

**XXVIII ORDINARY GENERAL MEETING OF mBank S.A.
RESULTS OF THE VOTING**

In accordance with the wording of Art. 421 § 4 of the Commercial Companies Code, mBank S.A. hereby informs on the results of the voting over the resolutions presented to the XXVIII Ordinary General Meeting of mBank S.A., which took place on 30 March and 29 April 2015 (session resumed after adjournment) in the company's registered office.

Resolution regarding appointment of the Chairman of the Meeting

Number of shares from which valid votes were given	35 494 279
Percentage of these shares in the share capital	84,09 %
Total number of valid votes	35 494 279
Number of votes "for"	34 680 634
Number of votes "against"	none
Number of votes "abstaining"	813 645
Objections filed	none

Resolution regarding appointment of Vote Counting Commission

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17 %
Total number of valid votes	35 530 036
Number of votes "for"	34 716 391
Number of votes "against"	none
Number of votes "abstaining"	813 645
Objections filed	none

Resolution regarding a change in the order of voting (change in the agenda)

Number of shares from which valid votes were given	34 509 098
Percentage of these shares in the share capital	81,76 %
Total number of valid votes	34 509 098
Number of votes "for"	34 509 098
Number of votes "against"	none
Number of votes "abstaining"	none
Objections filed	none

Resolution No 1 regarding approval of the Management Board Report on the Business of mBank S.A. for 2014 and the Financial Statements of mBank S.A. for 2014

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17 %
Total number of valid votes	35 530 036
Number of votes "for"	35 522 771
Number of votes "against"	none
Number of votes "abstaining"	7 265
Objections filed	none

Resolutions No 2-8 regarding votes of discharge of duties for Members of the Management Board of mBank S.A.

Number of shares from which valid votes were given	35 530 037
Percentage of these shares in the share capital	84,17 %
Total number of valid votes	35 530 037
Number of votes “for”	35 522 772
Number of votes “against”	none
Number of votes “abstaining”	7 265
Objections filed	none

Resolution No 9 regarding 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.

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	33 529 246
Number of votes “against”	6
Number of votes “abstaining”	2 000 784
Objections filed	none

Resolutions No 10-23 regarding votes of discharge of duties for Member of the Supervisory Board of mBank S.A.

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	35 522 771
Number of votes “against”	none
Number of votes “abstaining”	7 265
Objections filed	none

Resolution No 24 regarding approval of the Management Board Report on the Business of mBank Group for 2014 and the Consolidated Financial Statements of mBank Group for 2014

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	35 523 554
Number of votes “against”	none
Number of votes “abstaining”	6 482
Objections filed	none

Resolution No 25 regarding amendments of the By-laws of mBank S.A.

Number of shares from which valid votes were given	35 530 036
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Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	35 530 035
Number of votes “against”	none
Number of votes “abstaining”	1
Objections filed	none

Resolution No 26 amending Resolution No. 20 of the 21st Annual General Meeting of BRE Bank S.A. dated 14 March 2008 on definition of the terms of implementation of an Incentive Programme by BRE Bank S.A. amended by Resolution No. 29 of the XXVI Annual General Meeting of BRE Bank S.A.S.A. dated 11 April 2013

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	29 529 025
Number of votes “against”	3 942 014
Number of votes “abstaining”	2 058 997
Objections filed	none

Resolution No 27 amending Resolution No. 21 of the 21st Annual General Meeting of BRE Bank S.A. dated 14 March 2008 regarding the issue of bonds with pre-emptive right to take up shares of BRE Bank S.A., conditional share capital increase by way of issuing shares waiving pre-emptive rights of the existing shareholders in order to allow the participants of the incentive programme to take up shares of BRE Bank S.A., and application for admission of the shares to trading on the regulated market and dematerialization of the shares amended by Resolution No. 30 of the XXVI Annual General Meeting of BRE Bank S.A. dated 11 April 2013

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	29 512 866
Number of votes “against”	3 958 173
Number of votes “abstaining”	2 058 997
Objections filed	none

Resolution No 28 regarding amendment to Resolution no. 2 XVI of the Extraordinary General Meeting of BRE Bank S.A. of 27 October 2008 on adoption of regulations for employee incentive programme to be carried out by the Company amended by Resolution No. 31 of the XXVI Annual General Meeting of BRE Bank S.A. dated 11 April 2013

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	29 529 025
Number of votes “against”	3 942 014
Number of votes “abstaining”	2 058 997
Objections filed	none

Resolution No 29 regarding amendment of Resolution no. 3 XVI of the Extraordinary General Meeting of BRE Bank S.A. of 27 October 2008 on the issue of bonds with pre-emptive right to shares of BRE Bank S.A. (“the Company”, “the Bank”) and the conditional increase of share capital by way of issue of shares waiving pre-emptive rights of the existing shareholders, aimed at enabling the participants of employee incentive programme to purchase the Bank’s shares and regarding application for admission of shares to trading on the regulated market and dematerialization of shares amended by Resolution No. 32 of the XXVI Annual General Meeting of BRE Bank S.A. dated 11 April 2013

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	29 512 866
Number of votes “against”	3 958 173
Number of votes “abstaining”	2 058 997
Objections filed	none

Resolution No 30 On the stance of shareholders of mBank S.A. concerning Corporate Governance Principles for Supervised Institutions adopted by the Polish Financial Supervision Authority

Number of shares from which valid votes were given	35 530 037
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 037
Number of votes “for”	35 527 041
Number of votes “against”	none
Number of votes “abstaining”	2 996
Objections filed	none

Resolution No 31 appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and mBank Group for 2015

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	33 454 218
Number of votes “against”	1 787 312
Number of votes “abstaining”	288 506
Objections filed	none

Resolution regarding adjournment at the XXVIII Ordinary General Meeting of mBank S.A.

Number of shares from which valid votes were given	34 509 099
Percentage of these shares in the share capital	81,76 %
Total number of valid votes	34 509 099
Number of votes “for”	34 509 097
Number of votes “against”	1
Number of votes “abstaining”	1

Objections filed	none
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Resolution No 32 regarding division of the 2014 net profit

Number of shares from which valid votes were given	35 530 036
Percentage of these shares in the share capital	84,17%
Total number of valid votes	35 530 036
Number of votes “for”	34 509 098
Number of votes “against”	none
Number of votes “abstaining”	1 020 938
Objections filed	none