

Opinion of the Supervisory Board and of the Supervisory Board Remuneration Committee on the functioning of the remuneration policy at mBank S.A. in 2015.

Basis: §28 paragraphs 3 and 4 of the Principles of Corporate Governance for Supervised Institutions, issued by the Polish Financial Supervision Authority on 22 July 2014, effective as of 1 January 2015.

The Supervisory Board and the Supervisory Board Remuneration Committee (appointed in March 2012 in order to provide opinions on the policy of variable components of remuneration, including the amount and components of remuneration, in pursuing prudent and stable management of risk, capital and liquidity as well as taking particular care to ensure the good of the bank over the long term and the interests of shareholders, investors and holders of ownership interests in the bank) **positively assess the remuneration policy in force at mBank S.A. as well as its functioning in 2015.**

The staff remuneration policy currently in place stems from two regulations adopted by the Bank's Management Board, Supervisory Board and the Supervisory Board Remuneration Committee:

1. "Remuneration and benefits policy" applicable to all bank employees (outside of the managerial body) and
2. "Remuneration rules and policy for risk takers".

The former regulation, i.e. the "Remuneration and benefits policy" has been in force at the bank since the beginning of 2014. This document describes the principles for awarding remuneration to mBank's employees. The first pillar of the policy is approaching the remuneration structure through the prism of total remuneration (base salary, variable remuneration, benefits). The second pillar which plays a crucial role in the remuneration process is dialogue between managers and employees, which aims to provide comprehensive information and justification for the decisions which have been made.

"Remuneration rules and policy for risk takers" is a complimentary document to the "Remuneration and benefits policy". It defines the principles and procedure for awarding total remuneration to employees with significant impact on the bank's risk profile, so-called risk takers.

The "Remuneration rules and policy for risk takers" in its current format reflects the provisions of the Polish Financial Supervision Authority Resolution 258/2011, the Act of the Polish Sejm of 5 August 2015 "on macro-prudential supervision over the financial system and crisis management in the financial system" and Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 "on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC" which was reflected, inter alia, in the Polish Financial Supervision Authority report on last year's inspection at mBank, which found that: "Management Board members' remuneration policy did not restrict the growth or safety of the Bank's operations".

Detailed information pertaining to the "Remuneration rules and policy for risk takers" as well as quantitative data pertaining to remuneration disbursed to this group are published annually on mBank's website. This is also confirmed by a note in the report on last year's PFSA inspection, which reads: "As on 31 December 2014, within the scope of findings on mBank S.A. Group of Companies' capital adequacy, there are no objections to the manner in which the Bank announces information pertaining to variable remuneration".

The above description of functioning of the remuneration policy in place at mBank was assessed positively in terms of being conducive to the operational growth and safety of a supervised institution, firstly by the Supervisory Board Remuneration Committee and then this was also further confirmed by the Supervisory Board.

Maciej Leśny

Chairman of the Supervisory Board