

**FORM FOR EXECUTING VOTING RIGHTS THROUGH A PROXY
DURING THE ORDINARY GENERAL MEETING OF mBank S.A. WITH ITS SEAT
IN WARSAW, CALLED FOR 31 MARCH 2022**

I, the undersigned

.....
(name and surname)

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

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

holding the identity card / passport¹ number, having
registered / bearer shares² of the company called mBank S.A. with its seat in Warsaw

hereby authorise

.....
(name and surname)

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

holding the identity card / passport³ number (the "Proxy")

to represent myself at the Ordinary General Meeting of the company called mBank S.A. with its seat in Warsaw, called for 31 March 2022, 14:00 hours, in the registered seat of the Bank in Warsaw, at Prosta 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 myself as well as to any other actions related to the meeting of the OGM.

The proxy is / not⁴ authorised to grant further power-of-attorney.

.....
(signature)

.....
(signature)

.....
(place / country, date)

.....
(place / country, date)

¹ delete where necessary
² delete where necessary
³ delete where necessary
⁴ 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., Prosta 18, 00-850 Warszawa, entered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw, 13th, Commercial Division, under KRS 0000025237, Tax Identification Number (NIP): 526-021-50-88, with its fully paid-up share capital amounting to PLN 169.539.536 as at 1 January 2022 (“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 XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021

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

§ 1

The Management Board Report on Performance of mBank S.A. Group in 2021 (including Management Board Report on Performance of mBank S.A.) for the period between 1 January 2021 and 31 December 2021, is approved.

§ 2

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

**Resolution No. 2
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
Draft**

Re.: Approval of the Financial Statements of mBank S.A. for 2021

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 the year 2021 comprising of:

- a) Income Statement for the period from 1 January to 31 December 2021 showing a net loss of PLN 1 215 353 thousand,
- b) Statement of Comprehensive Income for the period from 1 January to 31 December 2021 showing a total comprehensive net loss of PLN 3 096 428 thousand,
- c) Statement of Financial Position as at 31 December 2021 showing total assets and total liabilities & equity of PLN 191 873 819 thousand,
- d) Statement of Changes in Equity for the period from 1 January to 31 December 2021 showing a decrease of equity by PLN 3 085 869 thousand,
- e) Statement of Cash Flows for the period from 1 January to 31 December 2021 showing a net increase in cash and cash equivalents by PLN 8 227 473 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 XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
Draft**

Re.: Coverage of the 2021 loss

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

§ 1

The net loss suffered by mBank S.A. in 2021, amounting to PLN 1 215 353 334.02 is covered from the Bank's supplementary capital.

§ 2

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

**Resolution No. 4
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 General Meeting of Shareholders of mBank S.A. decides not to perform the division of the undivided profits from previous years, amounting to PLN 2 098 480 869.01.

§ 2

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

Resolution No. 5
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021.

§ 2

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

**Resolution No. 6
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021.

§ 2

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

Resolution No. 7
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021.

§ 2

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

Resolution No. 8
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021.

§ 2

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

Resolution No. 9
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021.

§ 2

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

Resolution No. 10
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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. Marek Lusztyń, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2021

§ 2

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

**Resolution No. 11
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 Mrs. Sabine Schmittroth from the post of a Member of the Supervisory Board effective as of the end of 24 March 2021, the General Meeting of mBank S.A. approves the election on 24 March 2021 of Mr. Arno Walter for the post of a Member of the Supervisory Board for the period starting from 25 March 2021.
2. The General Meeting judges that Mr. Arno Walter possesses necessary knowledge, skills and experience required to fulfil the duties of a Member of the Supervisory Board and guarantees the proper fulfilment of these duties.

§ 2

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

Resolution No. 12
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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. Jörg Hessenmüller from the post of a Member of the Supervisory Board effective as of the end of 30 September 2021, the General Meeting of mBank S.A. approves the election on 25 October 2021 of Mr. Armin Barthel for the post of a Member of the Supervisory Board for the period starting from 25 October 2021.
2. The General Meeting judges that Mr. Armin Barthel possesses necessary knowledge, skills and experience required to fulfil the duties of a Member of the Supervisory Board and guarantees the proper fulfilment of these duties.

§ 2

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

Resolution No. 13
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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, Chairwoman of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2021.

§ 2

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

Resolution No. 14
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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. Sabine Schmittroth, Member of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2021, for the period between 1 January and 24 March 2021.

§ 2

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

Resolution No. 15
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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. Bettina Orlopp, Member of the Supervisory Board until 30 September 2021 and Deputy-Chairwoman of the Supervisory Board from 1 October 2021, is given the vote of discharge of her duties for the financial year 2021.

§ 2

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

**Resolution No. 16
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021.

§ 2

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

Resolution No. 17
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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, Deputy-Chairman of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2021, for the period between 1 January and 30 September 2021.

§ 2

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

Resolution No. 18
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021.

§ 2

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

**Resolution No. 19
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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. Aleksandra Gren, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2021.

§ 2

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

**Resolution No. 21
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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. Arno Walter, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2021, for the period between 25 March and 31 December 2021.

§ 2

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

Form for Individuals

***Resolution No. 22
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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. Armin Barthel, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2021, for the period between 25 October and 31 December 2021.

§ 2

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

Re.: Approval of the Consolidated Financial Statements of mBank Group for 2021

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 the year 2021 comprising of:

- a) Consolidated Income Statement for the period from 1 January to 31 December 2021 showing a net loss of PLN 1 178 813 thousand,
- b) Consolidated Statement of Comprehensive Income for the period from 1 January to 31 December 2021 showing a total comprehensive net loss of PLN 2 967 702 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2021 showing total assets and total liabilities & equity of PLN 199 538 885 thousand,
- d) Consolidated Statement of Changes in Equity for the period from 1 January to 31 December 2021 showing a decrease of capital by PLN 2 957 151 thousand,
- e) Consolidated Statement of Cash Flows for the period from 1 January to 31 December 2021 showing a net increase in cash and cash equivalents by PLN 8 301 202 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 § 6 item 5 is changed and it reads as follows:

“The Bank may perform, or act as an intermediary in the performance of, activities indicated in section 1 and 2, for banks, credit institutions, financial institutions, lending institutions or affiliates, providing that those activities are included in the scope of activities of the commissioning entity.”

2. In § 11 item 2 is added and it reads as follows:

“2. Acquisition and disposal of real property, perpetual usufruct, or of an interest therein shall not require a resolution of the General Meeting.”

3. § 30b is changed and it reads as follows:

“§ 30b

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

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

2. Detailed rules of issuing internal legislation of the Bank are specified in a relevant regulation on internal legislation.”

4. § 34 is changed and it reads as follows:

“§ 34

Form for Individuals

The share capital amounts to PLN 169,539,536 (one hundred sixty nine million five hundred thirty nine thousand five hundred thirty six) and is divided into 42.384.884 (forty two million three hundred eighty four thousand eight hundred eighty four) 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. 25
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
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 2021 presented by the Supervisory Board of mBank S.A. included in the Report of the Supervisory Board of mBank S.A. on its activities in 2021, 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. 26
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
Draft**

Re.: Approval of the “Policy for the Assessment of Qualifications (Suitability), Appointment and Dismissal of Members of the Bank’s Body at mBank S.A. and Brokerage Office authorities”

Pursuant to the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 2 July 2021 and on the basis of § 57 section 2 in relation to § 81 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. approves the “Policy for the Assessment of Qualifications (Suitability), Appointment and Dismissal of Members of the Bank’s Body at mBank S.A. and Brokerage Office authorities” (the Policy).

§ 2

The General Meeting of Shareholders of mBank S.A. authorises the Supervisory Board of mBank S.A. to perform any necessary changes to the content of the Policy, in the period between the day of closing the assembly of the General Meeting of Shareholders of mBank S.A. until the day of the next General Meeting of Shareholders of mBank S.A. Each amendment performed by the Supervisory Board of mBank S.A. on the basis of this authorisation, shall require approval of the next General Meeting of Shareholders of mBank S.A.

§ 3

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

Re.: Assessment of suitability of members of the Supervisory Board and assessment of adequacy of internal regulations of mBank S.A. regarding functioning of the Supervisory Board and its effectiveness

In accordance with the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 2 July 2021 and the Methodology of suitability of members of bodies of entities supervised by the Polish Financial Supervision Authority, issued by the Authority of the Financial Supervision Commission in January 2020, as amended, as well as on the basis of recommendation 8.9 of the Recommendation Z of the Polish Financial Supervision Authority regarding rules for corporate governance in banks, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that in the period between the closing of the last General Meeting of Shareholders of mBank S.A., that is from 24 March 2021 until the day this resolution is adopted, members of the Supervisory Board of mBank S.A. in the composition:

Mrs. Agnieszka Słomka-Gołębiowska, Chairwoman of the Supervisory Board;
Mrs. Bettina Orlopp, Member of the Supervisory Board until 30 September 2021 and Deputy-Chairwoman of the Supervisory Board from 1 October 2021;
Mr. Marcus Chromik, Member of the Supervisory Board;
Mr. Jörg Hessenmüller, Deputy Chairman of the Supervisory Board performing functions until 30 September 2021;
Mr. Tomasz Bieske, Member of the Supervisory Board;
Mr. Mirosław Godlewski, Member of the Supervisory Board;
Mrs. Aleksandra Gren, Member of the Supervisory Board;
Mrs. Sabine Schmittroth, Member of the Supervisory Board performing functions until 24 March 2021;
Mr. Arno Walter, Member of the Supervisory Board performing functions from 25 March 2021;
Mr. Armin Barthel, Member of the Supervisory Board performing functions from 25 October 2021;
each of them have met the individual criteria of suitability of a member of the Supervisory Board.

§ 2

The General Meeting of Shareholders of mBank S.A. assesses that in the period between the closing of the last General Meeting of Shareholders of mBank S.A., that is from 24 March 2021 until the day this resolution is adopted, the Supervisory Board of mBank S.A. has met the collective criteria of suitability.

Form for Individuals

§ 3

On the basis of the self-assessment of the Supervisory Board included in the Report of the Supervisory Board of mBank S.A. on its activities in 2021, the General Meeting of Shareholders of mBank S.A., evaluates positively the adequacy of internal regulations of mBank S.A. regarding functioning of the Supervisory Board, that is the By-laws and the Rules of the Supervisory Board of mBank S.A. as well as the effectiveness of operation of the Supervisory Board.

§ 4

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

Resolution No. 28
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
Draft

Re.: Opinion of the General Meeting of mBank S.A. on Report on remuneration of Members of Management Board and Supervisory Board of mBank S.A.

On the basis of Article 90g. 6 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies (“the Act”) and art. 395 § 2[1] of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

1. General Meeting of mBank S.A., after familiarizing itself with the Report on remuneration of Members of Management Board and Supervisory Board prepared by the Supervisory Board of mBank S.A. for 2021 on the basis of Article 90 of the Act (Report) and assessed by a statutory auditor - Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością spółka komandytowa, expresses a positive opinion regarding the Report.
2. General Meeting of mBank S.A. does not submit comments to the Report.

§ 2

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

**Resolution No. 29
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
Draft**

Re.: Amendments to the resolution no 32 of the XXXIII Ordinary General Meeting of mBank S.A. dated 27 March 2020 regarding appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and Consolidated Financial Statements of mBank Group for years 2020-2022

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

§ 1

The Ordinary General Meeting of mBank S.A. amends the the resolution no 32 of the XXXIII Ordinary General Meeting of mBank dated 27 March 2020 regarding Appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and Consolidated Financial Statements of mBank Group for years 2020-2022, in such manner that § 1 of the resolution is changed and it reads as follows: .

The General Meeting of Shareholders of mBank S.A. appoints **Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością spółka komandytowa** as the Statutory Auditor to audit the Financial Statements of mBank S.A. and the Consolidated Financial Statements of mBank Group for years 2020-2021.

§ 2

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

***Resolution No. 30
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022
Draft***

Re.: Appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and Consolidated Financial Statements of mBank Group for years 2022-2023

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 years 2022-2023.

§ 2

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

**Resolution No. 31
of XXXV Ordinary General Meeting
of mBank S.A.
dated 31 March 2022**

Re.: Principles of remuneration of the Members of the Supervisory Board of 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 21,000; |
| 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. 50 of the XXX OGM of 30 March 2017 regarding the principles of remuneration of the Members of the Supervisory Board of the Bank is hereby repealed.

Form for Individuals

§ 4

This Resolution comes into effect on 1 April 2022.

VOTING INSTRUCTIONS

SHAREHOLDER
 (NAME AND SURNAME)

PROXY
 (NAME AND SURNAME)

RESOLUTION NO 1

<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 2

<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 3

<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

Form for Individuals

<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

Form for Individuals

<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

Form for Individuals

<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
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

Form for Individuals

<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			

RESOLUTION NO 14

<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 15

<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

Form for Individuals

<input type="checkbox"/> OTHER

RESOLUTION NO 16

<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 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

Form for Individuals

<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

Form for Individuals

<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

Form for Individuals

<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			

RESOLUTION NO 27

<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

Form for Individuals

<input type="checkbox"/> OTHER

RESOLUTION NO 28

<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 29

<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 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

Form for Individuals

<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			
