

## **Individual and collective suitability assessment of the Supervisory Board Members, the Remuneration and Nomination Committee, the Audit Committee and the Risk Committee**

Pursuant to the Policy for the Assessment of Qualifications (suitability), Appointment and Dismissal of Members of the Bank's Bodies at mBank S.A. ("Suitability Policy"), the Remuneration and Nomination Committee reviewed the requisite documentation enabling to perform initial suitability assessment of Mr Carsten Schmitt - a candidate for a Member of the Supervisory Board, the Remuneration and Nomination Committee and the Audit Committee - to replace the resigning dr. Bettina Orlopp, periodic assessment of Supervisory Board Members and collective suitability assessment of the Supervisory Board, the Remuneration and Nomination Committee, the Audit Committee and the Risk Committee.

The Remuneration and Nomination Committee performed required individual assessments of the Members of the Supervisory Board and collective suitability assessment of the Supervisory Board composed as follows:

**Prof. Agnieszka Słomka-Gołębiowska**, Chairperson of the Supervisory Board (meets the independence criteria),

**Mr Bernhard Spalt**, Deputy Chairperson of the Supervisory Board (does not meet the independence criteria),

**Ms Aleksandra Gren**, Member of the Supervisory Board (meets the independence criteria),

**Mr Tomasz Bieske**, Member of the Supervisory Board (meets the independence criteria),

**Mr Mirosław Godlewski**, Member of the Supervisory Board (meets the independence criteria),

**Dr. Hans-Georg Beyer**, Member of the Supervisory Board (does not meet the independence criteria),

**Mr Thomas Schaufler**, Member of the Supervisory Board (does not meet the independence criteria),

**Mr Carsten Schmitt**, candidate for a Member of the Supervisory Board as of 28 February 2025 (does not meet the independence criteria).

The Committee assessed, in particular:

- a) knowledge, professional experience, skills and competence,
- b) commitment of sufficient time to perform the duties of a Member of the Supervisory Board,
- c) guarantee of due performance of the entrusted duties; the assessment covered criminal records, reputation, honesty and reliability, financial standing and independence of mind and potential conflicts of interest,
- d) number of functions held as members of the management boards or the supervisory boards.

## **1. Initial suitability assessment of Mr Carsten Schmitt - a candidate for a Member of the Supervisory Board, as of 28 February 2025**

Mr Carsten Schmitt graduated from the Frankfurt School of Finance and Management with a degree in Economics and Finance. In addition, he completed the leadership competencies programme at Said Business School in Oxford UK. He holds Eurex Trader licence from the Eurex, Deutsche Boerse.

Mr Carsten Schmitt has more than twenty seven years of professional experience in the banking sector and more than thirteen years he holds executive and managerial positions. He has gained his experience in international banks in Germany, Denmark, London and New York concentrating on the area of financial markets, treasury activities and finance management. During the last years he held the position of Executive Vice President responsible for long-term strategy and mergers and acquisitions for the capital group of Danske Bank in Copenhagen, Denmark. Earlier for many years, he held various positions at Commerzbank, among others as Divisional Board Member, Head of Group Finance, earlier as Divisional Board Member and Key Area Lead, Corporate Clients Trading.

Since 1 February 2025 he joined Commerzbank AG as a result of designation for the position of the Member of the Management Board responsible for Finance area (Group CFO).

The above made it possible to assess that Mr Carsten Schmitt has knowledge, skills and experience, appropriate to serve as a Member of the Supervisory Board and perform the duties entrusted to him.

In accordance with the submitted statements and certificates issued by competent agencies, Mr Carsten Schmitt has no criminal records and there are no circumstances adversely affecting the financial standing of Mr Carsten Schmitt or other entities covered by the scope of his responsibility.

In addition, no professional and non-professional activities of Mr Carsten Schmitt were identified that could give rise to a conflict of interest or negatively affect his reputation as a Member of the Supervisory Board. The aforesaid provides grounds to expect that Mr Carsten Schmitt guarantees proper performance of duties as a Member of the Supervisory Board.

Mr Carsten Schmitt is able to commit sufficient time to performing the duties entrusted to him and the number of functions held by him as a member of the management board and the supervisory board does not exceed the limits specified in the generally applicable legislation and does not conflict with the time requirements for Supervisory Board Members set out in the Suitability Policy.

## **2. Secondary individual suitability assessment of Members of the Supervisory Board**

Following the occurrence of events triggering the secondary suitability assessment of the Members of the Supervisory Board, the re-assessments were performed.

Each Member of the Supervisory Board possesses adequate knowledge, skills and experience in all the fields defined in the Suitability Policy required to effectively perform supervisory functions.

The collected documentation and performance of Members of the Supervisory Board show that Members of the Supervisory Board have skills enabling them to present their views and influence the decision-making process.

Furthermore, the Remuneration and Nomination Committee concluded that each Member of the Supervisory Board can be considered to be an honest person of good repute, guided by high ethical standards. All Supervisory Board Members were actively involved in their duties in line with the Rules of the Supervisory Board of mBank S.A. and the rules of individual Committees, did not engage in conflicts of interest, and were able to issue balanced, objective and independent opinions. They therefore complied with the criterion of independence of mind.

To the best knowledge of the Remuneration and Nomination Committee, there are no premises based on which the above assessment could be undermined in any scope. Thus, the Committee is of the opinion that the Members of the Supervisory Board guaranteed proper performance of their duties.

The Members of the Supervisory Board are able to commit sufficient time to perform the duties entrusted to them.

### **3. Collective suitability assessment of the Supervisory Board**

Following the occurrence of events triggering the collective assessment of the Supervisory Board, the re-assessments were performed.

The Supervisory Board composed as follows:

- Prof. Agnieszka Słomka-Gołębiowska**, Chairperson of the Supervisory Board,
- Mr Bernhard Spalt**, Deputy Chairperson of the Supervisory Board,
- Ms Aleksandra Gren**, Member of the Supervisory Board,
- Mr Tomasz Bieske**, Member of the Supervisory Board,
- Mr Mirosław Godlewski**, Member of the Supervisory Board,
- Dr. Hans-Georg Beyer**, Member of the Supervisory Board,
- Mr Thomas Schaufler**, Member of the Supervisory Board,
- Mr Carsten Schmitt**, candidate for a Member of the Supervisory Board as of 28 February 2025

collectively possess the adequate knowledge, skills and experience required to effectively perform their duties. The Supervisory Board meets the criteria defined in in the Suitability Policy, Minimum requirements for the Members of the Supervisory Board, and in the generally applicable legislation.

The composition of the Supervisory Board meets the independence criteria set forth in the regulations. Moreover, the Supervisory Board was collectively able to effectively monitor and assess decisions taken by the Management Board.

#### **4. Suitability Assessment of the Remuneration and Nomination Committee, the Audit Committee and the Risk Committee**

##### **The Remuneration and Nomination Committee composed as follows:**

**Prof. Agnieszka Słomka-Gołębiowska**, Chairperson of the Remuneration and Nomination Committee,

**Mr Tomasz Bieske**, Member of the Remuneration and Nomination Committee,

**Mr Mirosław Godlewski**, Member of the Remuneration and Nomination Committee,

**Mr Bernhard Spalt**, Member of the Remuneration and Nomination Committee,

**Mr Carsten Schmitt**, a candidate for a Member of the The Remuneration and Nomination Committee as of 28 February 2025

was assessed for individual and collective suitability.

In particular, the Remuneration and Nomination Committee assessed:

1. knowledge and skills, including in the area of remuneration policies and practices, as well as risk management and risk control, especially in the mechanism for adjusting the remuneration structure to the risk and capital profile of the institution
2. knowledge and skills in the area of the selection process and suitability requirements as defined by the Directive 2013/36/UE
3. the independence criteria set forth in the EBA Guidelines on sound remuneration policies under Directive 2013/36/EU.

The documentation collected allows to conclude that each person mentioned above and the Remuneration and Nomination Committee as a whole has knowledge and skills in the area of the selection process and suitability requirements, remuneration policies and practices, as well as risk management and risk control, particularly in the area of the mechanism for adjusting the remuneration structure to the institution's risk and capital profile, and in the area of the selection process and suitability requirements as defined by Directive 2013/36/EU.

The majority of the persons mentioned above, including the Committee's Chairperson, meet the independence criteria set forth in the EBA Guidelines on sound remuneration policies under Directive 2013/36/EU and EBA Guidelines on internal governance under Directive (EU) EBA/GL/2021/05.

Each person mentioned above and the Remuneration and Nomination Committee as a whole possesses the knowledge, skills and experience necessary to properly perform their duties.

The above demonstrates that the composition of the Remuneration and Nomination Committee is compliant with legal requirements.

##### **The Audit Committee composed as follows:**

**Mr Tomasz Bieske**, Chairperson of the Audit Committee,

**Ms Aleksandra Gren**, Member of the Audit Committee,

**Prof. Agnieszka Słomka-Gołębiowska**, Member of the Audit Committee,

**Dr. Hans-Georg Beyer**, Member of the Audit Committee,

**Mr Carsten Schmitt**, candidate for a Member of the Audit Committee starting from February 28, 2025

was assessed for individual and collective suitability.

In particular, the Remuneration and Nomination Committee assessed:

1. knowledge and skills, among others, in the scope of accounting and financial statements audit,
2. knowledge and skills in the scope of banking,
3. independence criteria specified in the Act on Statutory Auditors, Audit Firms and Public Oversight.

The documentation collected allows to conclude that each person mentioned above has knowledge and skills in accounting or financial statements audit and banking.

The majority of the persons mentioned above, including the Committee's Chairperson, meet the independence criteria set forth in the Act on Statutory Auditors, Audit Firms and Public Oversight.

Each person mentioned above and the Audit Committee as a whole possesses the knowledge, skills and experience necessary to properly perform their duties.

The above demonstrates that the composition of the Audit Committee is compliant with legal requirements.

**The Risk Committee** composed as follows:

**Mr Bernhard Spalt**, Chairperson of the Risk Committee,

**Prof. Agnieszka Słomka-Gołębiowska**, Member of the Risk Committee,

**Ms Aleksandra Gren**, Member of the Risk Committee,

**Mr Mirosław Godlewski**, Member of the Risk Committee,

**Mr Thomas Schaufler**, Member of the Risk Committee,

was assessed for individual and collective suitability.

In particular, the Remuneration and Nomination Committee assessed:

1. knowledge and skills, among others, in the scope of risk management practices and control mechanisms
2. the independence criteria set forth in the EBA Guidelines on internal governance EBA/GL/2021/05.

The documentation collected allows to conclude that each member of the Risk Committee has knowledge and skills in risk management practices and control mechanisms.

The majority of members of the Risk Committee meet the independence criteria set forth in the EBA Guidelines on internal governance EBA/GL/2021/05 and in addition, the composition of the Risk Committee meets the criteria specified during arrangements with the Polish Financial Supervisory Authority, confirmed in a letter dated January 5, 2023.

Appendix No. 4 to Decision No. 18/25 of the Executive and Nomination Committee of the Supervisory Board of mBank S.A.

Appendix No. 1 to Resolution No. 62/25 of the Supervisory Board of mBank S.A.

---

Each Member of the Risk Committee and the Risk Committee as a whole possesses the knowledge, skills and experience necessary to properly perform their duties.

The above demonstrates that the composition of the Risk Committee is compliant with legal requirements.