

**FORM FOR EXECUTING VOTING RIGHTS THROUGH A PROXY
DURING THE ORDINARY GENERAL MEETING OF mBank S.A. WITH ITS SEAT
IN WARSAW, CALLED FOR 28 MARCH 2019**

I / We, the undersigned

..... <i>(name and surname)</i> <i>(name and surname)</i>
..... <i>(name and surname)</i> <i>(name and surname)</i>
..... <i>(phone number and e-mail address)</i> <i>(phone number and e-mail address)</i>

acting for and on behalf of
with its seat in (the “Shareholder”), having registered /
bearer shares¹ of the company called mBank S.A. with its seat in Warsaw

we hereby authorise

.....
(name and surname)

.....
(phone number and e-mail address)

holding the identity card / passport² number (the “Proxy”)

to represent the Shareholder at the Ordinary General Meeting of the company called mBank S.A. with its seat in Warsaw, called for 28 March 2019, 14:00 hours, in the registered seat of the Bank in Warsaw, at Senatorska 18 Street (“OGM”), also in a situation where a break in a meeting of the OGM is announced, particularly to: participate and express opinions during the OGM, sign the attendance list, vote on behalf of the Shareholder as well as to any other actions related to the meeting of the OGM.

The proxy is / not³ authorised to grant further power-of-attorney.

..... <i>(signature)</i> <i>(signature)</i>
..... <i>(place / country, date)</i> <i>(place / country, date)</i>

¹ delete where necessary
² delete where necessary
³ delete where necessary

COMMENTARY

Instruction is given by putting “X” in the appropriate column. In a situation where the Shareholder authorises the Proxy to vote differently from part of its shares, in the column “Instruction” relating to the appropriate resolution, the Shareholder should indicate a number of shares from which the Proxy should vote “For”, “Against”, abstain from voting or vote at the Proxy’s sole discretion. In a situation where the number of shares is not given, it shall be assumed that the Proxy is authorised to vote in the manner indicated for all the shares held by the Shareholder.

Due to the possibility of discrepancies between the content of draft resolutions presented below and the content of resolutions presented to the Ordinary General Meeting, it is recommended that in the column “Other” the Shareholder defines the manner of voting by the Proxy in such situation.

This form is not intended to verify the manner of voting of the Proxy, does not substitute the power-of-attorney granted by the Proxy, and it is not obligatory to use it.

Information on personal data processing

1. mBank S.A., Senatorska 18, 00-950 Warszawa, entered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw, 12th, Commercial Division, under KRS 0000025237, Tax Identification Number (NIP): 526-021-50-88, with its fully paid-up share capital amounting to PLN 169.347.928 as at 1 January 2019 (“the Bank”) acts as the personal data controller of the Shareholder and the Shareholder’s representatives.

2. The Bank processes personal data of the Shareholder and the Shareholder’s representatives in order to comply with legal obligations to which the Bank is subject (regarding organizing and holding the General Shareholders Meeting) and for the purposes of the legitimate interests of the Bank (for evidential purposes – safeguarding information in case of a legal necessity to prove facts). The provision of personal data is necessary to participate in the General Shareholders Meeting.

3. The following data regarding Shareholders entitled from bearer shares: first name and surname or business name, registered office (address of residence), number, type and code of shares registered in order to participate in the General Shareholders Meeting is being acquired from the entity keeping the securities deposit (Krajowy Depozyt Papierów Wartościowych S.A.) - in accordance with the regulations on trading in financial instruments and Code of Commercial Companies.

4. The Bank processes personal data of the Shareholder and the Shareholder’s representatives for a period necessary to perform the legal obligations to which the Bank is subject or to fulfill the purposes of the legitimate interests of the Bank and for the period being the prescription period for potential claims.

5. The Shareholder and the Shareholder’s representatives:

1/ have the right to access and correct their data, as well as to transfer them; and

2/ may demand that the data be erased or that their processing be restricted, or may object to their processing.

6. The function of the Personal Data Protection Officer is held by a Bank employee who may be contacted at the following e-mail address: Inspektordanychosobowych@mbank.pl.

7. The President of the Personal Data Protection Office acts as the supervisory authority in terms of personal data protection and the Customer and the Customer's representatives have the right to lodge a complaint to the President of the Personal Data Protection Office.

8. Data, including personal data, of the Shareholder and the Shareholder's representatives, may be disclosed to entities entrusted by the Bank with data processing for the purpose of the performance of agreements on rendering services for the benefit of the Bank and other recipients authorized to receive personal data according to binding provisions of law.

PROPOSED DRAFT RESOLUTIONS

*Resolution No. 1
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft*

Re.: Approval of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A., for 2018

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 Group, including the Management Board Report on the Business of mBank S.A., for the period between 1 January 2018 and 31 December 2018, are approved.

§ 2

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

Resolution No. 2
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Approval of the Financial Statements of mBank S.A. for 2018

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

§ 1

The audited Financial Statements of mBank S.A. for 2018 comprising of:

- a) Income Statement for the accounting year from 1 January to 31 December 2018 showing a net profit of PLN 1 317 485 thousand,
- b) Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2018 showing a total comprehensive income of PLN 1 388 080 thousand,
- c) Statement of Financial Position as at 31 December 2018 showing total assets and total liabilities & equity of PLN 137 649 170 thousand,
- d) Statement of Changes in Equity for the accounting year from 1 January to 31 December 2018 showing an increase of equity by PLN 887 482 thousand,
- e) Statement of Cash Flows for the accounting year from 1 January to 31 December 2018 showing a net increase in cash and cash equivalents by PLN 826 100 thousand,
- f) Explanatory notes to the Financial Statements,

are approved.

§ 2

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

**Resolution No. 3
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**
Draft

Re.: Division of the 2018 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 mBank S.A. in 2018, amounting to PLN 1,317,484,333.94 shall be allocated in the amount of PLN 248,157,618.16 to the losses from previous years.

The remaining part of profit in the amount of PLN 1,069,326,715.78 is left undivided.

§ 2

This Resolution shall come into force on the date of its adoption.

Resolution No. 4
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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 2018.

§ 2

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

Resolution No. 5
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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 2018.

§ 2

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

Resolution No. 6
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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 2018.

§ 2

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

**Resolution No. 7
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Adam Pers, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 8
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Krzysztof Dąbrowski, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 9
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Frank Bock, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

**Resolution No. 10
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Andreas Böger, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

**Resolution No. 11
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft**

Re.: Approval of election to 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

1. In relation to resignation of Mr. Thorsten Kanzler from the post of a Member of the Supervisory Board as of 23 September 2018, the General Meeting of mBank S.A. approves the election on 24 September 2018 of Mr. Gurjinder Singh Johal for the post of a Member of the Supervisory Board for the period starting from 24 September 2018.
2. The General Meeting judges that Mr. Gurjinder Singh Johal possesses knowledge, skills and experience adequate for fulfilling his function and duties entrusted to him and guarantees the proper fulfilment of these duties.

§ 2

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

Resolution No. 12
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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 2018.

§ 2

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

Resolution No. 13
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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 2018.

§ 2

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

**Resolution No. 14
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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 period between 1 January 2018 and 23 September 2018.

§ 2

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

**Resolution No. 15
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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 2018.

§ 2

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

Resolution No. 16
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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, Deputy Chairman of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

**Resolution No. 17
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Agnieszka Słomka-Gołębiowska, Member of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2018.

§ 2

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

**Resolution No. 18
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Marcus Chromik, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 19
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Ralph Michael Mandel, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 20
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Jörg Hessenmüller, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 21
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Tomasz Bieske, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

**Resolution No. 22
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Mirosław Godlewski, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 23
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Janusz Fiszer, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 24
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
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. Gurjinder Singh Johal, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

Resolution No. 25
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Approval of the Consolidated Financial Statements of mBank Group for 2018

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 2018 comprising of:

- a) Consolidated Income Statement for the accounting year from 1 January to 31 December 2018 showing a net profit of PLN 1 316 369 thousand,
- b) Consolidated Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2018 showing a total comprehensive income of PLN 1 425 735 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2018 showing total assets and total liabilities & equity of PLN 145 750 119 thousand,
- d) Consolidated Statement of Changes in Equity for the accounting year from 1 January to 31 December 2018 showing an increase of capital by PLN 924 524 thousand,
- e) Consolidated Statement of Cash Flows for the accounting year from 1 January to 31 December 2018 showing a net increase in cash and cash equivalents by PLN 785 713 thousand,
- f) Explanatory notes to the Consolidated Financial Statements,

are approved.

§ 2

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

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 §22 section 1 point a) in the following wording and the numbering of points a) to l) are changed into a) to m):

“a) exercising supervision over introduction and assurance of functioning of adequate and effective system of risk management and system of internal control,”

2. In § 22 section 1 letter n) is added and it reads as follows:

“n) approval of changes at the position of a person managing the Internal Audit Department and the Compliance Department.”

3. Letter c) in § 22 section 3 point 1 is changed and letters d) – f) are added and they read as follows:

“c) recommending candidates to the Management Board and Supervisory Board based on the criteria for suitability of the Management Board and Supervisory Board as a whole and of individual Management Board and Supervisory Board members designated under the Suitability Policy of mBank, as well as on the diversity criteria for the composition of the Management Board and Supervisory Board,

d) defining the scope of duties for a candidate for the Management Board and Supervisory Board and requirements for knowledge and expertise, as well as assessing the expected time commitment necessary to perform the function,

e) effectuating periodic evaluation of a structure, size, composition and effectiveness of activities of the Management Board and recommending changes with this respect to the Supervisory Board,

f) effectuating periodic evaluation of knowledge, competence and experience of the Management Board as a whole and each of its members, as well as informing the Management Board about the results of this evaluation.”

4. Letter c) in § 22 section 3 point 2 is changed and it reads as follows:

“to monitor: the financial reporting process, effectiveness of internal control and risk management systems, as well as internal audit and financial audit activities;”

5. In § 31a section 4 is changed and it reads as follows:

“4. The Internal Audit Department and the Compliance Department shall prepare regular reports on its work for the Management Board and the Supervisory Board.”

6. In § 31a section 5 is changed and it reads as follows:

“5. Detailed principles of internal control system are specified in the relevant internal regulation issued by the President of the Management Board based on a resolution by the Management Board and the Supervisory Board.”

7. § 34 is changed and it reads as follows:

“34

The share capital amounts to PLN 169.347.928 (one hundred sixty nine million three hundred forty seven thousand nine hundred twenty eight) and is divided into 42.336.982 (forty two million three hundred thirty six thousand nine hundred and eighty two) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

§ 2

On the basis of Article 430(5) of the Code of Commercial Companies, 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 the date of registration of the amendments to the By-laws of the Bank into the register of entrepreneurs of the National Court Register, according to Article 430(1) of the Code of Commercial Companies.

Resolution No. 27
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re: Stance of shareholders of mBank S.A. concerning appraisal of functioning of remuneration policy regarding members of the Management Board and persons holding key positions at mBank S.A.

Pursuant to § 28 section 4 of the Corporate Governance Principles for Supervised Institutions adopted in Resolution No. 218/2014 of the Polish Financial Supervision Authority of 22 July 2014, it is resolved as follows:

§ 1

Upon considering the assessment of functioning of the remuneration policy at mBank S.A. in 2018 presented by the Supervisory Board of mBank S.A., the General Meeting of mBank S.A. judges that the remuneration policy regarding members of the Management Board and persons holding key positions at mBank S.A. contributes to the development and security of the operations of the Bank.

§ 2

This resolution comes into force on the date of its adoption.

Resolution No. 28
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Approval of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.”

Pursuant to the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018 and is required on the basis of § 57 section 2 of the Ordinance of the Minister of Finance dated 29 May 2018 on detailed technical and organisational conditions for investment firms, banks, mentioned in art. 70 section 2 of the act on trading of financial instruments, as well as fiduciary banks, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. accepts the content of “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in the wording as announced in accordance with generally binding provisions of law.

§ 2

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

Resolution No. 29
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Maciej Leśny, Chairman of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 30
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Andre Carls, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 31
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mrs. Teresa Mokrysz, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 32
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Stephan Engels, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

**Resolution No. 33
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mrs. Agnieszka Słomka-Gołębiowska, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 34
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Marcus Chromik, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 35
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Ralph Michael Mandel, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

**Resolution No. 36
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Jörg Hessenmüller, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 37
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Tomasz Bieske, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 38
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Mirosław Godlewski, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

Resolution No. 39
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Janusz Fiszer, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

**Resolution No. 40
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019
Draft**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Gurjinder Singh Johal, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

VOTING INSTRUCTIONS

SHAREHOLDER
(NAME AND SURNAME)

PROXY
(NAME AND SURNAME)

RESOLUTION NO 1

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 2

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 3

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 4

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 5

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 6

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 7

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 8

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 9

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 10

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 11

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 12

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 13

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

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RESOLUTION NO 14

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 15

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 16

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 17

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 18

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 19

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 20

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 21

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 22

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 23

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares

.....
<input type="checkbox"/> OTHER			

RESOLUTION NO 24

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 25

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 26

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

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RESOLUTION NO 27

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 28

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 29

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 30

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 31

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 32

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 33

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN FROM	<input type="checkbox"/> AT THE
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	<input type="checkbox"/> RAISING AN OBJECTION	VOTING	PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 34

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 35

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 36

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares

<input type="checkbox"/> OTHER

RESOLUTION NO 37

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 38

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 39

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 40

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			