

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 169,860,668 as at 1 January 2024 ("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 XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024
Draft**

Re.: Approval of the Management Board Report on Performance of mBank S.A. Group in 2023 (including Management Board Report on Performance of mBank S.A.)

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 2023 (including Management Board Report on Performance of mBank S.A.) for the period between 1 January 2023 and 31 December 2023, is approved.

§ 2

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

Re.: Approval of the Financial Statements of mBank S.A. for 2023

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 2023 comprising of:

- a) Income Statement for the period from 1 January to 31 December 2023 showing a net profit of PLN 29 322 thousand,
- b) Statement of Comprehensive Income for the period from 1 January to 31 December 2023 showing a total comprehensive net income of PLN 1 154 695 thousand,
- c) Statement of Financial Position as at 31 December 2023 showing total assets and total liabilities & equity of PLN 222 418 476 thousand,
- d) Statement of Changes in Equity for the period from 1 January to 31 December 2023 showing an increase of equity by PLN 1 165 742 thousand,
- e) Statement of Cash Flows for the period from 1 January to 31 December 2023 showing a net increase in cash and cash equivalents by PLN 20 522 892 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 XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024
Draft

Re.: Division of the 2023 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 2023, amounting to PLN 29 322 135.24 is assigned 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 XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 1 401 756 971.49.

§ 2

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

**Resolution No. 5
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
Draft

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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 2023.

§ 2

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

Resolution No. 6
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024
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 2023.

§ 2

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

Resolution No. 7
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024
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 2023.

§ 2

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

Resolution No. 8
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024
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 2023.

§ 2

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

Resolution No. 9
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024
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 2023, for the period from 1 January until 30 April 2023.

§ 2

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

**Resolution No. 10
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 Lusztyn, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2023

§ 2

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

**Resolution No. 11
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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. Julia Nusser, Vice-President of the Management Board of the Bank, is given the vote of discharge of her duties for the financial year 2023, for the period from 1 May until 31 December 2023.

§ 2

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

**Resolution No. 12
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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. Pascal Ruhland, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2023, for the period from 1 May until 31 December 2023.

§ 2

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

Resolution No. 13
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024
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. Marcus Chromik from the post of a Member of the Supervisory Board of mBank S.A., effective as of the end of 31 December 2023, the General Meeting of mBank S.A. approves the election on 14 December 2023 of Mr. Bernhard Spalt for the post of a Member of the Supervisory Board for the period starting from 1 January 2024.
2. The General Meeting judges that Mr. Bernhard Spalt 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. 14
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 her duties for the financial year 2023.

§ 2

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

**Resolution No. 15
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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, Deputy-Chairwoman of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2023.

§ 2

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

**Resolution No. 16
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 2023.

§ 2

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

**Resolution No. 17
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 2023.

§ 2

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

**Resolution No. 18
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 2023.

§ 2

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

**Resolution No. 19
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 2023.

§ 2

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

**Resolution No. 20
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 2023, for the period between 1 January and 30 March 2023.

§ 2

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

Form for Individuals

**Resolution No. 21
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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. Thomas Schaufler, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2023, for the period between 31 March and 31 December 2023.

§ 2

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

Form for Individuals

**Resolution No. 22
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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. Hans-Georg Beyer, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2023.

§ 2

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

Form for Individuals

**Resolution No. 23
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
Draft

Re.: Approval of the Consolidated Financial Statements of mBank Group for 2023

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 2023 comprising of:

- a) Consolidated Income Statement for the period from 1 January to 31 December 2023 showing a net profit of PLN 24 058 thousand,
- b) Consolidated Statement of Comprehensive Income for the period from 1 January to 31 December 2023 showing a total comprehensive net income of PLN 1 011 143 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2023 showing total assets and total liabilities & equity of PLN 226 980 516 thousand,
- d) Consolidated Statement of Changes in Equity for the period from 1 January to 31 December 2023 showing an increase of equity by PLN 1 022 195 thousand,
- e) Consolidated Statement of Cash Flows for the period from 1 January to 31 December 2023 showing a net increase in cash and cash equivalents by PLN 20 453 221 thousand,
- f) Explanatory notes to the Consolidated Financial Statements,

are approved.

§ 2

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

Form for Individuals

**Resolution No. 24
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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. § 4 is amended to read as follows:

“1. The Bank has internal governance, which includes in particular: the management system, the organization of the Bank, principles of operation, powers, duties and responsibilities as well as mutual relations between the Supervisory Board, the Management Board and persons performing key functions in the Bank.

2. The Bank's management system includes, among others: the risk management system and the internal control system.”

2. § 5 is amended to read as follows:

“The Bank's business purpose is to provide banking services, as well as consulting and advisory services in financial matters, and to perform economic activity within the scope defined in § 6 of the By-laws.”

3. § 6 item 1 is amended by deleting:

- point 9 in the wording: “9) performing operations ordered by third parties related to issuing of securities,” and
- point 11 in the wording: “11) performing forward financial transactions,”

and the adequate amendment of numbering of the following points, in the result giving item 1 the following wording:

“1. banking operations:

- 1) receiving cash deposits payable on request or within due time limits and operating the accounts of such deposits,
- 2) operating other bank accounts,
- 3) performing bank financial settlements,
- 4) extending financial credits and loans,
- 5) performing cheques and bills of exchange operations and operations with warrants,
- 6) extending and confirming sureties,
- 6a) extending and confirming bank guarantees, opening and confirming letters of credit,

Form for Individuals

- 7) intermediation in effecting money transfers and settlements made in foreign exchange dealings,
- 8) issuing bank securities,
- 9) taking into deposit valuables and securities, and making safe deposit boxes available to customers,
- 10) purchasing and selling of monetary receivables,
- 11) performing the functions of a representative bank as stipulated in the Bonds Law,
- 12) purchasing and selling foreign exchange values,
- 13) issuing payment instruments, including cards and performing operations using such instruments,
- 14) issuing electronic money,
- 15) providing payment initiation services,
- 16) providing account information services."

4. Point 2 is deleted from § 6 item 2 in the following wording:

"2) purchasing or acquiring shares and rights, shares of another legal entity and purchasing Participatory units and investment certificates in investment funds,"

and the existing points 3-16 are changed as points 2-15.

5. § 6 item 2 point 10 is amended, including renumbering as point 9) to read as follows:

"9) providing custody services, including maintaining securities accounts, as well as executing activities related to providing custody services,"

6. § 6 item 3 is amended to read as follows:

"3. Activities pursuant to Art. 69 section 2 of the Act on Trading in Financial Instruments on the principles set out in Art. 111 of this Act, consisting of:

- 1) acceptance and transfer of orders to acquire or dispose of financial instruments,;
- 2) execution of orders referred to in point 1, on the account of the on behalf of clients from whom those orders originate;
- 3) acquisition or disposal of financial instruments for own account;
- 4) managing portfolios that include one or more financial instruments;
- 5) investment advisory;
- 6) offering financial instruments;
- 7) provision of services in the performance of concluded issue guarantee agreements or concluding and performing other agreements of a similar nature, if their subject matter is financial instruments"

7. § 6 item 4 point 6 is amended to read as follows:

Form for Individuals

“6) provision of services in the performance of concluded issue guarantee agreements or concluding and performing other agreements of a similar nature, if their subject matter is financial instruments.”

8. In § 6 item 4a is added and it reads as follows:

“4a. Activities pursuant to Art. 69 section 4 of the Act on Trading in Financial Instruments, consisting of:

- 1) storing or registering financial instruments, including maintaining securities accounts, derivatives accounts and omnibus accounts, and maintaining cash accounts, as well as keeping records of financial instruments;
- 3) advising enterprises on capital structure, enterprise strategy or other issues related to such structure or strategy;
- 3) consulting and other services in the field of mergers, divisions and takeovers of enterprises;
- 4) currency exchange, if it is related to brokerage activities to the extent indicated in section 3;
- 5) preparing investment analyses, financial analyses and other general recommendations regarding transactions in financial instruments;
- 6) provision of additional services related to the emission guarantee agreement.”

9. In § 6¹ point 3 is added and it reads as follows:

“3) issue capital bonds within the meaning of Art. 27a of the Act of 15 January 2015 on bonds.”

10. § 8 is amended to read as follows:

“1. In order to perform its statutory activities, the Bank may open and close down branches and other offices in Poland and abroad.

2. The organizational structure of the Bank shall be set by the Board of Management in the Organizational Rules subject to § 22 section 1 letter a) hereof.”

11. § 20 is amended to read as follows:

1. The Supervisory Board can pass resolutions provided that at least half of its members are present at the meeting while all the members have been invited.
2. In exceptional cases, members of the Supervisory Board may pass resolutions by casting their votes in writing, with the mediation of another member of the Supervisory Board. No votes can be cast in writing on issues added to the agenda in the course of the meeting of the Supervisory Board.
3. The Supervisory Board can pass resolutions in writing or through telecommunications. A resolution is valid if all the members of the Supervisory Board were informed of the draft.
4. Resolutions of the Supervisory Board shall be passed by an ordinary majority of votes and in case of an equal number of votes, the vote of the Chairperson of the Supervisory Board shall prevail.”

12. § 22 item 1 letter i) is amended to read as follows:

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“i) approval of conclusion, amendment or termination of any significant affiliation agreements and/or cooperation treaties;”

13. In § 22 item 1 letter r) is added to read as follows:

“r) 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 Supervisory Board of any such activity.”

14. § 22 item 2 is amended to read as follows:

“The Supervisory Board may delegate its members to independently perform specific supervisory activities, as well as establish ad hoc or permanent committees of the Supervisory Board, consisting of members of the Supervisory Board, to perform specific supervisory activities.”

15. From § 22 items 3 and 4 are deleted in the following wording:

3. In particular, the Supervisory Board may appoint the following Standing Committees:
 - 1) the Executive 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;
 - 2) the Audit Committee, whose authority includes, among others, the following:
 - a) to formulate and present recommendations regarding election of entity entitled to audit the financial statements of the Bank by the General Meeting;
 - b) to recommend approval or rejection of financial statements by the Supervisory Board;
 - c) to monitor: the financial reporting process, effectiveness of internal control and risk management systems, as well as internal audit and financial audit activities ;

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- d) to recommend to the Supervisory Board acceptance or refusal of acceptance for appointment and dismissal of a person managing the Internal Audit Department and the Compliance Department;
 - e) to prepare policies and procedures regarding election of entity entitled to audit financial statements of the Bank, as well as providing by this entity of permitted non-audit services.
- 3) The Risk Committee, whose authority includes, among others, the following:
- a) exercising regular supervision of credit risks, market risks, liquidity risks and non-financial risks, including operational risk, as well as recommending to approve individual counterparty risk according to parameters defined by the Supervisory Board from time to time;
 - b) to recommend approval or disapproval to the Supervisory Board for transactions between the Bank and the Members of the Bank's bodies, as provided by the Banking law.

The Supervisory Board is entitled to define afore mentioned parameters, further rights and authorities of the Risk Committee.

- 4) The Remuneration and Nomination Committee, whose authority includes, among others, the following:
- a) to review principles and amounts of remuneration of Members of the Management Board, including the setting of relevant amounts,
 - b) to table opinions concerning approval for Members of the Management Board to engage in competitive activity,
 - c) issuing recommendations to the Supervisory Board regarding: general guidelines for the Management Board on the level and structure of remuneration for the senior management of the Bank and the remuneration policy for each category of persons, whose professional activity has material impact on the Bank's risk profile,
 - d) monitoring the level and structure of remuneration of the senior management,
 - e) issuing opinions and monitoring the remuneration policy adopted by the Bank and assisting the Bank's bodies in matters regarding development and implementation of this policy,
 - f) 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,
 - g) 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,
 - h) 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;
 - i) 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.

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- 5) The IT Committee, whose authority includes, among others, the following:
- a) to exercise regular supervision of the IT and IT security of the Bank between meetings of the Supervisory Board;
 - b) to analyse the periodic reports for the Supervisory Board regarding IT and IT security;
 - c) to present to the Supervisory Board conclusions from the analysis of the periodic reports on IT and IT security.

4. The Audit Committee shall include at least three members, however at least one member of the Audit Committee shall have knowledge and skills in accounting or audits of financial statements. Majority of members of the Audit Committee, including its Chairman, shall be Independent Supervisory Board Members."

16. In § 22 the current item 5 is numbered as item 3.

17. In § 26 item 1 the first sentence is changed to read as follows:

"1. The Board of Management directs the Bank's business and represents the Bank, including decisions regarding the acquisition, encumbering or disposal of real estate, a perpetual usufruct or part of real estate, subject to § 22 section 1 letter r)."

18. In § 27 item 1 is changed to read as follows:

1. The President of the Board of Management heads the work of the Board of Management. The responsibilities of the President include, among others:
 - 1) heading the Board of Management,
 - 2) representing the Bank,
 - 3) issuing internal regulations and instructions, rules, and other provisions that regulate the Bank's activities, however if required by a provision of law or internal regulation of the Bank, such internal regulations and instructions, rules, and other provisions should be based on a prior resolution of the Board of Management with this respect,
 - 4) division of competences among the Management Board Members, based on a resolution of the Board of Management, however no resolution with this respect can be passed without the consent of the President of the Board of Management and it requires approval from the Supervisory Board,
 - 5) division of powers between the Managing Directors on the basis of a resolution of the Management Board, where such a resolution may not be adopted without the consent of the President of the Management Board."

19. § 34 is changed and it reads as follows:

"The share capital amounts to PLN 169,860,668 (one hundred sixty nine million eight hundred sixty thousand six hundred sixty eight) and is divided into 42,465,167 (forty two million four hundred sixty five thousand one hundred sixty seven) registered and bearer shares with a nominal value of PLN 4 (four) per share."

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20. Point 1) in § 35a item 9 is changed and it reads as follows:

“1) concluding issue guarantee agreements or other agreements securing the success of the share issue,”

§ 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.

Form for Individuals

**Resolution No. 25
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 2023 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 2023, 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.

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**Resolution No. 26
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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.”

Pursuant to the “Guidelines of the European Banking Authority and the European Securities and Markets Authority on the assessment of the suitability of members of the management body and key function holders” (EBA/GL/2021/06) and 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. approves amended wording of the “Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the bank’s body at mBank S.A.” (the Policy), in the wording announced in accordance with generally applicable provisions of law.

§ 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. and to determine the minimum assessment levels for individual suitability criteria in relation to the Supervisory Board, in accordance with applicable legal and regulatory requirements and the provisions of the Policy.

§ 3

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

Form for Individuals

**Resolution No. 27
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
Draft

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 "Methodology for assessing the suitability of members of governing bodies of banks, units managing protection systems, insurance companies, reinsurance companies, pension companies", issued by the Authority of the Financial Supervision Commission, 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 30 March 2023 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, Deputy-Chairwoman of the Supervisory Board;
Mr. Tomasz Bieske, Member of the Supervisory Board;
Mr. Mirosław Godlewski, Member of the Supervisory Board;
Mrs. Aleksandra Gren, Member of the Supervisory Board;
Mr. Hans Georg Beyer, Member of the Supervisory Board;
Mr. Thomas Schaufler, Member of the Supervisory Board performing functions from 31 March 2023; and
Mr. Bernhard Spalt, Member of the Supervisory Board performing functions from 1 January 2024;

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 30 March 2023 until the day this resolution is adopted, the Supervisory Board of mBank S.A. has met the collective criteria of suitability.

§ 3

On the basis of the self-assessment of the Supervisory Board included in the Resolution of the Supervisory Board of mBank S.A. dated 29 February 2024, announced in accordance with generally binding provisions of law, 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, the Rules of the Supervisory Board of mBank S.A., the rules of the committees of the Supervisory Board, "Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the

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bank's body at mBank S.A." and the Remunerations Policy for Members of the Management Board and 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.

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**Resolution No. 28
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
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 2023 on the basis of Article 90g of the Act (Report) and assessed by a statutory auditor - KPMG Audyt 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.

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**Resolution No. 29
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**
Draft

Re.: approval of the Remunerations Policy for Members of the Management Board and Supervisory Board of mBank S.A.

On the basis of art. 90e.4 of the legislative Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies ("the Act") in reference to art. 90d.1 of the same Act, it is hereby resolved as follows:

§ 1

The "Remunerations Policy for Members of the Management Board and Supervisory Board of mBank S.A.", reading as follows, is hereby adopted:

"Remunerations Policy for Members of the Management Board and Supervisory Board of mBank S.A. ("the Remunerations Policy")

§1

Definitions, general provisions

1. Proceeding on the basis of art. 90d.1 in reference to art. 90c.2.1 of the Act, this Remunerations Policy of mBank S.A. with its registered seat in Warsaw ("**the Company**") is hereby adopted.
2. Whenever this Remunerations Policy makes reference to:
 - a) **the Capital Group** – this shall mean the group of companies in which the Company is a dominant entity within the meaning of the legislative Act of 29 September 1994 regarding accounting;
 - b) **Eligible Person** – this shall mean a given Management Board member or a given Supervisory Board member.
 - c) **RT Remunerations Policy** – this shall mean the remunerations policy for specific categories of persons whose professional activities exert a material impact on the bank's risk profile adopted at the Company on the basis of, and in compliance with, art. 9ca of the Banking Law under the title "Remunerations Policy for Employees with Significant Influence on the Risk Profile of mBank S.A.";
 - d) **the Banking Law** – this shall mean the legislative Act of 29 August 1997 – the Banking Law;
 - e) **the Supervisory Board** – this shall mean the Supervisory Board of the Company;

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- f) **the Ordinance** – shall mean the legislative Act of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and internal control system and remuneration policy in banks, issued on the basis of art. 9f section 1 of the Banking Law;
 - g) **the Report** – this shall mean the report on remunerations drawn up by the Supervisory Board referred to in art. 90g of the Act;
 - h) **the Financial Report** – this shall mean the consolidated financial report of the Capital Group within the meaning of the legislative Act of 29 September 1994 regarding accounting approved by the Ordinary General Meeting;
 - i) **the Articles** – this shall mean the Articles of Association of the Company;
 - j) **the Act** – this shall mean the legislative Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies;
 - k) **the General Meeting** – this shall mean the General Meeting of the Company;
 - l) **the Management Board** – this shall mean the Management Board of the Company;
 - m) **the Ordinary General Meeting** – this shall mean the General Meeting referred to in art. 395 of the legislative Act of 15 September 2000 – the Commercial Companies and Partnerships Code.
3. The Remunerations Policy shall regulate the terms of remuneration of the Eligible Person, however in relation to members of the Management Board this Remunerations Policy shall apply only to the extent not regulated by the RT Remunerations Policy. In order to avoid any doubts:
- a) None of the provisions of this Remunerations Policy relating to § 25 of the Ordinance shall be applicable to members of the Management Board;
 - b) In case there is any discrepancy relating to a member of the Management Board between the Remunerations Policy and the RT Remunerations Policy, the wording of the RT Remunerations Policy shall be prevailing towards this member of the Management Board; and
 - c) This Remunerations Policy cannot be interpreted in relation to members of the Management Board in a manner not compliant with the content and/or aims of the RT Remunerations Policy.
4. The Company shall disburse remuneration to the Eligible Person exclusively on the terms set out in this Remunerations Policy or the RT Remunerations Policy.
5. The Company shall make this Remunerations Policy available in accordance with the Act, however for a period not longer than while this Remunerations Policy remains in force.
6. Within the scope regulated herein, the Remunerations Policy shall constitute a higher document overriding other documents regulating remuneration of the Eligible Person which may be in force within the Company, as qualified by section 3.

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7. Without prejudice to the Remunerations Policy, the Eligible Person shall also be bound by the provisions of relevant contracts executed with the Company and of other documents regulating remuneration of the Eligible Person which may be in force within the Company.
8. The Remunerations Policy and the criteria governing variable remunerations components are conducive to implementation of the mBank Group Strategy which defines the general directions of business operations of the Company and of the Capital Group and the long-term interests and stability aspects of the Company and of the Capital Group ("**the Strategy**"). The Strategy serves as the basis for defining the then-binding market objectives and results goals of the Company and/or loyalty objectives ("**the Objectives**"), the achievement of which is closely interrelated with the remuneration levels of the Eligible Persons.
9. The remuneration terms for the Eligible Person provided for in this Remunerations Policy shall contribute to implementation of the Strategy and to achievement of the Objectives by ensuring:
 - a) Full commitment of the Eligible Person to her/his duties at the Company;
 - b) Motivation of the Eligible Person towards the Strategy and the Objectives;
 - c) Long-term association of the Eligible Person with the Company;
 - d) A remuneration level for the Eligible Person commensurate with the financial and business results of the Capital Group, the Company included;
 - e) An attitude precluding excessive risk-taking cultivated by the Eligible Person in performance of her/his duties.
10. Definition of the Eligible Person's remuneration shall take into account objective criteria, including:
 - a) The scope of responsibility within the given position, the qualifications and experience of the Eligible Person;
 - b) The market standards for remuneration structures for the given position or position group.
11. The Remunerations Policy takes into account the work conditions and remunerations terms of Company employees other than the Eligible Person by ensuring that the Eligible Person's remuneration is justified in light of the scope of responsibility associated with her/his duties at the Company. In particular, the Remunerations Policy ensures that the amount of the variable remuneration is defined with due heed for the increased risk associated with the Eligible Person's duties at the Company and of the potential consequences for the Company and for the Eligible Person if such risk materialises. The Remuneration Policy and its application practices remain neutral in terms of gender of the Eligible Person.
12. In order to avoid conflicts of interest associated with the Remunerations Policy, various competences associated with adoption, application, and verification of the Remunerations Policy are dispersed among different governing bodies of the Company. The Eligible Person is obligated to notify the Company of any actual or

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potential conflict between the respective interests of the Eligible Person and of the Company. The Eligible Person ought to refrain from participating in discussions, and to abstain from voting on resolutions, on matters relating to this Remunerations Policy which would, or may, involve such a conflict of interest. A conflict of interest may arise, in particular, where:

- a) The Eligible Person may receive gains, or avoid losses, in the context of her/his remuneration as a result of loss on the part of the Company, or
- b) The financial interests of the Eligible Person in the aspect of her/his remuneration amount or the terms of such remuneration are divergent with the interests of the Company.

The above does not exclude the obligation to apply the regulations binding in the Company concerning conflicts of interest.

§2

Adoption and application of the Remunerations Policy

1. The Remunerations Policy shall be adopted by the General Meeting not less frequently than once every 4 years.
2. In the event of change of the Remunerations Policy, the new text of the Remunerations Policy shall describe the material amendments to the Remunerations Policy in its previous version and the means in which the resolution approving the Report has been taken into account in the Remunerations Policy.
3. Material change of the Remunerations Policy shall require a General Meeting resolution. For these purposes, a material change of the Remunerations Policy shall include any change concerning:
 - a) The prerequisites and procedure for temporary waiver of the Remunerations Policy, including the specific elements which may be subject to waiver;
 - b) Any amendment of this § 2.3 of the Remunerations Policy.
4. Change of the Remunerations Policy which does not constitute a material change shall require a Management Board resolution.
5. The Management Board:
 - a) Shall be responsible for elaborating, updating, and implementing the Remunerations Policy and the attendant documents;
 - b) Shall amend the Remunerations Policy within a scope not constituting material change hereof;
 - c) Shall provide the Supervisory Board with information necessary for verification of the Remunerations Policy and its application, in particular as regards data covered by the Report within such a timeframe as to enable drawing up of the Report in accordance with § 9 of the Remunerations Policy.

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6. The responsibilities of the Supervisory Board within the scope of instituting and implementing the Remunerations Policy shall include:
 - a) If the Supervisory Board deems it appropriate, presentation to the Management Board of recommendations concerning effectiveness of the Remunerations Policy's provisions and any change thereof;
 - b) Yearly verification of compliance of the Remunerations Policy with the RT Remunerations Policy.

§3

Verification of the Remunerations Policy

Verification of the Remunerations Policy and of its application shall be performed by the Supervisory Board. At least once every year, the Supervisory Board shall subject the Remunerations Policy to comprehensive review and assess practical operation of the Remunerations Policy from the perspective of implementing its objectives and provisions. Having thus reviewed the Remunerations Policy, the Supervisory Board shall present to the Management Board any recommendations concerning its application or amendment. In particular, the Supervisory Board shall monitor provisions of the Remunerations Policy from the perspective of its compliance with the RT Remunerations Policy.

§4

Remuneration of a Management Board member

1. The terms of remuneration of a Management Board member are defined in the RT Remunerations Policy.
2. Remuneration of a Management Board member accorded in the form of financial instruments is conducive to implementation of the business strategy and to the long-term interests and stability of the Company by committing Management Board members over a longer term and focusing on long-term value building.

§5

Remuneration of a Supervisory Board member

1. Members of the Supervisory Board serve on the basis of appointment, and they shall be entitled to remuneration only on this account.
2. Remuneration of a Supervisory Board member shall not be interrelated with the results of the Company.
3. Remuneration of a Supervisory Board member shall not be accorded in the form of financial instruments. Members of the Supervisory Board are entitled to non-pecuniary benefits, that is medical subscription and the Chairman additionally to company car.
4. The amount of remuneration of a Supervisory Board member shall be defined by the General Meeting in the form of a resolution.

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5. Remuneration of Supervisory Board members should be commensurate with the scope of duties and positions entrusted to them, in particular as regards service of the given Supervisory Board member on any Supervisory Board committees established in accordance with the Articles or delegation of any given Supervisory Board member to personal oversight duties.

§6

Variable remuneration of exceptional character

1. The Company does not accord to the Eligible Persons individual benefits within the context of any pensions / disability schemes or early retirement schemes.
2. The Company does not award members of the Supervisory Board with any variable remuneration of exceptional character. The principles of awarding members of the Management Board with variable remuneration of exceptional character are stipulated in the RT Remunerations Policy.

§7

Provision of services and/or labour by Eligible Persons

1. An Eligible Person serves in her/his position on the basis of appointment. The conditions / procedures of appointing and removing Eligible Persons are defined in the Articles.
2. Members of the Management Board are appointed by the Supervisory Board for a term of office of five years.
3. The Company shall execute with an Eligible Person who is a Management Board member a management contract, or another contract of similar character, regulating in detail the scope of her/his rights and duties vis a vis the Company, in particular:
 - a. The contract shall be executed for a fixed term, i.e. until the day of the Company's General Meeting approving the financial report for the last full financial year of service on the Management Board;
 - b. The contract shall be subject to termination (during the Management Board member's term in office) on the day on which the Management Board member ceases to serve on the Company's Management Board (as a result of her/his removal or resignation, or in the event of her/his death). Each party shall be obligated to notify the other of intended removal / resignation at least 6 months in advance, although the foregoing shall not apply to removal / resignation for important reasons;
 - c. The contract with the Eligible Person may provide (and in relation to a member of the Management Board it does provide), against payment, for a non-compete period subsequent to such contract's termination or expiration – running for the agreed period of time, with possible extension under circumstances specified in such contract. In consideration for observing the non-compete provision, the Eligible Person shall be entitled to a severance

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benefit not greater than the product obtained by multiplying the number of full months during which she/he refrained from competing activity and her/his monthly remuneration for performance of the contract, subject to the reservation that no such severance benefit shall apply in the event that the Eligible Person is appointed to a governing body for another term in office.

4. Supervisory Board members are appointed by the Supervisory Board for a joint period in office lasting three years. A Supervisory Board member may, at any time, resign or be removed by the General Meeting.

58

Waiver of the Remunerations Policy

1. Where necessary due to considerations of the Company's long-term interests, stability, and profitability, the Company may, on a temporary basis, suspend application of this Remunerations Policy with respect to specific Eligible Persons ("**Waiver**").
2. Any Waiver shall be decided upon by the Supervisory Board by way of a resolution.
3. Grounds for Waiver shall include, in particular, issues related to implementation of the Strategy and Objectives as well as actions which, if not taken, may negatively affect the Company's ability to discharge its pecuniary liabilities as they fall due.
4. A Waiver may be requested by the Management Board, which shall present to the Supervisory Board the grounds militating for the Waiver.
5. Any resolution regarding Waiver shall specify, in particular:
 - a) The period / duration of the Waiver;
 - b) The Remunerations Policy elements to which the Waiver applies;
 - c) The reasons rendering the Waiver necessary.
6. Any and all instances of Waiver shall be disclosed in the Report along with the information referred to in section 4 above.
7. Waiver of the Remunerations Policy may not apply to the Remunerations Policy elements referred to in § 2.3 above.

59

The Report

1. The Report shall cover the financial year of the Company.
2. The Supervisory Board shall draw up the Report in such a timeframe as to enable inclusion on the agenda of the Ordinary General Meeting of an item concerning opining on the Report and submission of the Report to a chartered auditor.
3. The Company shall make the Report available in accordance with the Act, however for a period not longer than envisaged in the Act.
4. The General Meeting resolution opining on the Report shall be advisory in character.

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5. Mandatory submission of the Report to a chartered auditor shall occur in the context of auditing the Company's Financial Report.

§10

Final provisions

The Remunerations Policy shall come into force on the day of its adoption, unless the resolution concerning adoption of the Remunerations Policy provides for another date of its coming into force.”

§ 2

This resolution becomes effective as of the date of its adoption.

Form for Individuals

**Resolution No. 30
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**

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.

Form for Individuals

**Resolution No. 31
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**

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, as well as possess qualities and competences essential with regard to a necessity to ensure accurateness of realisation of the functions of the Supervisory Board.

§ 3

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

Form for Individuals

**Resolution No. 32
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**

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 25 000; |
| 2) Deputy Chairman of the Supervisory Board | PLN 16 000; |
| 3) Member of the Supervisory Board | PLN 13 500. |

§ 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 60% of the sum of remuneration received by that Member pursuant to § 1 and § 2 section 1 point 1.

§ 3

The resolution no. 31 of the XXXV OGM of 31 March 2022 regarding the principles of remuneration of the Members of the Supervisory Board of the Bank is hereby repealed.

§ 4

This Resolution comes into effect on 28 March 2024.

Form for Individuals

**Resolution No. 33
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**

Re.: Appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and Consolidated Financial Statements of mBank Group for years 2024-2025

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 2024-2025.

§ 2

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

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**Resolution No. 34
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**

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 without the possibility to divest current shareholders of the preemptive right in whole or in part

Pursuant to Article 430(1), Article 444 and Article 445 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 deleting § 35a in the current wording and replacing it with § 35a, 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 enter into force on the date on which the amendment to By-laws of the Bank providing for this authorized capital is registered in the register of entrepreneurs of the National Court Register, not earlier however than on 22 July 2024.
3. The authorization described in point 1 above shall expire after the lapse of three years:
 - 1) from 22 July 2024 or
 - 2) from the date on which the amendment to By-laws of the Bank providing for this authorized capital is registered in the register of entrepreneurs of the National Court Register, if the registration of the above amendment of the Bank's By-laws occurs on the later date than 22 July 2024,depending on which of these events will be the starting date of the period for the above authorization, so that the period for which the authorization is granted is a full three years.
4. 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.
5. 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.
6. 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.

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7. The Management Board of the Bank is not authorized 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.

8. The Management Board of the Bank shall grant shares within the share capital increase exclusively for cash contributions.

9. The Management Board of the Bank shall not grant preference shares or shares carrying personal preferences within the share capital increase within the limits of the authorized capital.

10. 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) concluding issue guarantee 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 Giełda 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 Giełda Papierów Wartościowych S.A. (Warsaw Stock Exchange).

3) adopt resolutions and take all other necessary actual and legal steps as regards registration of shares, including conclusion of agreements for registration 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 ensuring flexibility to raise capital in a timely manner, if this becomes necessary.

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 through a capital increase. 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 newly issued shares at a more convenient time than in the standard procedure for an increase of share capital, and

4) to mitigate the risk of unfavourable changes in capital markets conditions, which are more likely to occur in a more lengthy process.

3. The issuance price of shares issued within the limits of the authorized capital, by way of a share capital increase (through a single issuance or several issuances), will be set by the Management Board of the Bank, with consent of the Supervisory Board of the Bank. Granting this authorization to the Management Board and Supervisory Board of the Bank shall allow for an efficient issue of shares by adjusting the issue price to the demand for shares or circumstances existing on financial markets.

§3

The General Meeting of the Shareholders of the Bank, after considering the justification of the introduction of the authorized capital described in §2, at the same time being a justification of the resolution as regards the grounds for the increase of the share capital within the limits of the authorized capital and ways of fixing the issue price, 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.

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§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.

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**Resolution No. 35
of XXXVII Ordinary General Meeting
of mBank S.A.
dated 27 March 2024**

Re.: Amendments to the Standing Rules of the General Meeting of mBank S.A.

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

§ 1

The following amendments are introduced to the Standing Rules of the General Meeting of mBank S.A.,

1. § 2 is amended and it reads as follows:

1. Eligible to participate in the General Meeting are the persons who are shareholders sixteen days before the General Meeting's date (the record date).
2. The pledgors and users with the voting right, are eligible to participate in the General Meeting only if the establishment of a limited property right in their favour is registered in the securities account on the day of registration of participation in the General Meeting.
3. The persons eligible to participate in the General Meeting based on shares may attend the General Meeting, provided that not earlier than the date of the notice convening the General Meeting and not later than the first working day after the record date, they request the entity maintaining their securities account to issue a nominative certificate of their right to participate in the General Meeting and are entered to the list of such shareholders prepared and furnished to the Bank by the depository of securities, as stipulated in laws on trading in financial instruments. In relation to the shares registered on a collective account, a certificate of the right to participate in the General Meeting may be prepared in Polish and/or English language and issued by the holder of that collective account.
4. The shareholder may transfer shares between the record date and the General Meeting's end date."

2. § 5 item 2 is amended and it reads as follows:

"2. At the request of shareholders holding one tenth of the share capital represented at this General Meeting, the attendance list will be checked by a committee selected for this purpose, composed of at least three people. Applicants have the right to elect one member of the committee."

Form for Individuals

3. § 8 is deleted and as a result, the numbering of subsequent paragraphs and references to them in the content of the rules are adjusted accordingly.

4. The current § 9 becomes § 8 and it reads as follows:

“The election of the Chairman of the General Meeting and of the General Meeting Committee, shall be by an ordinary majority of votes cast in a secret ballot. With regard to the election of the committee, the General Meeting may adopt a resolution to waive the secrecy of voting.”

5. The current § 10 becomes § 9 and it reads as follows:

“1. The Meeting shall make decisions in the form of resolutions adopted in an open ballot subject to § 8 and point 2 below.

2. A secret ballot is required in the case of:

- 1) elections and motions for dismissal of members of the authorities of the Bank or liquidators;
- 2) motions to put members of the authorities of the Bank or liquidators before justice;
- 3) personal issues;
- 4) request of any Shareholder, present or represented at the General Meeting;
- 5) other cases as set out in applicable regulations.”

§ 2

This Resolution comes into force on the day of its adoption, however it becomes effective starting from the General Meeting following the XXXVII Ordinary General Meeting of mBank S.A.

Form for Individuals

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 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			

Form for Individuals

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RESOLUTION NO 5

<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 6

<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 7

<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 8

<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 9

Form for Individuals

<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
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	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
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Form for Individuals

Number of shares	OBJECTION Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

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 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
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Form for Individuals

<input type="checkbox"/> OTHER

RESOLUTION NO 18

<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 19

<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 20

<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 21

<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			

Form for Individuals

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RESOLUTION NO 22

<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 23

<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 24

<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 25

<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			

Form for Individuals

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
<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			

Form for Individuals

RESOLUTION NO 30

<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 31

<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 32

<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 33

<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 34

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
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Form for Individuals

Number of shares	OBJECTION Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 35

<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			