



***Resolution No. 1
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019***

Re.: Approval of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A., for 2018

Pursuant to § 11 letter a) of the By-laws of mBank S.A., it is resolved as follows:

§ 1

The Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A., for the period between 1 January 2018 and 31 December 2018, are approved.

§ 2

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

The number of shares from which valid votes were cast: 37 138 679 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 679, including:

“for” votes: 37 082 772,

“against” votes: 2,

“abstain” votes: 55 905.

One objection was submitted to the resolution.

**Resolution No. 2
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Approval of the Financial Statements of mBank S.A. for 2018

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 2018 comprising of:

- a) Income Statement for the accounting year from 1 January to 31 December 2018 showing a net profit of PLN 1 317 485 thousand,
- b) Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2018 showing a total comprehensive income of PLN 1 388 080 thousand,
- c) Statement of Financial Position as at 31 December 2018 showing total assets and total liabilities & equity of PLN 137 649 170 thousand,
- d) Statement of Changes in Equity for the accounting year from 1 January to 31 December 2018 showing an increase of equity by PLN 887 482 thousand,
- e) Statement of Cash Flows for the accounting year from 1 January to 31 December 2018 showing a net increase in cash and cash equivalents by PLN 826 100 thousand,
- f) Explanatory notes to the Financial Statements,

are approved.

§ 2

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

The number of shares from which valid votes were cast: 37 138 779 shares, which accounts for 87.72 % of the share capital.

Total number of valid votes: 37 138 779, including:

“for” votes: 37 082 973,

“against” votes: 1,

“abstain” votes: 55 905.

One objection was submitted to the resolution

Resolution No. 3

**of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Division of the 2018 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 2018, amounting to PLN 1,317,484,333.94 shall be allocated in the amount of PLN 248,157,618.16 to the losses from previous years. The remaining part of profit in the amount of PLN 1,069,326,715.78 is left undivided.

§ 2

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

The number of shares from which valid votes were cast: 37 138 779 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 779, including:

“for” votes: 37 138 779,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 4
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 5
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Lidia Jabłowska-Luba, Vice-President of the Management Board of the Bank, is given the vote of discharge of her duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 6
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 7
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 8
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 9
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Frank Bock, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 10
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Andreas Böger, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 11
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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 Mr. Thorsten Kanzler from the post of a Member of the Supervisory Board as of 23 September 2018, the General Meeting of mBank S.A. approves the election on 24 September 2018 of Mr. Gurjinder Singh Johal for the post of a Member of the Supervisory Board for the period starting from 24 September 2018.

2. The General Meeting judges that Mr. Gurjinder Singh Johal possesses knowledge, skills and experience adequate for fulfilling his function and duties entrusted to him and guarantees the proper fulfilment of these duties.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 074 900,

“against” votes: 63 878,

“abstain” votes: 0.

**Resolution No. 12
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Maciej Leśny, Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 13
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Andre Carls, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 14
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Thorsten Kanzler, Member of the Supervisory Board, is given the vote of discharge of his duties for the period between 1 January 2018 and 23 September 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 15
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Teresa Mokrysz, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 16
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Stephan Engels, Deputy Chairman of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 17
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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, Member of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 18
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Marcus Chromik, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 19
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Ralph Michael Mandel, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 20
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Jörg Hessenmüller, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 21
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 22
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 23
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Janusz Fiszer, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

**Resolution No. 24
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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. Gurjinder Singh Johal, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2018.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 075 438,

“against” votes: 7 435,

“abstain” votes: 55 905.

Re.: Approval of the Consolidated Financial Statements of mBank Group for 2018

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 2018 comprising of:

- a) Consolidated Income Statement for the accounting year from 1 January to 31 December 2018 showing a net profit of PLN 1 316 369 thousand,
- b) Consolidated Statement of Comprehensive Income for the accounting year from 1 January to 31 December 2018 showing a total comprehensive income of PLN 1 425 735 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2018 showing total assets and total liabilities & equity of PLN 145 750 119 thousand,
- d) Consolidated Statement of Changes in Equity for the accounting year from 1 January to 31 December 2018 showing a increase of capital by PLN 924 524 thousand,
- e) Consolidated Statement of Cash Flows for the accounting year from 1 January to 31 December 2018 showing a net increase in cash and cash equivalents by PLN 785 713 thousand,
- f) Explanatory notes to the Consolidated Financial Statements,

are approved.

§ 2

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

The number of shares from which valid votes were cast: 37 138 778 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 778, including:

“for” votes: 37 082 872,

“against” votes: 1,

“abstain” votes: 55 905.

One objection was submitted to the resolution.

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. In §22 section 1 point a) in the following wording and the numbering of points a) to l) are changed into a) to m):

“a) exercising supervision over introduction and assurance of functioning of adequate and effective system of risk management and system of internal control,”

2. In § 22 section 1 letter n) is added and it reads as follows:

“n) approval of changes at the position of a person managing the Internal Audit Department and the Compliance Department.”

3. Letter c) in § 22 section 3 point 1 is changed and letters d) – f) are added and they read as follows:

“c) recommending candidates to the Management Board and Supervisory Board based on the criteria for suitability of the Management Board and Supervisory Board as a whole and of individual Management Board and Supervisory Board members designated under the Suitability Policy of mBank, as well as on the diversity criteria for the composition of the Management Board and Supervisory Board,

d) defining the scope of duties for a candidate for the Management Board and Supervisory Board and requirements for knowledge and expertise, as well as assessing the expected time commitment necessary to perform the function,

e) effectuating periodic evaluation of a structure, size, composition and effectiveness of activities of the Management Board and recommending changes with this respect to the Supervisory Board,

f) effectuating periodic evaluation of knowledge, competence and experience of the Management Board as a whole and each of its members, as well as informing the Management Board about the results of this evaluation.”

4. Letter c) in § 22 section 3 point 2 is changed and it reads as follows:

“to monitor: the financial reporting process, effectiveness of internal control and risk management systems, as well as internal audit and financial audit activities;”

5. In § 31a section 4 is changed and it reads as follows:

“4. The Internal Audit Department and the Compliance Department shall prepare regular reports on its work for the Management Board and the Supervisory Board.”

6. In § 31a section 5 is changed and it reads as follows:

“5. Detailed principles of internal control system are specified in the relevant internal regulation issued by the President of the Management Board based on a resolution by the Management Board and the Supervisory Board.”

7. § 34 is changed and it reads as follows:

“34

The share capital amounts to PLN 169.347.928 (one hundred sixty nine million three hundred forty seven thousand nine hundred twenty eight) and is divided into 42.336.982 (forty two million three hundred thirty six thousand nine hundred and eighty two) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

§ 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.

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 35 110 097,

“against” votes: 0,

“abstain” votes: 2 028 680.

**Resolution No. 27
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

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 2018 presented by the Supervisory Board of mBank S.A., 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.

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 34 973 733,

“against” votes: 128 125,

“abstain” votes: 2 036 919.

**Resolution No. 28
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Approval of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.”

Pursuant to the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018 and is required on the basis of § 57 section 2 of the Ordinance of the Minister of Finance dated 29 May 2018 on detailed technical and organisational conditions for investment firms, banks, mentioned in art. 70 section 2 of the act on trading of financial instruments, as well as fiduciary banks, it is resolved as follows:

§ 1

The General Meeting of Shareholders of mBank S.A. accepts the content of “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in the wording as announced in accordance with generally binding provisions of law.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 29
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Maciej Leśny, Chairman of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 30
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Andre Carls, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 31
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mrs. Teresa Mokrysz, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 32
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Stephan Engels, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 33
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mrs. Agnieszka Słomka-Gołębiowska, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 34
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Marcus Chromik, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 35
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Ralph Michael Mandel, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 36
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Jörg Hessenmüller, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 37
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Tomasz Bieske, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 38
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Mirosław Godlewski, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 39
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Janusz Fiszer, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

**Resolution No. 40
of XXXII Ordinary General Meeting
of mBank S.A.
dated 28 March 2019**

Re.: Assessment of suitability of member of the Supervisory Board

Pursuant to point VII.2, chapter I of the “Policy on the assessment of qualifications (suitability) of members of the supervisory body, management body and key functions holders in mBank S.A.” in accordance with the wording of the European Banking Authority (EBA) Guidelines to assess the suitability of members of management bodies and key function holders dated 21 March 2018, it is resolved as follows:

§1

The General Meeting of Shareholders of mBank S.A. assesses that Mr. Gurjinder Singh Johal, Member of the Supervisory Board, meets the criteria of suitability.

§ 2

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

The number of shares from which valid votes were cast: 37 138 777 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 777, including:

“for” votes: 37 138 777,

“against” votes: 0,

“abstain” votes: 0.

Moreover, the 32nd Annual General Meeting of mBank S.A. adopted the following resolutions:

- on electing the Chairman of the Meeting:

Gabriel Wujek was elected Chairman of the Annual General Meeting

The number of shares from which valid votes were cast: 37 138 679 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 679, including:

“for” votes: 37 138 679,

“against” votes: 0,

“abstain” votes: 0.

- on electing the Returning Committee:

The Returning Committee was elected in the following composition:

1/ Marta Żbikowska-Michalik,

2/ Dominik Szepietowski,

3/ Piotr Filipowski.

The number of shares from which valid votes were cast: 37 138 679 shares, which accounts for 87.72% of the share capital.

Total number of valid votes: 37 138 679, including:

“for” votes: 37 138 679,

“against” votes: 0,

“abstain” votes: 0.