

## **Letter of the Chairman of the Supervisory Board of mBank S.A. to the Shareholders**

Dear Shareholders,

The year 2014 afforded many a reason for satisfaction. It was the first full year after mBank's rebranding. The year proved that the change of name and brand was the right decision for our company. While we continued to unify and systematise our brands, our new online service was acknowledged and rewarded for being client-centric and for offering a simple user-friendly service. mBank became a synonym of youth and modernity. Holding a bank account with mBank is now as common as having an account with any of the most popular social networks. We have successfully merged the history of BRE Bank and the future of mBank.

Our net profit was close to PLN 1.3 billion in 2014, which was ca. PLN 60 million more than in 2013. Thus, 2014 was the best year in the history of our institution. Our return on equity was above 13%. We managed to largely improve the Bank's balance sheet structure. Our loan-to-deposit ratio was nearly one to one, closing the year at 102%. It was yet another year of improvement in the cost/income ratio, which decreased despite growing costs. The C/I slightly below 45% may make mBank the most effective bank on the Polish market.

In 2014, the Supervisory Board carefully followed all developments at mBank S.A. in on-going communication with the Management Board of the Bank. Similar to previous years, Members of the Supervisory Board sat on four standing committees: the Audit Committee, the Risk Committee, the Remuneration Committee, and the Executive Committee.

The current composition of the Supervisory Board reflects particular care taken to ensure professional membership through the selection of leading experts who represent versatile expertise, professional experience and skills. These qualities have been acknowledged by Commerzbank which has asked Mr Jan Szomburg, the most senior Supervisory Board Member, to take on a new role in the Commerzbank Group. After sixteen years of uninterrupted service on the Supervisory Board and in its Committees, Mr Jan Szomburg has been appointed Member of the Commerzbank Central Advisory Board, the supreme advisory body of Commerzbank.

"Poland is our second home market so the Commerzbank Group attaches special importance to German-Polish relations. I welcome Mr Szomburg to the Central Advisory Board. He will contribute his experience and network of relations in Poland," said Martin Blessing, CEO of Commerzbank.

According to best practice, the Supervisory Board requested the leading executive leadership firm Russell Reynolds Associates to identify independent candidates to replace Mr Jan Szomburg. As a result, Dr Agnieszka Słomka-Gołębiowska was appointed Member of the Supervisory Board and Member of the Risk Committee of the Supervisory Board of mBank S.A. The decision is pending approval of the General Shareholders Meeting.

Dr Agnieszka Słomka-Gołębiowska is the second woman to sit on the mBank Supervisory Board. She holds a PhD in Economics and an MSc. in Finance and Banking from the Warsaw School of Economics, as well as an MBA from the French Institute of Management (IFG). She completed the Alexander von Humboldt Fellowship at the University of Münster (2003-2004) and the Polish-American Fulbright Fellowship at the University of California, Berkeley (2001-2002). She was a visiting scholar at universities in Cambridge (MIT), Tucson (UOA), Münster, Copenhagen (CBS), Birmingham (BBS), Berlin (HSoG), Genoa (UoG - Law School) and Vienna (WU).

She is the author of many publications on corporate governance.

In conclusion, on behalf of the Supervisory Board, I thank the Management Board of mBank for most effective and understanding co-operation, and I thank you, our Shareholders, for your confidence in our Bank. I do believe that this year will be as productive as 2014, both in achieving our targets and in pursuing fruitful co-operation.

Maciej Leśny

Chairman of the Supervisory Board