

Resolution No. 1
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Approval of the Management Board Report on the Business of mBank S.A. and the Financial Statements of mBank S.A. for 2016

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. and the audited Financial Statements of mBank S.A. for 2016 comprising of:

- a) Income Statement for the accounting year from 1 January to 31 December 2016 showing a net profit of PLN 1 219 339 thousand,
- b) Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2016 showing a total comprehensive income of PLN 772 214 thousand,
- c) Statement of Financial Position as at 31 December 2016 showing total assets and total liabilities & equity of PLN 128 215 265 thousand,
- d) Statement of Changes in Equity for the accounting year from 1 January to 31 December 2016 showing an increase of equity by PLN 781 456 thousand,
- e) Statement of Cash Flows for the accounting year from 1 January to 31 December 2016 showing a net increase in cash and cash equivalents by PLN 8 107 630 thousand,
- 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 XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017**

Draft

Re.: Division of the 2016 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 2016, amounting to PLN 1,219,339,249.57 shall be allocated: in the amount of PLN 20,000,000.00 - to the general banking risk reserve of mBank S.A.

The remaining part of profit in the amount of PLN 1,199,339,249.57 is left undivided.

§ 2

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

**Resolution No. 3
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017**

Draft

Re.: Division of the undivided profits from previous years

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

§ 1

The undivided profits from previous years, amounting to PLN 2,761,505,904.92 shall be allocated to the supplementary capital of mBank S.A.

§ 2

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

**Resolution No. 4
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

**Resolution No. 5
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 6
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 7
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

**Resolution No. 8
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

**Resolution No. 9
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 10
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016, for the period between 1 January 2016 and 30 June 2016.

§ 2

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

Resolution No. 11
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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. Christoph Heins, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 July 2016 and 31 December 2016.

§ 2

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

Resolution No. 12
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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. Martin Blessing from the post of a Member of the Supervisory Board as of 30 April 2016, the General Meeting of mBank S.A. approves the election on 24 March 2016 of Mr. Ralph Michael Mandel for the post of a Member of the Supervisory Board for the period starting from 1 May 2016.
2. The General Meeting judges that Mr. Ralph Michael Mandel 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. 13
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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. Martin Zielke from the post of a Member of the Supervisory Board as of 15 December 2016, the General Meeting of mBank S.A. approves the election on 15 December 2016 of Mr. Jörg Hessenmüller for the post of a Member of the Supervisory Board for the period starting from 16 December 2016.
2. The General Meeting judges that Mr. Jörg Hessenmüller 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. 14
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 15
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

**Resolution No. 16
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 17
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016, for the period between 1 January 2016 and 30 April 2016.

§ 2

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

Resolution No. 18
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 19
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

**Resolution No. 20
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

**Resolution No. 21
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 22
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 (Deputy Chairman of the Supervisory Board from 16 December 2016), is given the vote of discharge of his duties for the financial year 2016.

§ 2

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

**Resolution No. 23
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016, for the period between 1 January 2016 and 15 December 2016.

§ 2

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

**Resolution No. 24
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

Resolution No. 25
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016.

§ 2

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

**Resolution No. 26
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016, for the period between 1 May 2016 and 31 December 2016.

§ 2

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

**Resolution No. 27
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016, for the period between 16 December 2016 and 31 December 2016.

§ 2

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

Resolution No. 28
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Management Board of mWealth Management S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mrs. Małgorzata Anczewska, President of the Management Board of mWealth Management S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of her duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 29
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Management Board of mWealth Management S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Paweł Bogusz, Vice-President of the Management Board of mWealth Management S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 30
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Cezary Kocik, Chairman of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 31
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Dariusz Solski, Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 32
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Paweł Przybyłek, Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 33
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mrs. Monika Powroźnik, Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of her duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

**Resolution No. 34
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft**

Re.: Vote of discharge of duties for a Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr.Łukasz Witkowski, Member of the Supervisory Board of mWealth Management S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 35
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Jarosław Kowalczyk, President of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

**Resolution No. 36
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft**

Re.: Vote of discharge of duties for a Member of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Adam Jaroszewicz, Vice-President of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 37
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Karol Bach, Member of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 38
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Michał Marczak, Member of the Management Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 39
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Cezary Stypułkowski, Chairman of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A., is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 40
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Hans Dieter Kemler, Deputy Chairman of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 41
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Paweł Przybyłek, Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A., is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

**Resolution No. 42
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft**

Re.: Vote of discharge of duties for a Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Włodzimierz Waluś, Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 43
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Vote of discharge of duties for a Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A.

Pursuant to Article 393 point 1, Article 395 § 2 point 3 and Article 529 § 1 point 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr. Paweł Graniewski, Member of the Supervisory Board of Dom Maklerski mBanku S.A. – a company partially taken over by mBank S.A, is given the vote of discharge of his duties for the financial year 2016, for the period between 1 January 2016 and 20 May 2016.

§ 2

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

Resolution No. 44
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Approval of the Management Board Report on the Business of mBank Group for 2016 and the Consolidated Financial Statements of mBank Group for 2016

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 2016 comprising of:

- a) Consolidated Income Statement for the accounting year from 1 January to 31 December 2016 showing a net profit of PLN 1 222 224 thousand,
- b) Consolidated Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2016 showing a total comprehensive income of PLN 775 099 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2016 showing total assets and total liabilities & equity of PLN 133 743 502 thousand,
- d) Consolidated Statement of Changes in Equity for the accounting year from 1 January to 31 December 2016 showing an increase of capital by PLN 776 197 thousand,
- e) Consolidated Statement of Cash Flows for the accounting year from 1 January to 31 December 2016 showing a net increase in cash and cash equivalents by PLN 8 356 044 thousand,
- f) Explanatory notes to the Consolidated Financial Statements,

and the Management Board Report on the Business mBank Group for the period from 1 January 2016 to 31 December 2016, are approved.

§ 2

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

*Resolution No. 45
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft*

Re.: Amendments to the By-laws of mBank S.A. and authorization of the Management Board of mBank S.A. to increase the share capital of mBank S.A. within the limits of the authorized capital with the possibility to divest current shareholders of the preemptive right in whole or in part upon the consent of the Supervisory Board of mBank S.A.

Pursuant to Article 430(1), Article 444, Article 445, Article 447 of the Code of Commercial Companies and Partnerships and § 11 letter e) of the By-laws of mBank S.A., it is resolved as follows:

§ 1

The By-laws of the Bank are amended by adding a new § 35a after § 35, which reads as follows:

„ § 35a

1. The Management Board shall be authorized to increase the share capital of the Bank by the amount not higher than PLN 60,000,000 (in words: sixty million) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (hereinafter the “**authorized capital**”).
2. The authorization described in point 1 above shall expire after three years from the date the amendments to the By-laws of the Bank including the authorized capital are entered into the register of entrepreneurs of the National Court Register.
3. The Management Board of the Bank shall be authorized to increase the share capital within the limits of the authorized capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted by the Management Board.
4. The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the share capital increase within the limits of the authorized capital and in case of decision to issue shares within an open or closed subscription, and in particular to:
 - set the time limit to open and close the share subscription,
 - set the conditions and ways to subscribe for shares,
 - allocate shares, including allocation of shares not taken up upon exercising the preemptive right.
5. The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the authorized capital shall require consent of the Supervisory Board of the Bank.
6. The Management Board of the Bank is authorized upon the consent of the Supervisory Board to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the share capital increase within the limits of the authorized capital.
7. The Management Board of the Bank shall issue shares within the share capital increase exclusively for cash contributions.

8. The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the share capital increase within the limits of the authorized capital. 9. Unless provisions of law or this paragraph state otherwise, the Management Board is authorized to decide on all matters connected with the share capital increase within the limits of the authorized capital, and in particular to:

- 1) conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,
- 2) take all necessary actual and legal steps to admit shares to trading on the regulated market operated by *Gięlda Papierów Wartościowych S.A.* (Warsaw Stock Exchange), including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by *Gięlda Papierów Wartościowych S.A.* (Warsaw Stock Exchange).
- 3) adopt resolutions and take all other necessary actual and legal steps as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with *Krajowy Depozyt Papierów Wartościowych S.A.* (Central Securities Depository of Poland).”

§2

1. Adopting the proposed resolution on the amendments to the By-laws of the Bank and authorization of the Management Board to increase the share capital within the limits of the authorized capital aims at making it possible for the Bank to obtain quick and flexible funding if a need for it arises. Introducing a flexible mechanism that allows increasing the Bank’s share capital is particularly justified when the regulatory requirements change quickly and the supervisory authorities issue recommendations on capital requirements for banks. What is important, the Bank’s Management Board using the authorisation to increase the share capital within the limits of the authorised capital will be able to adapt the size and time of the issue to market conditions and current capital needs of the Bank.

2. The authorization to increase the share capital granted to the Management Board of the Bank will make it possible for the Management Board:

- 1) to shorten and simplify the process of obtaining funds as part of capital increase as it will not be necessary to convene and hold the General Meeting in order to increase the share capital,
- 2) to reduce costs of the share capital increase,
- 3) to offer the new issue shares at the most convenient time compared with the procedure for an ordinary increase of share capital, and
- 4) to mitigate the risk of unfavourable changes in the economic situation on the capital market as a result of shortening the capital increase process.

§3

The General Meeting of the Shareholders of the Bank, after considering the justification of the introduction of the authorized capital described in §2 as well as the opinion of the Management Board attached to this Resolution (accepted by the Supervisory Board of the Bank) as regards the grounds for the increase of the share capital within the limits of the authorized capital, ways of fixing the issue price as well as possibility to divest a shareholder of the preemptive right in whole or in part, hereby complies with the standpoint of the Management Board and accepts it as justification of this resolution as required by the provisions of the Code of Commercial Companies.

§4

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.

§5

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. 46
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2 point 15 is changed and it reads as follows:

“15) providing trust services and issuing electronic identification means within the meaning of trust services regulations,”

2. In § 6 section 2 points 17) and 18) are deleted.

3. In § 6 section 2 a new point 17) is added and it reads as follows:

“17) providing other financial services, in particular services of accepting information regarding receivables and enabling other banks to access this information in order to transmit it to debtors.”

4. A new § 6¹ is added and it reads as follows:

“Apart from its objects and scope of activities, the Bank is additionally entitled to:

1) perform the function of point confirming trusted profiles (ePUAP) within the meaning of art. 20c of the Act of 17 February 2005 on implementation of IT solutions in activities of entities rendering public services,

2) perform activities specified in art. 13.5.3 and 13.5.10 of the Act of 11 February 2016 on state’s help in raising children.”

5. In § 22 section 3 point 1 is changed and it reads as follows:

“1) the Executive and Nomination Committee, whose authority includes, among others, the following:

a) to exercise regular supervision of the operations of the Bank between meetings of the Supervisory Board;

b) authorizing the Board of Management to acquire, encumber, and sell real estate, a perpetual usufruct or part of real estate and stock and participatory shares in companies as well as other fixed assets, if the value of the said transactions exceeds 1% of the Bank's own funds as defined in § 33, as per December 31 of the preceding year. Such authorization is not required if such acquisition results from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired. In the case of such acquisitions, resulting from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired, the Board of Management is obliged to inform the Executive and Nomination Committee of any such activity;

c) performing the initial recruitment process of candidates for Members of the Management Board and the Supervisory Board of the Bank.”

6. § 29 section 3 is changed and it reads as follows:

“3. Procuration may be revoked by each Management Board member acting individually.”

7. § 33 is changed and it reads as follows:

“1. The Bank's own funds include:

- a) share capital,
- b) supplementary capital,
- c) reserve capital,
- d) general banking risk reserve,
- e) retained profit from previous years,
- f) net profit for the current reporting period, calculated in accordance with the accounting principles currently in force,
- g) other items of own capital.

2. The Bank shall create specific funds, including a Company Social Benefits Fund.”

8. § 34 is changed and it reads as follows:

“The share capital amounts to PLN 169.120.508 (one hundred sixty nine million one hundred twenty thousand five hundred and eight) and is divided into 42.280.127 (forty two million two hundred eighty thousand one hundred and twenty seven) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

9. § 36 is changed and it reads as follows:

“Supplementary capital is built from the net profit generated in the accounting year and from the surplus gained in the issue of shares above the nominal value that remains when the cost of the issue is covered; its purpose is to cover balance-sheet losses which may arise in connection with the Bank's activities. In the supplementary capital the Bank also reflects settlements from incentive programmes based on shares of the Bank, in accordance with the accounting principles currently in force.”

10. § 37 is changed and it reads as follows:

“Reserve capital is built from a part of the annual net profit, separate from the supplementary capital, with the purpose of covering specific losses and expenses of the Bank or for other purposes. In the reserve capital the Bank also reflects the valuation of incentive programmes based on shares of the Bank, in accordance with the accounting principles currently in force.”

11. § 39 is changed and it reads as follows:

“Other items of own capital are created in accordance with the accounting principles currently in force.”

12. § 40 is changed and it reads as follows:

“The general banking risk reserve shall be formed from amounts written off from the annual net profit for unidentified risks in banking activity.”

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. 47
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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 2016 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. 48
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft

Re.: Appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and Consolidated Financial Statements of mBank Group for 2017

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

§1

The General Meeting of Shareholders of mBank S.A. appoints _____ as the Statutory Auditor to audit the Financial Statements of mBank S.A. and the Consolidated Financial Statements of mBank Group for 2017.

§ 2

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

Resolution No. 49
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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. 50
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
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

The General Meeting judges that persons appointed to the Supervisory Board possess knowledge, skills and experience adequate for fulfilling their functions and duties entrusted to them and guarantee the proper fulfilment of these duties.

§ 3

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

**Resolution No. 51
of XXX Ordinary General Meeting
of mBank S.A.
dated 30 March 2017
Draft**

Re.: Rules of remuneration of the Members of the Supervisory Board of the mBank S.A.

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

§ 1

The monthly remuneration of the Members of the Supervisory Board of the Bank is fixed in the following amounts:

- | | |
|---|-------------|
| 1) Chairman of the Supervisory Board | PLN 17,000; |
| 2) Deputy Chairman of the Supervisory Board | PLN 14,500; |
| 3) Member of the Supervisory Board | PLN 12,000. |

§ 2

1. For participation in the Standing Committees appointed by the Supervisory Board, the following monthly remuneration is fixed for the Members of the Supervisory Board:

- 1) For participation in the first Standing Committee: 50% of the remuneration received by that Member pursuant to § 1;
- 2) For participation in the second Standing Committee: 25% of the remuneration received by that Member pursuant to § 1.

2. No additional remuneration shall be due in case a Member of the Supervisory Board participates in three or more Standing Committees of the Supervisory Board.

3. Notwithstanding provisions of § 1 and § 2 sections 1 and 2, the Member of the Supervisory Board holding the post of Chairman of the Audit Committee of the Supervisory Board of the Bank shall be entitled to additional remuneration in the amount equal to 80% of the sum of remuneration received by that Member pursuant to § 1 and § 2 section 1 point 1.

§ 3

The resolution no. 26 of the XXV OGM of 30 March 2012 regarding the rules of remuneration of the Members of the Supervisory Board of the Bank is hereby repealed.

§ 4

This Resolution comes into effect on 1 April 2017.