

**ANNOUNCEMENT OF THE MANAGEMENT BOARD**  
**OF mBank S.A. WITH ITS REGISTERED SEAT IN WARSAW**  
**ON CONVENING THE ORDINARY GENERAL MEETING**

The Management Board of mBank S.A. with its registered seat in Warsaw (the "Bank"), acting on the basis of Art. 399 § 1 of the Commercial Companies Code ("CCC") and § 10 of the By-laws of the Bank, hereby convenes an Ordinary General Meeting and in accordance with the wording of Art. 402<sup>2</sup> of the CCC presents the following information:

**1. DATE, TIME AND PLACE OF THE GENERAL MEETING AND AN AGENDA**

Ordinary General Meeting is to be held at 2:00 p.m., 27 March 2025 at the Bank's registered seat in Warsaw, 18 Prosta Street. The following items will be considered at the meeting:

1. Opening of the Meeting.
2. Election of the Chairperson of the Meeting.
3. Statement by the President of the Management Board of mBank S.A.; presentation of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A. for 2024, the financial statements of mBank S.A. for the financial year 2024 and the consolidated financial statements of mBank Group for 2024.
4. Statement by the Chairwoman of the Supervisory Board of mBank S.A. and presentation of the Report on activities of the Supervisory Board and the present position of mBank SA.
5. Review of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A. for 2024, Report of the Supervisory Board of mBank S.A., and the financial statements of mBank S.A. for 2024.
6. Review of the consolidated financial statements of mBank Group for 2024.
7. Adoption of resolutions concerning:
  - 1) approval of the Management Board Report on Performance of mBank S.A. Group in 2024 (including Management Board Report on Performance of mBank S.A.);
  - 2) approval of the Financial Statements of mBank S.A. for 2024;
  - 3) division of the 2024 net profit;
  - 4) division of the undivided profits from previous years;
  - 5)-12) vote of discharge of duties for Members of the Management Board of mBank S.A.;
  - 13) approval of election to the Supervisory Board, on the basis of § 19 section 3 of the By-laws of mBank S.A.;
  - 14)-21) vote of discharge of duties for Members of the Supervisory Board of mBank S.A.;
  - 22) approval of the Consolidated Financial Statements of mBank Group for 2024;
  - 23) amendments to the By-laws of mBank S.A.;
  - 24) 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.;
  - 25) approval of the "Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the bank's body at mBank S.A.";
  - 26) 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;
  - 27) 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.;
8. Closing of the Meeting.

**2. SHAREHOLDER'S RIGHT TO DEMAND PLACING SPECIFIC MATTERS IN THE AGENDA OF THE GENERAL MEETING**

Shareholder(s) of the Bank representing at least 1/20 of the share capital may demand that the specific items be placed in the agenda of the Ordinary General Meeting (the "OGM"). Such demand

should be submitted to the Management Board not later than 21 days before the day of the OGM, that is on 6 March 2025 at the latest. The demand should include a justification and/or a draft resolution regarding the proposed item in the agenda. The demand may be submitted in electronic form, in accordance with the rules specified in point 13 hereof.

**3. RIGHT OF A SHAREHOLDER TO SUBMIT DRAFT RESOLUTIONS REGARDING ITEMS INTRODUCED TO THE AGENDA OF THE GENERAL MEETING AND/OR MATTERS WHICH ARE TO BE INTRODUCED TO THE AGENDA BEFORE THE DAY OF THE GENERAL MEETING**

Shareholder(s) of the Bank representing at least 1/20 of the share capital may submit to the Bank draft resolutions regarding matters introduced to the agenda of the OGM and/or matters which are to be introduced to the agenda before the date of the OGM. The draft resolutions should be submitted in writing and/or by using electronic means, in accordance with the rules specified in point 13 hereof.

**4. RIGHT OF A SHAREHOLDER TO SUBMIT DRAFT RESOLUTIONS REGARDING MATTERS INTRODUCED TO THE AGENDA DURING THE GENERAL MEETING**

Each shareholder may submit draft resolutions regarding matters introduced to the agenda during the OGM.

**5. THE MANNER OF EXERCISING THE RIGHT TO VOTE BY THE PROXY, INCLUDING IN PARTICULAR THE FORMS USED DURING VOTING BY THE PROXY, AND THE MANNER OF NOTIFYING THE BANK BY MEANS OF ELECTRONIC COMMUNICATION OF APPOINTMENT OF THE PROXY**

Shareholder of the Bank may participate in the OGM and exercise his or her voting right in person (in the case of a legal person - through persons authorised to make statements of will) and/or through a proxy. The proxy of a shareholder exercise all rights of the shareholder, unless otherwise provided in the text of the power of attorney. The proxy who may grant further powers of attorney, provided it stems from the granted power of attorney. One proxy may represent more than one shareholder. If the shareholder holds shares entered on more than one securities account, he may appoint a proxy to exercise rights from the shares entered on each of these accounts. If the shareholder holds shares entered on a collective account, he may appoint separate proxys to exercise rights from the shares entered on this account.

A power-of-attorney to participate in the OGM and exercise the voting right should be granted in writing or in electronic form.

The right to represent a shareholder who is not a natural person shall be set out in an excerpt from a relevant register (or its copy) or a series of powers of attorney presented when drawing up the list of attendance. The person(s) who appoint (s) the power of attorney on behalf of a Shareholder who is not a natural person shall be named in the valid copy of a relevant register. It is implied that the written power of attorney confirming the right to represent a Shareholder at the General Meeting is legal and requires no confirmation unless its authenticity or validity arouse doubts of the Chairman of the General Meeting. In such a case, the right is reserved to request that a proxy presents an original document or a copy certified by a notary to be a true copy of the document or other entity entitled to certify that documents are true copies of an excerpt from a relevant register or a series of powers of attorneys to represent the shareholder at OGM.

In the case when any document presented as a proof of granting a power of attorney is prepared in a language other than Polish, then the Bank is provided also with sworn translation into Polish

The Bank publishes the forms used during the proxy voting at the website of the Bank at <https://www.mbank.pl/en/investor-relations/general-meeting/>. Using the form is not obligatory. The form includes an instruction regarding exercising the voting right by the proxy, however, it does not replace a power of attorney granted to a proxy by a shareholder. The bank will not verify whether or not proxies exercise the voting right in accordance with the instructions they received from mandators.

A shareholder notifies the Bank on granting the authorisation via electronic means by using the e-mail address: [walne.zaromadzenia@mbank.pl](mailto:walne.zaromadzenia@mbank.pl)

Power of attorney granted in the electronic form does not require a digital signature verified by means of a valid qualified certificate.

Notification on granting the power of attorney via electronic means should include name and/or name and surname of the mandator, his or her phone number and e-mail address, as well as name and/or name and surname of the proxy, his or her phone number and e-mail address.

Together with the notification on granting the power of attorney the shareholder provides the Bank with the text of the power of attorney including at least the following data: name and/or name and address of the mandator, name and/or name and surname of the proxy, number and series of the ID or passport of a proxy being an individual, explicit authorisation of the proxy to represent the shareholder at the OGM, number of shares from which the voting right is to be exercised, date of the OGM at which the voting right is to be exercised, date of granting the power of attorney and signature of the shareholder.

Examples of powers of attorneys for participation in the OGM are placed at the Bank's website at: <https://www.mbank.pl/en/investor-relations/general-meeting/>.

Additionally, if an authorisation has not been granted by an individual, the shareholder provides the Bank, in the notification on granting the authorisation via electronic means, with a scanned excerpt from a register where the shareholder is registered and/or a scan of other document confirming authorisation of persons granting the power of attorney to act on behalf of the shareholder.

If the proxy is not a natural person, the shareholder additionally provides the Bank with a scanned excerpt from a register, in which the proxy is registered and/or a scan of other document confirming the fact of existence of such proxy.

All scanned documents the shareholder presents to the Bank in PDF. Providing the Bank with above-mentioned documents does not exempt the proxy from his or her obligation to present documents helping with his or her identification when an attendance list of shareholders authorised to participate in the OGM is prepared.

In the case of doubts about the authenticity of the aforesaid documents, the Management Board reserves that they can request to present originals of the said documents before the commencement of the Ordinary General Shareholders meeting or their copies certified by a notary or other entity authorized to certify that documents are true copies. If the proxy of a shareholder will not present them, he will not be allowed to participate in the Ordinary General Meeting.

The above-mentioned rules should also be used for notifying the Bank in the electronic form of revoking a power of attorney.

Notification on granting or revoking the power of attorney via electronic form should be sent to the Bank by 2 p.m. on the business day directly preceding the day of the OGM.

The Bank undertakes the appropriate actions in order to identify a shareholder and a proxy in order to verify the validity of a power of attorney granted via electronic means, these actions however, have to be proportionate to the goal. The Bank has, *inter alia*, the right to contact by phone or via e-mail (indicated in the notification on granting a power of attorney) in order to verify the fact of granting the power of attorney and its scope.

A member of the Management Board, member of the supervisory board, liquidator, employee of the Bank and/or a member of its bodies and/or employee of the Bank's subsidiary, may be a proxy at the OGM. The power of attorney for the above-mentioned persons can authorise to represent only at the OGM. The proxy is obliged to disclose to the shareholder circumstances of possibility of a conflict of interest. Granting further authorisation is excluded. The proxy votes in accordance with instructions given to him or her by the shareholder.

Subject to requirements specified in the preceding paragraph, a shareholder of the Bank may vote as a proxy also when resolutions are adopted regarding his or her responsibility towards the Bank, from any reasons, including granting discharge, releasing from an obligation towards the Bank and a dispute between him or her and the Bank.

**6. POSSIBILITY AND MANNER OF PARTICIPATING IN THE GENERAL MEETING VIA MEANS OF ELECTRONIC COMMUNICATION, INFORMATION ON THE MANNER OF EXPRESSING OPINIONS DURING THE GENERAL MEETING VIA MEANS OF ELECTRONIC COMMUNICATION, INFORMATION ON THE MANNER OF EXERCISING VOTING RIGHTS BY MEANS OF ELECTRONIC COMMUNICATION**

The Bank anticipates a possibility to participate in the General Meeting via means of electronic communication. Rules and conditions of participation in the General Meeting via means of electronic communication, as well as manner of communication and exercising of voting rights are specified in the Rules of Participation in a General Meeting of mBank S.A. with the Use of Means of Electronic Communication (the Rules), as attached to this Announcement.

Not later than six (6) days before the date of the General Meeting, that is by 21 March 2025, until 4:00 p.m., a shareholder should provide the Bank, at e-mail address: [walne.zgromadzenia@mbank.pl](mailto:walne.zgromadzenia@mbank.pl), with a proper statement along with documents listed in the Rules.

Using the electronic communication shall be possible through a link which shall be sent to a shareholder by the Bank, once his or her authorization is positively verified, on 25 March 2025 at the latest.

In order to participate in a General Meeting remotely with the use of means of electronic communication, participants must have:

- a. synchronous Internet connection with a consistent bandwidth of at least 4 Mbps (recommended higher);
- b. computer with audio and video functions, with Windows 10 or macOS, and one of the following browsers: Firefox, Chrome, Safari or Edge in the latest version (all the browsers can be downloaded online for free). Internet Explorer is not recommended.

Lower bandwidth and older versions of browsers may cause problems or disrupt communication with the General Meeting, delay the stream, or make it impossible to cast votes.

While using the platform, it is suggested that the user should not use any other apps overloading the computer and Internet connection used by the platform.

**7. INFORMATION ON THE MANNER OF EXERCISING VOTING RIGHTS VIA CORRESPONDENCE**

The Bank does not anticipate a possibility to exercise voting rights via correspondence.

**8. RIGHT OF THE SHAREHOLDER TO ASK QUESTIONS ON THE MATTERS LISTED IN THE GENERAL MEETING AGENDA**

During the General Meeting, a shareholder has the right to ask questions and request information regarding the Bank. As long as it is necessary for the assessment of the matter included in the agenda, the Management Board is required to provide the shareholder with requested information. The Management Board will refuse to provide information if it could be detrimental to the Bank, its related company or its subsidiary, and in particular through disclosure of technical, trade or organisational secrets of the enterprise. A Management Board Member may refuse to provide information if it could lead to their liability under the criminal, civil or administrative laws. A response is deemed given when the relevant information is available on the Bank's website in the place dedicated to shareholders' questions and responses, that is: <https://www.mbank.pl/en/investor-relations/general-meeting/>

For important reasons, the Management Board may provide information in writing outside of the General Meeting. The Management Board is required to provide information within two weeks from the request filing at the General Meeting at the latest.

**9. RECORD DATE**

Pursuant to the Article 406<sup>1</sup> Article 1 of the CCC, persons who are the Bank's shareholders 16 days before the OGM (the "**Record Date**"), i.e. on 11 March 2025, shall have the right to participate in the OGM.

## **10. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

The right to participate in the OGM have only the persons being shareholders of the Bank on the Record Date. Pledgees and users who are entitled to vote have the right to participate in the OGM, if the establishment of a limited property right in their favor is registered in the securities account on the Record Date.

At the demand of a person entitled from shares, notified not earlier than after the announcement on calling the general meeting, that is not earlier than on 28 February 2025, and not later than on the first working day after the Record Date, that is not later than on 12 March 2025, the entity running the securities account issues a personal certificate confirming the right to participate in the OGM. In relation to the shares registered on a collective account, a certificate of the right to participate in the OGM may be prepared in Polish and/or English language and issued by the holder of that collective account.

The list of those entitled from the bearer shares to participate in the OGM is prepared by the Bank on the basis of a list prepared by the National Deposit of Securities, in accordance with the regulations on a trading in financial instruments.

The National Deposit of Securities prepares the above-mentioned list on the basis of lists passed to it not later than by 12 days before the OGM date by entities entitled to do so in accordance with the regulations on a trading in financial instruments. The basis for preparing such list passed to the National Deposit of Securities are personal certificates confirming the right to participate in the OGM.

In accordance with Art. 407 § 1 of the CCC, three days before the date of the OGM, that is on 24, 25 and 26 March 2025, from 9:00 a.m. to 4:00 p.m., a list of shareholders entitled to participate in the OGM will be presented in the Bank's registered seat.

A shareholder may demand to provide him with a list of shareholders to be sent via e-mail, free of charge, by giving his or her e-mail address at which the list should be sent. The demand should be sent at the e-mail address: [walne.zgromadzenia@mbank.pl](mailto:walne.zgromadzenia@mbank.pl) Within a week before the OGM a shareholder has also the right to demand copies of applications on the matters covered by the agenda of the OGM.

Persons entitled to participate in the OGM will be allowed to receive electronic device enabling voting on the date of the OGM, in front of the meeting room starting from 1:00 p.m.

## **11. ACCESS TO THE DOCUMENTATION RELATED TO THE GENERAL MEETING**

In accordance with the wording of Art. 402<sup>3</sup> of the CCC information and documentation regarding the OGM will be available at the Bank's website [www.mbank.pl](http://www.mbank.pl) starting from the date of calling the OGM.

## **12. ADDRESS OF THE WEBSITE AT WHICH INFORMATION RELATING TO THE OGM WILL BE AVAILABLE**

Information relating to the OGM are available at the Bank's website [www.mbank.pl](http://www.mbank.pl)

## **13. COMMUNICATION BETWEEN THE SHAREHOLDERS AND THE BANK VIA ELECTRONIC MEANS**

On the matters related to the OGM, particularly related to:

- a) granting a power-of-attorney in the electronic form,
- b) notifying the Bank on granting the power-of-attorney in the electronic form,
- c) demanding placing specific matters in the agenda of the OGM,

shareholders may contact the Management Board of the Bank by writing at the following e-mail: [walne.zgromadzenia@mbank.pl](mailto:walne.zgromadzenia@mbank.pl)

The risk related to using the electronic way of communication lays on the side of a shareholder.

If the original documents are prepared in a language other than Polish, sworn translations into Polish should also be attached.

Any documents sent to the Bank via electronic means should be prepared in PDF.

#### **14. PROPOSED AMENDMENTS TO THE BY-LAWS OF THE BANK**

In accordance with requirements of Art. 402 § 2 of the CCC, the Management Board of the Bank hereby announces the proposed changes to the By-laws of mBank S.A.:

##### **1. § 8 section 2 in the wording:**

"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."

- **is changed into:**

"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 b) hereof."

##### **2. § 11 section 1 letter n) in the wording:**

"election of an entity qualified to audit financial statements of the Bank."

- **is deleted.**

##### **3. In § 22 section 1 letters s) and t) are added in the wording:**

"s) selection of an audit firm to audit the financial statements of the Bank and the consolidated financial statements of the Bank's capital group,

t) selection of an audit firm to attest sustainability reporting of the Bank and the Bank's capital group."

##### **4. § 31 section 1 in the wording:**

"1. The annual balance sheet and profit and loss account are audited by a certified auditing firm, elected of the General Meeting."

- **is changed into:**

"1. The annual balance sheet and profit and loss account are audited by a certified auditing firm, elected by the Supervisory Board."

##### **5. § 34 in the wording:**

"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."

- **is changed into:**

"The share capital amounts to PLN 169,987,892 (one hundred sixty nine million nine hundred eighty seven thousand eight hundred ninety two) and is divided into 42,496,973 (forty two million four hundred ninety six thousand nine hundred seventy three) registered and bearer shares with a nominal value of PLN 4 (four) per share."

##### **6. § 47 in the wording:**

"Copies of annual financial statements, the report of the Board of Management, the report of the Supervisory Board and the audit report, shall be distributed to the shareholders at their request not later than fifteen days before the Ordinary General Meeting."

**- is changed into:**

"Before the annual general meeting, the Bank makes available to shareholders: the annual financial report, the Management Board's report, the Supervisory Board's report, the report on the audit of the financial statements and the report on the certification of sustainable development reporting, in accordance with the provisions applicable in this regard."

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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, 13<sup>th</sup>, Commercial Division, under KRS 0000025237, Tax Identification Number (NIP): 526-021-50-88, with its fully paid-up share capital amounting to PLN 169,987,892 as at 1 January 2025 ("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](mailto: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.