

## **Individual suitability assessment of Members of the Supervisory Board, collective suitability assessment of the Supervisory Board and a recommendation regarding candidates for the Supervisory Board of the joint term of office 2024-2026**

The composition of the Supervisory Board as of January 1st, 2024 has been completed with the addition of a new Supervisory Board Member - Mr. Bernhard Spalt.

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 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. 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. Bernhard Spalt**, Member of the Supervisory Board since **1st January 2024** (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.

## **1. Suitability assessment of Mr Bernhard Spalt - Member of the Supervisory Board since 1st January 2024**

On December 14, 2023, pursuant to § 19(1) the By-laws of mBank S.A., the Supervisory Board appointed Mr. Bernhard Spalt as a member of the Supervisory Board as of January 1, 2024, as a successor to Dr. Marcus Chromik, who resigned.

Mr. Bernhard Spalt graduated from the University of Vienna with a master's degree in law with a specialization in European law. In addition, he completed the Stanford Executive Program about Management Skills.

Mr. Bernhard Spalt has more than twenty-five years of professional experience in the financial sector and he has held management and board positions for more than twenty years. He gained his experience working for international financial institutions, including in Austria, Romania, Slovakia, Hungary and the Czech Republic, focusing on risk management in banking operations. In recent years, he performed the function of the Chairman of the Board at Erste Group Bank AG, previously he held the function of the Member of the Management Board responsible for risk management at Erste Bank der Oesterreichischen Sparkassen AG, Banca Comerciala Romana SA, Slovenska Sporitelna SA and Erste Bank Hungary ZRT.

The above made it possible to assess that Mr. Bernhard Spalt has the knowledge, experience and skills appropriate to perform the function of a member of the Supervisory Board and the duties entrusted to him.

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

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

Mr Bernhard Spalt is able to commit sufficient time to performing the duties entrusted to him and the number of functions of a member of the management board and the supervisory board 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.

## **2. 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. In addition, the composition of the Supervisory Board meets the independence criteria set forth in the regulations.

The Supervisory Board was collectively able to effectively assess 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 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, 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 were able to commit sufficient time to perform the duties entrusted to them.

### **3. Recommendation regarding candidates for the Supervisory Board of the joint term of office 2024-2026**

As a result of the suitability assessment, the following candidates are recommended for the Supervisory Board for the joint term of office in the period 2024-2026:

**Prof. Agnieszka Słomka-Gołębiowska**

**Dr. Bettina Orlopp**

**Ms. Aleksandra Gren**

**Mr. Tomasz Bieske**

**Mr. Mirosław Godlewski**

**Dr. Hans-Georg Beyer**

**Mr. Thomas Schaufler**

**Mr. Bernhard Spalt**