

Warsaw, 28 February 2020

**Results of the Suitability Assessment of Candidates for Supervisory Board Members
Conducted by the Executive and Nomination Committee and Recommendation
on the Selection of Supervisory Board Members**

Pursuant to the Policy on the Assessment of Qualifications (Suitability) of Members of the Supervisory Body, Management Body and Key Functions Holders in mBank S.A. (Suitability Policy), the Executive and Nomination Committee conducted a suitability assessment of the following candidates for Supervisory Board Members:

Prof. Agnieszka Słomka-Gołębiowska
Tomasz Bieske
Dr. Bettina Orlopp
Dr. Marcus Chromik
Mirosław Godlewski
Jörg Hessenmüller
Aleksandra Gren
Michael Mandel

The Executive and Nomination Committee assessed in particular:

- a) collective and individual suitability of the candidates for Supervisory Board Members with the use of the suitability matrix set out in Appendix no. 1 to the Suitability Policy,
- b) the number of management board and/or supervisory board functions held by the candidates for Supervisory Board Members and assessed if the candidates for Supervisory Board Members fulfil the requirement of sufficient time commitment under Appendices no. 5 and 6 to the Suitability Policy,
- c) documents, statements, and information presented by the candidates for Supervisory Board Members required under the generally applicable legislation and provisions of the Suitability Policy.

Having familiarised itself with the above documentation and having analysed the individual and collective suitability criteria of the candidates for Supervisory Board Members, the Executive and Nomination Committee has established that the candidates listed above comply with the suitability criteria stipulated in the Suitability Policy, have knowledge, skills and experience required to effectively perform the function and duties of Supervisory Board Members, and guarantee proper performance of these duties.

The Executive and Nomination Committee based its positive assessment on the following criteria:

Each candidate for a Supervisory Board Member individually has knowledge, skills, and experience required to effectively perform supervisory functions. The Supervisory Board will collectively be able to effectively evaluate and monitor decisions taken by the Management Board. As regards expert knowledge and skills, which are rated from 1 to 4, the candidates for Supervisory Board Members collectively achieved the average of 3,9 points with the required threshold being 2,5 points. The composition of the Supervisory Board ensures that each candidate for a Supervisory Board Member has at least adequate theoretical knowledge of every field described in the suitability matrix set out in Appendix no. 1 to the Suitability Policy. Moreover, according to the rating scale in the suitability matrix, most of the candidates for Supervisory Board Members have practical competencies (3 points) or broad competencies used in practice (4 points) in most of the categories. Therefore, the Supervisory Board had collective skills enabling them to present their views and influence the decision-making process.

As far as soft skills (as defined in line with the mBank S.A. manager model) are concerned, all candidates for Supervisory Board Members have competencies such as the ability to cooperate, ability to build respect for diversity, client-centricity, ability to work in the strategic context, efficient and empathetic decision-making in the situation of unexpected change and drive for self-improvement. The skills of the candidates for Supervisory Board Members allow them to duly perform their duties individually and collectively, as a body of the Bank.

Furthermore, based on the obtained and analysed documentation, the Executive and Nomination Committee has concluded that each candidate for a Supervisory Board Member can be considered to be an honest person of good repute, guided by high ethical standards. To the best knowledge of the Executive and Nomination Committee, there are no premises based on which the above assessment could be undermined in any scope. Thus, the Executive and Nomination Committee is of the opinion that the candidates for Supervisory Board Members guarantee proper performance of the duties of Supervisory Board Members.

The candidates for Supervisory Board Members are able to commit the necessary amount of time required to perform their duties and the number of management functions held by them does not exceed the limits specified by the generally applicable legislation and does not conflict with the time requirements for candidates for Supervisory Board Members set out in Appendix no. 6 to the Suitability Policy.

In view of the above, the Executive and Nomination Committee recommends that the Annual General Meeting appoint the Supervisory Board consisting of the following persons for a joint term of office of three years:

Prof. Agnieszka Słomka-Gotębiowska
Tomasz Bieske
Dr. Bettina Orlopp
Dr. Marcus Chromik
Mirosław Godlewski
Jörg Hessenmüller
Aleksandra Gren
Michael Mandel

Maciej Leśny
Chairman of the Supervisory Board
Chairman of the Executive and Nomination Committee

Appendix - curricula vitae of candidates for Supervisory Board Members