

Appendix No. 3 to Decision of the Executive and Nomination Committee of the Supervisory Board of mBank S.A., dated on 1.03.2023

Appendix No. 1 to Resolution of the Supervisory Board of mBank S.A., dated on 2.03.2023

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### **Individual suitability assessment of Members of the Supervisory Board and collective suitability assessment of the Supervisory Board**

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 Executive and Nomination Committee reviewed the requisite documentation enabling it to assess the Members of the Supervisory Board, including:

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

**Dr. Bettina Orlopp**, Deputy Chairwoman 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. Marcus Chromik**, Member of the Supervisory Board (meets the independence criteria);

**Dr. Armin Barthel**, Member of the Supervisory Board until **31 December 2022** (does not meet the independence criteria);

**Dr. Hans-Georg Beyer**, Member of the Supervisory Board as of **1 January 2023** (does not meet the independence criteria);

**Mr. Arno Walter**, Member of the Supervisory Board until **30 March 2023** (does not meet the independence criteria);

**Mr. Thomas Schaufler**, candidate for Member of the Supervisory Board as of **31 March 2023** (does not meet the independence criteria);

and performed the required individual suitability assessments and the collective suitability assessment of the Supervisory Board.

In particular, the Committee assessed:

- a) knowledge, professional experience, skills and competences
- b) commitment of sufficient time to performing the duties in the Supervisory Board
- c) guarantee of proper performance of the entrusted duties; the assessment covered criminal records, reputation, honesty and reliability, financial standing, independence of mind and potential conflicts of interest
- d) number of directorships and/or non-executive directorships.

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## **1. Assessment of Dr Armin Barthel's performance as Member of the Supervisory Board**

Following the resignation of Dr. Armin Barthel as Member of the Supervisory Board, effective on 31 December 2022, his suitability was re-assessed.

When acting as Member of the Supervisory Board, i.e. from 25 October 2021 to 31 December 2022, Dr. Armin Barthel possessed adequate knowledge, skills and experience.

When performing his duties, Dr. Armin Barthel demonstrated due diligence and commitment. During his time on the Supervisory Board, Dr. Armin Barthel met the no criminal records criterion, had no tax arrears and the financial standing of Dr. Armin Barthel and other entities covered by the scope of his responsibility did not raise any doubt. To the best of the knowledge of the Executive and Nomination Committee there were no objective and demonstrable grounds to believe that Dr. Armin Barthel does not guarantee proper performance of duties of a Member of the Supervisory Board.

Dr. Armin Barthel committed sufficient time to performing his duties and the number of directorships and/or non-executive directorships held by him did not exceed the limits specified in the generally applicable legislation.

## **2. Suitability assessment of Dr. Hans-Georg Beyer, Member of the Supervisory Board as of 1 January 2023**

On 9 December 2022, pursuant to Article 19 (1) of the By-laws of mBank S.A., the Supervisory Board appointed Dr. Hans-Georg Beyer as Member of the Supervisory Board as of 1 January 2023 as a successor to Dr. Armin Barthel, who resigned.

Dr. Hans-Georg Beyer graduated from University of Witten/Herdecke with a Master of Arts with Honours in General Management and obtained a Doctorate in Economics (Dr oec., magna cum laude) from University of St. Gallen in Switzerland.

Dr Hans-Georg Beyer has more than ten years of professional experience in the banking sector, including almost seven years in managerial positions in the banking sector. Currently he holds the function of Chief Compliance Officer at Commerzbank AG and Divisional Board Member Group Compliance in Commerzbank Group. Previously he held managerial positions in Commerzbank units responsible for compliance, legal matters, HR and international credit processes and products.

The aforesaid proved that Dr. Hans-Georg Beyer has adequate knowledge, experience and skills to serve as Member of the Supervisory Board and to perform the duties entrusted to him.

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

In addition, no professional and non-professional activities of Dr. Hans-Georg Beyer were identified that could give rise to a conflict of interest or negatively affect his reputation as Member of the Supervisory Board. Consequently, the aforesaid provides grounds to expect that

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**Dr. Hans-Georg Beyer guarantees proper performance of duties of a Member of the Supervisory Board.**

Dr. Hans-Georg Beyer is able to commit sufficient time to performing the duties entrusted to him, while the number of directorships and/or non-executive directorships held by him 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.

### **3. Assessment of Arno Walter's performance as Member of the Supervisory Board**

Arno Walter submitted his resignation as Member of the Supervisory Board, effective on 30 March 2023.

When acting as Member of the Supervisory Board, i.e. from 25 March 2021 to 30 March 2023, Arno Walter possessed adequate knowledge, skills and experience.

When performing his duties, Arno Walter demonstrated due diligence and commitment. During his time on the Supervisory Board, Arno Walter met the no criminal records criterion, had no tax arrears and the financial standing of Arno Walter and other entities covered by the scope of his responsibility did not raise any doubt. To the best of the knowledge of the Executive and Nomination Committee there were no objective and demonstrable grounds to believe that Arno Walter does not guarantee proper performance of duties of a Member of the Supervisory Board.

Arno Walter committed sufficient time to performing his duties and the number of directorships and/or non-executive directorships held by him did not exceed the limits specified in the generally applicable legislation.

### **4. Primary suitability assessment of Thomas Schaufler - candidate for Member of the Supervisory Board**

Following the resignation of Arno Walter as Member of the Supervisory Board, effective on 30 March 2023, and nomination of Thomas Schaufler as a candidate for new Member of the Supervisory Board proposed by the Executive and Nomination Committee, a primary suitability assessment of the candidate was performed.

Thomas Schaufler graduated in 2002 from the University of Applied Sciences (FHW-Fachhochschul) in Vienna with a master's degree in management and entrepreneurship. Thomas Schaufler finished professional courses and has professional certificates (e.g. Certificated European Financial Analyst CEFA).

Thomas Schaufler has more than twenty years of professional experience in the banking sector, including fourteen years in managerial positions in the banking sector. Currently he is Member of the Board of Managing Directors of Commerzbank AG responsible for business segment of private and small-business customers. Previously, he sat on the Board of Managing Directors of Erste Group Bank AG, acting as Head of the Group Retail Board. Thomas Schaufler

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has managerial experience in retail banking sales, Treasury sales, product management in European countries and asset management.

The aforesaid proves that Thomas Schaufler has adequate knowledge, experience and skills to serve as Member of the Supervisory Board and to perform the duties entrusted to him.

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

In addition, no professional and non-professional activities of Thomas Schaufler were identified that could give rise to a conflict of interest or negatively affect his reputation as Member of the Supervisory Board.

Thomas Schaufler is able to commit sufficient time to performing the duties entrusted to him, while the number of directorships and/or non-executive directorships held by him 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.

## **5. Secondary suitability assessment of Members of the Supervisory Board and collective suitability assessment of the Supervisory Board**

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

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

The Supervisory Board was collectively able to effectively evaluate and monitor decisions taken by the Management Board. Moreover, 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 Executive 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, 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 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 Members of the Supervisory Board guaranteed proper performance of their duties.

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

On 1 January 2023, the composition of the Supervisory Board was updated following the appointment of a new Member, Dr. Hans-Georg Beyer, who meets all the individual suitability criteria. The appointment of Dr. Hans-Georg Beyer to the Supervisory Board did not adversely affect the collective competences of the Supervisory Board and the time commitment expected of the Supervisory Board.

The appointment of Thomas Schaufler, who meets all the individual suitability criteria, to the Supervisory Board will not adversely affect the collective competences of the Supervisory Board and the time commitment expected of the Supervisory Board.