

Warsaw 25th February 2016

**Report on the activities
of the Remuneration Committee of the Supervisory Board of mBank S.A.
in 2015**

Legal basis

The Remuneration Committee of the Supervisory Board of mBank S.A. acts as a Standing Committee in line with:

- the By-laws of mBank S.A. (Article 22 (3).4)
- the Rules of the Supervisory Board of mBank S.A. (Article 12 (3).4).
- Rules of the Remuneration Committee of the Supervisory Board of mBank S.A.

Composition

The composition of the Remuneration Committee was as follows:

- Dr. Andre Carls (Chairman)
- Maciej Leśny (Member)
- Prof. Marek Wierzbowski (Member)
- Martin Zielke (Member)

Meetings/activities/decisions

In 2015, the Remuneration Committee of the Supervisory Board held 5 meetings, on the 2nd of March, 30th of March, 12th of June, 28th of October, 10th of December.

During the meeting held on the 2nd of March, the Remuneration Committee analysed and extensively discussed among others:

- Verification of the bonus pool 2014 of mBank Group
- Approval of the annual report of the Remuneration Committee for 2014 (decision 5/15)
- Approval of changes in the Rules of the Motivation Programme for members of the management Board of mBank S.A. (decision 6/15)
- Approval of changes in the Rules of the Employee Incentive Programme of mBank S.A. (decision 7/15)

During the meeting held on the 30th of March, the Remuneration Committee analysed and extensively discussed among others:

- Approval of MbO results and Individual MbO appraisals for the members of the Management Board of mBank S.A. for the financial year 2014 (decision 8/15)
- Approval of mBank Risk Takers Scorecards for the Management Board for 2014 (decision 9/15)
- Annual bonus in cash for 2014 for the Members of the Management Board of mBank S.A. (decision 10/15)
- Annual bonus in shares for 2014 for the Members of the Management Board of mBank S.A. (decision 11/15)
- Periods in 2015, during which the Management Board members may, within the Incentive Programme scheme, purchase bonds and or shares of mBank S.A. (decision 12/15)
- Approval of changes to the Remuneration rules and policy for Risk Takers (decision 13/15)
- Approval of changes to the Risk Takers identification policy (decision 14/15)
- Authorisation of the Chairman of the Supervisory Board to represent the bank in agreement between the bank and Vice-President of mBank S.A. (decision 15/15)

During the meeting held on the 12th of June, the Remuneration Committee analysed and extensively discussed among others:

- Alternative structures for mBank Risk Takers Incentive Programmes
- Overview of yearly calendar of the Remuneration Committee
- Approval of changes in the Information Memorandum drawn up for the purpose of conducting the Employee Incentive Programme at mBank S.A. (decision 16/15)
- Approval of detailed “Terms of the issue of bonds with pre-emptive right to take up shares” offered within the Incentive Programme and the text of the proposal to acquire these bonds (decision 17/15)
- MbO’s for Management Board Members 2015 - target values for “ALM revenues”
- Verification of the remuneration paid to Risk Takers below the mBank Management Board level and employees for risk management and compliance in mBank

During the meeting held on the 28th of October, the Remuneration Committee analysed and extensively discussed among others:

- Group Remuneration Strategy and up-date of Compensation Policy of Commerzbank
- MbO and Bonus process - forward looking financials and accelerated bonus pay out
- Market Comparison of Remuneration

During the meeting held on the 10th of December, the Remuneration Committee analysed and extensively discussed among others:

- Preliminary verification of bonus pool for mBank employees
- Approval of Risk Takers Identification Policy (decision 18/15)
- Approval of MbO goals 2016 of for mBank Management Board Members (decision 19/15)
- Overview of Mandates of the Management Board Members of mBank S.A.

The Remuneration Committee comprehensively fulfilled all the duties imposed on it in the current legal environment.

Dr Andre Carls
Chairman of the Remuneration Committee