and other Members of the Bank's Management Board in keeping with the procedure and requirements stipulated in the Banking Law Act or other mandatory provisions of any applicable law;
13. defining management contracts and setting remuneration for Members of the Board of Management;
14. to authorise the Chairperson of the Supervisory Board to represent the Bank in agreements with Members of the Management Board including execution of management contracts with Members of the Management Board;
15. revision of information on formation, acquisition, closing and disposal of branches, permanent establishments and parts of a business as well as of initiation and termination of lines of business and fields of activity in advance;
16. approval of conclusion or amendment of each significant agreement or arrangement with the Members of the Management Board and/or the Supervisory Board;
17. approval of conclusion, amendment or termination of any significant affiliation agreements and/or cooperation treaties;
18. receipt of information on expected deviations from the annual budget;
19. analysis of: a report of the Internal Audit Department's director, prepared at least once a year on the basis of audits and reports resulting from monitoring of internal control mechanism effectiveness, in which information on incorrectness, applications and actions undertaken in order to eliminate incorrectness is included; activity report prepared by the head of the anti-money laundering and counter-terrorist financing compliance unit;



20. issuing guidelines for the Management Board's Members regarding the level and structure of remuneration for the top management of the Bank;
21. approval of the remuneration policy for each category of persons, whose professional activity has material impact on the Bank's risk profile;
22. to approve operational risk management strategy of the Bank prepared by the Management Board, to assess implementation of the strategy and request revisions of the strategy if necessary;
23. expressing consent for the Bank's Management Board Members to sit on management boards or supervisory boards of companies outside the Bank's capital group;
24. expressing consent for appointment and dismissal of a person managing Internal Audit Department and Compliance Department;
25. approval of the rules of functioning of Internal Audit Department and Compliance Department;
26. to present, on an annual basis, a report on the assessment of the functioning of the Bank's remuneration policy to the Annual General Meeting to allow the Annual General Meeting to assess if this policy favours development and security of the Bank;
27. approval of entering by the Bank into material transaction with an associated entity, to the extent as required by commonly binding provisions of law, applicable to public companies;
28. preparation of annual report on remuneration of members of the Management Board and the Supervisory Board, to the extent as required by commonly binding provisions of law, applicable to public companies;
29. to supervise the implementation of internal governance in the Bank and to assess, at least annually, the Bank's internal governance and its implementation;
30. authorising the Board of Management to acquire, encumber, and sell real estate, a perpetual usufruct or part of real estate and stock and participatory shares in companies as well as other fixed assets, if the value of the said transactions exceeds 1% of the Bank's own funds, as defined in § 33 of the By-laws of the Bank, as per December 31 of the preceding year. Such authorisation is not required if such acquisition results from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired. In the case of such acquisitions, resulting from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired, the Board of Management is obliged to inform the Supervisory Board of any such activity.

### **§ 3**

1. The Supervisory Board shall consist of at least 5 Members elected by the General Meeting of Shareholders for a common period of a three-year term of office. Members of the Supervisory Board shall possess knowledge, skills and experience adequate for fulfilling their function and duties entrusted to them and shall guarantee the proper fulfilment of these duties. At least half of the Members of the Supervisory Board, including the



Chairperson, shall hold Polish citizenship, permanently reside in Poland, speak Polish and have experience on the Polish market which can be used in supervision of the Bank.

2. The Supervisory Board Members' term of office shall expire, at the latest, on the date of the General Meeting which approves the financial statements of the Bank for the last full financial year of holding the function of Supervisory Board Member.

3. The mandate of a Supervisory Board Member shall also expire in the case of death, resignation or being recalled. Members of the Supervisory Board may be re-elected. The Supervisory Board shall elect the Chairperson and Deputy Chairperson of the Supervisory Board from amongst its Members. Supervisory Board Members may only perform their duties in person.

4. Performing the function in management boards or supervisory boards of other entities by a Member of Supervisory Board is a subject to restrictions stipulated in the Banking Law Act or other mandatory provisions of any applicable law.

#### **§ 4**

1. At least two of the Supervisory Board Members shall be Independent Supervisory Board Members.

2. The criteria of independence of an Independent Supervisory Board Member are stipulated in mandatory provisions of law.

3. No resolution should be passed without the consent of the majority of the Independent Members of the Supervisory Board on the following matters:

- a) any benefits provided by the Bank or any entities associated with the Bank to the Members of the Management Board;  
consent for the Bank to enter into a significant agreement with an entity
- b) associated with the Bank, a member of the Supervisory Board or the Management Board, or entities associated with them.

4. Adoption of resolution in contravention with requirements under section 3 shall not, however affect its validity, if adopted in accordance with the provisions of § 20 sections 1 – 4 of the By-laws of the Bank.

#### **§ 5**

1. A member of the Supervisory Board whose term expired in the course of the joint term of office of the Supervisory Board can be replaced with another person, subject to section 5, and an evaluation of compliance with the requirements stipulated in § 3 section 1.

2. The Supervisory Board may co-opt another person to replace a Supervisory Board Member whose mandate has expired during the common term of office of the Supervisory Board, subject to the provisions of point 5.



3. The mandate of a Supervisory Board Member appointed prior to the end of a given term of office of the Supervisory Board shall expire at the same time as the mandates of the other Members of the Supervisory Board.

4. Appointment of Supervisory Board Members in the course of the duration of the common term of office of the Supervisory Board shall be confirmed by the nearest General Meeting. In the event of refusal to confirm any of the Members of the Supervisory Board so appointed, the General Meeting shall elect a new Member of the Supervisory Board to replace the person whose appointment was not approved.

5. If owing to the expiry of the mandates of Supervisory Board Members during their common term of office on the Supervisory Board the number of Supervisory Board Members is less than 5, the Supervisory Board shall appoint new Members of the Supervisory Board to replace those whose mandates have expired.

6. If owing to the expiry of the mandates of Supervisory Board Members during their common term of office on the Supervisory Board the number of Independent Supervisory Board Members in the sense of § 4.2 is less than two Supervisory Board Members or less than the number of Independent Supervisory Board Members elected by the General Meeting, the Supervisory Board shall elect new Independent Members of the Supervisory Board to replace those whose mandates have expired taking the terms of § 17.5 of the By-laws into consideration. The Supervisory Board shall propose candidates for the new Supervisory Board Members.

## **§ 6**

1. Candidates for new Supervisory Board Members may also be proposed by Supervisory Board Members of the current term of office.

2. Proposed candidates should have the adequate educational, professional and personal background, represent high moral standards, and be ready to devote enough time to properly perform their function on the Supervisory Board.

3. Detailed grounds for becoming a Supervisory Board Member of the Bank should be provided for each candidate.

## **§ 7**

1. Supervisory Board Members shall inform the Management Board of any purchase or sale of shares of the Bank in accordance with generally applicable law, including without limitation the Trading in Financial Instruments Law Act.

2. The obligation mentioned in point 1 includes all transactions made by:

a) the Supervisory Board Member;



b) the Supervisory Board Member's spouse and/or a person being with the Supervisory Board Member in factual cohabitation;

c) children being dependant from the Supervisory Board Member or persons bound with the Supervisory Board Member by adoption, custody and/or *ad hoc* guardianship;

d) other relatives and relatives by affinity, who have been keeping the household together with the Supervisory Board Member for at least one year;

e) entities:

i) in which the Supervisory Board Member and/or a person described in points b)-d) above participates in these entities' management and/or supervisory bodies; and/or in the organisational structure of which the Supervisory Board Member and/or a person described in points b)-d) above holds a managerial positions and has a constant access to confidential information relating to this entity as well as competences to the extent of making decisions influencing on this entity's development and business perspectives, and/or

ii) which are directly or indirectly controlled by the Supervisory Board Member and/or a person described in points b)-d) above; and/or

iii) which business brings profits to the Supervisory Board Member and/or a person described in points b)-d) above;

iv) which economic interests are equal to economic interests of the Supervisory Board Member or a person described in points b)-d) above.

3. A Supervisory Board Member is obliged to inform the Management Board of the Bank on:

a) a purchase or sale of shares of the Bank's subsidiaries or companies dominating the Bank; and

b) transactions made between Supervisory Board Members and the Bank's subsidiaries or companies dominating the Bank;

if the one-time value of the transaction exceeds the Polish Zloty denominated equivalent of Euro 500,000,

and

c) his or her relations of the economic, family or other nature with any shareholder holding a stake of minimum 5% of total amount of votes at the General Meeting which may affect



the position of the Supervisory Board member on an issue being a subject of a resolution of the Supervisory Board.

## **§ 8**

The first meeting of the Supervisory Board shall take place after the Supervisory Board has been elected by the General Meeting; at this meeting, the Supervisory Board shall elect its Chairperson and Deputy Chairperson from amongst its Members. The election shall take place by an ordinary majority of votes cast by Members present at the Supervisory Board meeting, when at least half of the Members are present at the meeting.

## **§ 9**

1. The proceedings of the Supervisory Board are managed by the Chairperson of the Supervisory Board, who is responsible for duly organising its work, in particular for convening meetings of the Supervisory Board.

2. Meetings of the Supervisory Board shall be convened as need be, but at least four times in each financial year, once in each quarter of the financial year.. A meeting of the Supervisory Board shall be convened by the Chairperson of the Supervisory Board by his own initiative or at the request of the Bank's Management Board or a Supervisory Board Member. The request to convene a meeting of the Supervisory Board shall include the proposed agenda for the meeting. The Chairperson of the Supervisory Board shall convene a meeting with an agenda in accordance with the request, which shall take place no later than two weeks after receipt of the request.

3. The Chairperson of the Supervisory Board shall preside over Supervisory Board meetings. In his absence, this function shall be performed by the Deputy Chairperson of the Supervisory Board. In case both the Chairperson and the Deputy Chairperson are absent, the meeting shall be chaired by a Supervisory Board Member elected by those present at the meeting.

4. Notification of a convened meeting including date, time and place of the meeting along with the proposed agenda for the meeting as well as the manner of using means of direct remote communication during the meeting shall be sent to Supervisory Board Members by e-mail not less than 14 days in advance of the date of the meeting. Information materials pertaining to matters included in the agenda and draft resolutions shall be made available at the same time as the notification that a Supervisory Board meeting is convened in the form of computer files sent to a dedicated network resource. In justified cases and if no Member of the Supervisory Board disagrees, the period in question may be shortened. Documents may be made available gradually as they are produced.

5. All Members of the Management Board shall be invited to Supervisory Board meetings and notified of the draft agenda, subject to § 15.1.



6. Motions of Members of the Supervisory Board and the Management Board shall be included in the agenda provided that they had been received before the agenda was sent out.

7. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the Supervisory Board Members participating in the meeting objects. If not all members of the Supervisory Board are present at the meeting, information on the adoption of a resolution not included in the proposed agenda shall be immediately communicated to members of the Supervisory Board not present at the meeting. A resolution adopted on an issue not included in the proposed agenda of the meeting shall be effective if, within 7 days of receiving information on adoption of the resolution, none of the Supervisory Board Members absent at the meeting objects to such modification of the agenda of the meeting.

8. The Supervisory Board may also hold meetings without being formally convened if all Members of the Supervisory Board agree to it and do not object to the inclusion of individual items to the agenda.

9. In the event that an item is placed on the agenda of a Supervisory Board meeting concerning:

a) dismissal of the President of the Management Board,

b) dismissal of the Member of the Management Board supervising the management of risks significant for the Bank's operations or assigning his/her duties to another Member of the Management Board,

the Supervisory Board shall inform the Polish Financial Supervision Authority about this fact along with the justification of the proposed resolution.

10. The Supervisory Board shall provide the Polish Financial Supervision Authority with the information referred to in section 9 immediately, sufficiently in advance to enable the Polish Financial Supervision Authority to get acquainted with it and to express its opinion on it, before the Supervisory Board adopts relevant resolutions.

## **§ 10**

Each Supervisory Board Member shall refrain from professional or other activities which might cause a conflict of interest or adversely affect their reputation as Supervisory Board Member and shall notify all other Supervisory Board Members of any conflict of interest as it arises or a potential conflict of interest and shall refrain from taking the floor in discussion and from voting on the resolution pertaining to the situation subject to the conflict of interest or the potential conflict of interest.

## **§ 11**





1. In order to make the work of the Supervisory Board more efficient and to limit the duration of the meetings, the Supervisory Board may delegate Members of the Supervisory Board to independently perform specific supervisory activities. The delegated Board Members may appoint *ad hoc* task forces responsible for analysing particular aspects of the work of the Supervisory Board.
2. The Supervisory Board may in a resolution appoint ad hoc or Standing Committees whose Members shall perform their functions as Members of the Supervisory Board delegated to carry out specific supervisory activities at the Bank. The chairpersons of individual committees are appointed by a resolution of the Supervisory Board.
3. The Bank has the following committees: the Executive Committee, the Risk Committee, the Audit Committee, the Remuneration and Nomination Committee and the IT Committee.
4. The Supervisory Board adopts by resolution the Rules of individual Committees, which define the scope, powers and rules of operation of the Committees. The Committees shall be entitled to make recommendations to the Supervisory Board regarding amendments to the Rules of the Committees.
5. Members of the Supervisory Board delegated to independently perform specific supervisory activities and Committees of the Supervisory Board should provide the Supervisory Board with information on the supervisory activities undertaken and their results at least once in each quarter of the financial year. Moreover, the Standing Committees of the Supervisory Board shall report to the Supervisory Board with annual reports. The Bank shall make the report available to the shareholders before the General Meeting.

## § 12

1. The Supervisory Board shall adopt resolutions at its meetings provided that at least half of the Supervisory Board Members are present at the meeting, and that notification concerning the meeting has been sent to all Members pursuant to § 9.3. In the case of an equal number of opposing votes, the vote of the Chairperson of the Supervisory Board shall prevail, subject to § 4.3.
2. Supervisory Board Members may participate in the adoption of resolutions of the Supervisory Board by casting their vote in writing with the intermediation of another Supervisory Board Member. Such casting of votes cannot concern issues introduced to the agenda at the meeting of the Supervisory Board.
3. Members of the Supervisory Board may also attend a meeting using means of direct remote communication, ensuring communication in real time between all the participants as well as the possibility to identify all participants of the meeting, while maintaining safety rules adopted in the Bank. Such a fact should be recorded in the minutes of the respective Supervisory Board meeting. Detailed information regarding



attending a Supervisory Board meeting using means of direct remote communication shall be provided with the proposed agenda for the meeting.

4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication. The resolution shall be valid if all members of the Supervisory Board have been notified of the contents of the draft resolution and at least half of the members of the Supervisory Board have participated in passing the resolution. When putting an issue to a vote in writing, the Chairperson sets a deadline for casting the vote.

5. By proposal of the Chairperson of the Supervisory Board, it shall be possible to vote on the adoption of two or more resolutions en block, if none of the Supervisory Board Members participating in the meeting objects to this manner of voting.

6. Resolutions of the Supervisory Board passed during a particular term of office shall be assigned subsequent numbers followed by the year and the date; they shall be signed by the Chairperson of the meeting.

7. In all cases where a signature of a Supervisory Board Member is required, a qualified electronic signature is equal to a handwritten signature.

8. Resolutions of the Supervisory Board and materials presented to Members of the Supervisory Board shall remain confidential until published pursuant to, depending on circumstances:

a) binding provisions of law relating to reporting obligations; and/or

b) a decision of the Supervisory Board or the Management Board;

and they shall not be disclosed to third parties.

### **§ 13**

In addition to those matters which the meeting has been convened to decide or discuss, the agenda of a meeting shall also include information concerning the adoption of resolutions by the Supervisory Board pursuant to § 12.4, and a report on all important aspects of the Bank's operations and risks related to its operations as well as risk management tools for the period since the previous meeting of the Supervisory Board.

### **§ 14**

1. Supervisory Board meetings shall be recorded by drafting their minutes in writing or in a form equivalent to writing. The minutes shall include at least the full names of Supervisory Board Members present, subject to the provisions of § 12.3, a clear description of items on the agenda, course of the discussion, findings, agreed actions and resolutions



passed, the number of votes cast for particular resolutions and indication of any comments or dissenting opinions together with the reasons for them, if any. The minutes shall be signed by the Chairperson of the Supervisory Board and by the Secretary to the Supervisory Board responsible for keeping the minutes.

2. The course of the Supervisory Board meeting may be recorded (only sound or sound and video). The recording shall exclusively be used to prepare the minutes of the Supervisory Board meeting and shall be permanently deleted after its approval by the Members of the Supervisory Board.

3. The minutes shall be subject to approval by the Members of the Supervisory Board taking part in the meeting at the next meeting of the Supervisory Board, subject to section

4. Members of the Supervisory Board shall be given the opportunity to examine and comment on the minutes documenting the meeting before their approval. Comments not taken into account and dissenting opinions shall be noted together with the reasons for not taking them into account.

5. If the period between meetings of the Supervisory Board is shorter than 14 days, the minutes may be approved not at the next (closest) but at a further meeting of the Supervisory Board.

6. Minutes of Supervisory Board meetings that took place during its term in office shall be filed by the Bank.

## **§ 15**

1. Supervisory Board meetings may be attended by Members of the Management Board, except in cases directly concerning the Management Board or its Members, in particular with regard to recalling, accountability, and remuneration of Management Board Members.

2. The Chairperson of the Supervisory Board may invite any persons, in particular if so requested by the President of the Management Board, for an entire Supervisory Board meeting or its part.

3. The Supervisory Board shall give at least one week's notice and allow the key statutory auditor who audited the Bank's financial statements or another representative of the audit firm the opportunity to participate in a meeting the subject of which is the evaluation of the Management Board's report on the Bank's activities and the financial statements for the previous financial year, the evaluation of the Management Board's proposals for the distribution of profit or coverage of loss and the adoption by the Supervisory Board of the report to be submitted to the General Meeting for the previous financial year.



4. The Chairperson of the Supervisory Board shall be informed about the agenda and date of every Management Board Meeting and shall be authorized to participate in Management Board meetings.

5. The Chairperson of the Supervisory Board shall be authorised to represent the Supervisory Board in providing information to authorised bodies in accordance with regulations binding on the Bank.

#### **§ 16**

1. In their contacts with the media concerning matters of relevance for the Bank, the Supervisory Board Members shall release generally available information. Disclosure of other information or data shall be reserved for the Chairperson of the Supervisory Board pursuant to the relevant provisions of law relating to reporting obligations of the Bank.

2. Interviews given by Supervisory Board Members to the media on behalf of the Bank shall be consulted in advance with the Chairperson of the Supervisory Board or with the President of the Management Board.

#### **§ 17**

1. The Management Board of the Bank ensures the conditions for the operation of the Office of the Supervisory Board.

2. The Office of the Supervisory Board is responsible for the operational support of the Supervisory Board in the performance of its tasks, in particular for the preparation of draft resolutions and the agenda of the meetings, preparation of minutes of the meetings, delivery of materials to the Supervisory Board members for meetings of the Supervisory Board.

3. In consultation with the Chairperson of the Supervisory Board, the Secretary of the Supervisory Board is appointed, who is responsible for contacts with members of the Supervisory Board.

#### **§ 18**

1. Members of the Supervisory Board shall abide by the relevant provisions of law, regulations of the Polish Financial Supervisory Authority and the Bank in respect of the trading in financial instruments.

2. In the performance of their duties, Members of the Supervisory Board should exercise the diligence required by the professional nature of their activities and maintain their loyalty to the Bank. Members of the Supervisory Board must not disclose the Bank's secrets, even after the expiry of their mandate.

#### **§ 19**



The audit firm's report on the annual financial statement shall be distributed to the Members of the Supervisory Board not less than two weeks before the meeting of the Supervisory Board having the allocation of profit or the coverage of loss on the agenda.

## **§ 20**

The Rules of the Supervisory Board dated 30 March 2023 are hereby withdrawn and replaced.