



Declaration on Compliance with Principles of Corporate Governance for Supervised Institutions approved by the Management Board and by the Supervisory Board of mBank S.A. (Resolution no. No. 162/21 dated 3 December 2021)

3 December 2021

Information on Compliance with Principles of Corporate Governance for Supervised Institutions

In 2014 mBank S.A. adopted the Principles of Corporate Governance Principles for Supervised Institutions ("Principles"), passed by the Polish Financial Supervision Authority on 22 July 2014 in the scope of Principles addressed to supervised institutions, with the exception of Article 8(4) and Article 16(1) of the Principles.

Below the amended scope of exceptions from the Principles is presented.

Starting from XXXIV Ordinary General Meeting of shareholders of mBank S.A. dated 24 March 2021, mBank S.A. stopped derogating from the provisions of § 8 item 4 of the Principles and currently ensures a possibility of active participation in a general meeting with the use of means of electronic communication to its shareholders.

Justification for departure from adopting the provisions of Article 16(1) and Article 24(1) of the Principles.

1. Departure from adopting Article 16(1) of the Principles in the following wording:

"It is proper that meetings of a management body shall be held in Polish. In case of need, necessary assistance of an interpreter should be ensured."

All members of the Management Board of mBank S.A. are fluent in English, therefore communication without the use of an interpreter is more efficient, as it allows to discuss and reach agreements without the participation of third parties (interpreters).

In some cases the participation of interpreters may contribute to impediments in the discussion or unnecessary prolongation of the discussion during Management Board meetings due to a complexity of issues discussed and the technical language used by members of the Management Board. Moreover, owing to the fact that during Management Board meetings issues being discussed constitute company secret, it is important to limit the number of participants who are not Management Board members in Management Board meetings. At the same time, most members of the



Management Board of mBank S.A. know Polish well, ensuring unhindered representation of mBank S.A. in all situations where the representation of members of the Management Board and using Polish is necessary, without the need to engage an interpreter. Minutes of the meetings and all resolutions passed by the Management Board of mBank S.A. are also prepared in two language versions - Polish and English, in order to comply with the provisions of Article 16(2) of the Principles. In the opinion of mBank S.A., the above justifies the departure from adopting Article 16(1) of the Principles.

2. Departure from adopting Article 24(1) of the Principles in the following wording:

“It is proper that meetings of a supervising body shall be held in Polish. In case of need, necessary assistance of an interpreter should be ensured.”

In this case the argumentation of mBank S.A. is very similar to the justification of exception from the Principle of § 16(1).

All members of the Supervisory Board of mBank S.A. are fluent in English, therefore communication without the use of an interpreter is more efficient, as it allows to discuss and reach agreements without the participation of third parties (interpreters). In some cases the participation of interpreters may contribute to impediments in the discussion or unnecessary prolongation of the discussion during Supervisory Board meetings due to a complexity of issues discussed and the technical language used by members of the Supervisory Board. Moreover, owing to the fact that during Supervisory Board meetings issues being discussed constitute company secret, it is important to limit the number of participants who are not Supervisory Board members in Supervisory Board meetings. Minutes of the meetings and all resolutions passed by the Supervisory Board of mBank S.A. are also prepared in two language versions - Polish and English, in order to comply with the provisions of Article 24(2) of the Principles. In the opinion of mBank S.A., the above justifies the departure from adopting Article 24(1) of the Principles.