

Resolution No. 1
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
Draft

Re.: 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.)

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 2024 (including Management Board Report on Performance of mBank S.A.) for the period between 1 January 2024 and 31 December 2024, 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 2024

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 2024 comprising of:

- a) Income Statement for the period from 1 January to 31 December 2024 showing a net profit of PLN 2 235 675 thousand,
- b) Statement of Comprehensive Income for the period from 1 January to 31 December 2024 showing a total comprehensive net income of PLN 2 586 485 thousand,
- c) Statement of Financial Position as at 31 December 2024 showing total assets and total liabilities & equity of PLN 242 268 385 thousand,
- d) Statement of Changes in Equity for the period from 1 January to 31 December 2024 showing an increase of equity by PLN 4 100 805 thousand,
- e) Statement of Cash Flows for the period from 1 January to 31 December 2024 showing a net decrease in cash and cash equivalents by PLN 42 425 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 XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
Draft

Re.: Division of the 2024 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 2024, amounting to PLN 2 235 675 201.87 is to be left undistributed.

§ 2

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

**Resolution No. 4
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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 XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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, President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2024.

§ 2

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

Resolution No. 6
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 Bratos, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2024, for the period from 26 July 2024 until 31 December 2024.

§ 2

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

Resolution No. 7
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 2024.

§ 2

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

Resolution No. 8
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 2024.

§ 2

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

Resolution No. 9
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 2024.

§ 2

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

**Resolution No. 10
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 2024.

§ 2

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

**Resolution No. 11
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 2024.

§ 2

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

Resolution No. 12
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 Stypułkowski, President of the Management Board of the Bank until 4 July 2024, is given the vote of discharge of his duties for the financial year 2024, for the period from 1 January until 4 July 2024.

§ 2

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

Resolution No. 13
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 Mrs. Bettina Orlopp from the post of a Member of the Supervisory Board of mBank S.A., effective as of the end of 27 February 2025, the General Meeting of mBank S.A. approves the election on 28 February 2025 of Mr. Carsten Schmitt for the post of a Member of the Supervisory Board for the period starting from 28 February 2025.
2. The General Meeting judges that Mr. Carsten Schmitt 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 XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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, Chairperson of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2024.

§ 2

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

**Resolution No. 15
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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, Member of the Supervisory Board until 27 February 2025, is given the vote of discharge of her duties for the financial year 2024.

§ 2

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

**Resolution No. 16
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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. Bernhard Spalt, Deputy Chairman of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2024.

§ 2

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

**Resolution No. 17
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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 2024.

§ 2

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

Resolution No. 18
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 of the Bank, is given the vote of discharge of his duties for the financial year 2024.

§ 2

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

**Resolution No. 19
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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 2024.

§ 2

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

**Resolution No. 20
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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 2024.

§ 2

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

**Resolution No. 21
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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 2024.

§ 2

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

Re.: Approval of the Consolidated Financial Statements of mBank Group for 2024

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 2024 comprising of:

- a) Consolidated Income Statement for the period from 1 January to 31 December 2024 showing a net profit of PLN 2 243 368 thousand,
- b) Consolidated Statement of Comprehensive Income for the period from 1 January to 31 December 2024 showing a total comprehensive net income of PLN 2 517 610 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2024 showing total assets and total liabilities & equity of PLN 245 957 363 thousand,
- d) Consolidated Statement of Changes in Equity for the period from 1 January to 31 December 2024 showing an increase of equity by PLN 4 029 768 thousand,
- e) Consolidated Statement of Cash Flows for the period from 1 January to 31 December 2024 showing a net decrease in cash and cash equivalents by PLN 23 962 thousand,
- f) Explanatory notes to the Consolidated Financial Statements.

are approved.

§ 2

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

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. § 8 item 2 is amended to read as follows:

“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. From § 11 item 1 letter n) is deleted in the following wording:

“n) election of an entity qualified to audit financial statements of the Bank”

3. In § 22 item 1 letters s) and t) are added in the following 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. In § 31 item 1 is amended to read as follows:

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

5. § 34 is changed and it reads as follows:

“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 is changed and it reads as follows:

“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.”

§ 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.

**Resolution No. 24
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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 2024 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 2024, 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.

Resolution No. 25
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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.

**Resolution No. 26
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025**
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 27 March 2024 until the day this resolution is adopted, members of the Supervisory Board of mBank S.A. in the composition:

Mrs. Agnieszka Słomka-Gołębiowska, Chairperson of the Supervisory Board;
Mr. Bernhard Spalt, Deputy-Chairman 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; and
Mr. Carsten Schmitt, Member of the Supervisory Board performing functions from 28 February 2025;

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 27 March 2024 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 28 February 2025, 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 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.

Resolution No. 27
of XXXVIII Ordinary General Meeting
of mBank S.A.
dated 27 March 2025
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 2024 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.