

**Resolution No. 1
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

***Re.: Approval of the Management Board Report on the Business of mBank S.A. for 2013
and the Financial Statements of mBank S.A. for 2013***

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

§ 1

The Management Board Report on the Business of mBank S.A. for 2013 and the audited Financial Statements of mBank S.A. for 2013 comprising of:

- a) Income Statement for the accounting year from 1 January to 31 December 2013 showing a net profit of PLN thousand 1 070 306,
- b) Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2013 showing a total comprehensive income of PLN thousand 905 947,
- c) Statement of Financial Position as at 31 December 2013 showing total assets and total liabilities & equity of PLN thousand 100 232 132,
- d) Statement of Changes in Equity for the accounting year from 1 January to 31 December 2013 showing an increase of equity by PLN thousand 500 426,
- e) Statement of Cash Flows for the accounting year from 1 January to 31 December 2013 showing a net decrease in cash and cash equivalents by PLN thousand 4 152 238,
- f) Explanatory notes to the Financial Statements,

are approved.

§ 2

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

**Resolution No. 2
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

Re.: Division of the 2013 net profit

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

§ 1

The net profit earned by the Bank in 2013, amounting to PLN 1 070 305 846 shall be allocated:

1. in the amount of PLN 91 288 000 to the losses from previous years,
2. in the amount of PLN 716 984 486 to the dividend for shareholders of the Bank, and the amount of dividend per one share shall amount to PLN 17,
3. in the amount of PLN 50 000 000 to the general banking risk reserve,
4. in the amount of PLN 212 033 360 to the supplementary capital.

§ 2

The Ordinary General Meeting of mBank S.A. determines the dividend day as 5 May 2014 (dividend day) and the dividend payment date as 19 May 2014 (the dividend payment date).

§ 3

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

***Resolution No. 3
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014***

Draft

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

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

§ 1

Mr. Cezary Stypułkowski, President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 4
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mrs. Lidia Jabłowska-Luba, Vice-President of the Management Board of the Bank, is given the vote of discharge of her duties for the financial year 2013, for the period between 12 April 2013 and 31 December 2013.

§ 2

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

**Resolution No. 5
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Wiesław Thor, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2013, for the period between 1 January 2013 and 11 April 2013.

§ 2

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

**Resolution No. 6
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Przemysław Gdański, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 7
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Hans Dieter Kemler, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 8
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Jarosław Mastalerz, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 9
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Cezary Kocik, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 10
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Jörg Hessenmüller, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 11
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

Re.: Approval of election of a Member of 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

In relation to resignation of Mr. Ulrich Sieber from the post of a Member of the Supervisory Board as of 30 November 2013, the General Meeting of mBank S.A. approves the election on 12 December 2013 of Mr. Martin Zielke for the post of a Member of the Supervisory Board for the period starting from 12 December 2013.

§ 2

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

**Resolution No. 12
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Maciej Leśny, Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 13
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Ulrich Sieber, Deputy Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013, for the period between 1 January 2013 and 30 November 2013.

§ 2

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

**Resolution No. 14
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Andre Carls, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 15
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Thorsten Kanzler, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 16
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Martin Blessing, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013, for the period between 12 April 2013 and 31 December 2013.

§ 2

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

***Resolution No. 17
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014***

Draft

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

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

§ 1

Mr. Wiesław Thor, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013, for the period between 12 April 2013 and 31 December 2013.

§ 2

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

**Resolution No. 18
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mrs. Teresa Mokrysz, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2013.

§ 2

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

Resolution No. 19

***of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014***

Draft

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

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

§ 1

Mr. Waldemar Stawski, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 20
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Jan Szomburg, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 21
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Marek Wierzbowski, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 22
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Stephan Engels, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 23
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Dirk Wilhelm Schuh, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2013.

§ 2

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

**Resolution No. 24
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

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

§ 1

Mr. Martin Zielke, Deputy Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2013, for the period between 12 December 2013 and 31 December 2013.

§ 2

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

**Resolution No. 25
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

***Re.: Approval of the Management Board Report on the Business of mBank Group for 2013
and the Consolidated Financial Statements of mBank Group for 2013***

Pursuant to § 11 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 2013 comprising of:

- a) Consolidated Income Statement for the accounting year from 1 January to 31 December 2013 showing a net profit of PLN thousand 1 208 978,
- b) Consolidated Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2013 showing a total comprehensive income of PLN thousand 1 043 036,
- c) Consolidated Statement of Financial Position as at 31 December 2013 showing total assets and total liabilities & equity of PLN 104 282 761,
- d) Consolidated Statement of Changes in Equity for the accounting year from 1 January to 31 December 2013 showing an increase of capital by PLN 637 517,
- e) Consolidated Statement of Cash Flows for the accounting year from 1 January to 31 December 2013 showing a net decrease in cash and cash equivalents by PLN thousand 3 864 697,
- f) Explanatory notes to the Consolidated Financial Statements,

and the Management Board Report on the Business mBank Group for the period from 1 January 2013 to 31 December 2013, are approved.

§ 2

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

**Resolution No. 26
of the XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

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

Pursuant to § 11 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. In § 6 section 1 points 15 and 16 are changed and they read as follows:

“15) issuing payment instruments, including cards and performing operations using such instruments,
16) issuing electronic money.”

2. 1. In § 6 section 2 point 14 is changed and it reads as follows:

“14) performing the function of billing agent,”

3. In § 8a section 4 is changed and it read as follows:

“4. Management Board Members and Managing Directors may appoint teams and working groups in order to perform casual tasks.”

4. In § 27 section 1 point 4 is changed and it reads as follows:

“4) division of competences among the Management Board Members and subordinate Managing Directors, based on a resolution of the Board of Management, however no resolution with this respect can be passed without the consent of the President of the Board of Management; immediate information on the division of competences among the Management Board Members and subordinate Managing Directors and any adjustments thereto has to be passed to the Executive Committee of the Supervisory Board. “

5. In § 30b section 1 is changed and it reads as follows:

“1. The Bank’s internal legislation shall be issued in the form of:

- a) policies – by the standing committees, appointed on the basis of § 8a section 3, Management Board or Management Board and Supervisory Board,
- b) regulations – by the President of the Management Board,
- c) circular letters – by the Management Board Members, Managing Directors or directors of organisational units of the Bank,

- d) organisational rules of organisational units of the Bank – by the Management Board Members or Managing Directors,
- e) work procedures – by the Management Board Members, Managing Directors or directors of organizational units of the Bank.”

6. § 34 is changed and it reads as follows:

“§ 34

The share capital amounts to PLN 168,702,232 (one hundred sixty eight million seven hundred two thousand two hundred thirty two) and is divided into 42,175,558 (forty two million one hundred seventy five thousand five hundred fifty eight) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

§ 2

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 its registration by the registry court.

**Resolution No. 27
of the XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

Re.: amendment of the Standing Rules of the General Meeting of mBank S.A.

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

§ 1

In the Standing Rules of the General Meeting of mBank S.A. § 1 is changed to read as follows:

“§ 1

1. The General Meeting of mBank S.A. with its registered seat in Warsaw (“General Meeting”) may be an Ordinary or an Extraordinary Meeting held pursuant to the provisions of these Rules and the provisions of the Code of Commercial Partnerships and Companies and the By-laws.
2. The General Meeting shall be convened and prepared pursuant to the provisions of the Code of Commercial Partnerships and Companies, the By-laws of the Bank, and these Rules.
3. Information related to the General Meeting, and in particular draft resolutions recommended for adoption, together with rationale of the Management Board and opinion of the Supervisory Board, as well as any other required documentation, is published on the Bank’s website and in the manner stipulated for providing current information, in line with provisions of the Act on public offering and conditions of introducing financial instruments to organised trading system and on public companies.
4. With regard to matters related to the General Meeting, and in particular to:
 - a) granting the power of attorney via electronic means,
 - b) providing information on granting the power of attorney via electronic means,
 - c) requesting that the Extraordinary General Meeting be convened,
 - d) requesting that certain items be introduced to the General Meeting agenda,

the shareholders may contact the Bank’s Management Board at the following email address: walne.zgromadzenia@mbank.com

§ 2

This Resolution comes into effect on the day of its adoption, however it becomes effective starting from the General Meeting following the XXVII Ordinary General Meeting of mBank S.A.

Resolution No.28
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014

Draft

Re.: Specifying a number of members of the Supervisory Board of mBank S.A.

Pursuant to § 17 section 4 of the By-laws of mBank S.A., it is resolved as follows:

§ 1

The Supervisory Board shall be composed of ... persons.

§ 2

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

**Resolution No. 29
of XXVII Ordinary General Meeting
of mBank S.A.
dated 31 March 2014**

Draft

Re.: Election of Members of the Supervisory Board of mBank S.A.

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

§ 1

The Supervisory Board composed of ... persons is hereby appointed for the joint term of office of three years, consisting of:

.....

§ 2

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

