

**Resolution for item 2 of the agenda  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: election of the Chairman of the Meeting**

Pursuant to § 6 sec. 3 of the Standing Regulations of the General Meeting of mBank S.A., the following is resolved:

**§ 1**

The Ordinary General Meeting of mBank S.A. elects Mr./Ms. [...] as the Chairman of the Ordinary General Meeting.

**§ 2**

The resolution comes into effect upon its adoption.

**Resolution No. 1**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Approval of the Management Board Report on Performance of mBank S.A. Group in 2025 (including Management Board Report on Performance of mBank S.A.)**

Pursuant to § 11 section 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 2025 (including Management Board Report on Performance of mBank S.A.) for the period between 1 January 2025 and 31 December 2025, is approved.

**§ 2**

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

**Resolution No. 2**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Approval of the Financial Statements of mBank S.A. for 2025**

Pursuant to § 11 section 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 2025 comprising of:

- a) Income Statement for the period from 1 January to 31 December 2025 showing a net profit of PLN 3 547 319 thousand,
- b) Statement of Comprehensive Income for the period from 1 January to 31 December 2025 showing a total comprehensive net income of PLN 3 826 840 thousand,
- c) Statement of Financial Position as at 31 December 2025 showing total assets and total liabilities & equity of PLN 277 868 181 thousand,
- d) Statement of Changes in Equity for the period from 1 January to 31 December 2025 showing an increase of equity by PLN 3 696 369 thousand,
- e) Statement of Cash Flows for the period from 1 January to 31 December 2025 showing a net increase in cash and cash equivalents by PLN 3 811 572 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 XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Division of the 2025 net profit**

Pursuant to § 11 section 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 2025, amounting to PLN 3 547 318 501.51 is to be left undistributed.

**§ 2**

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

**Resolution No. 4  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Division of the undivided profits from previous years**

Pursuant to § 11 section 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 3 651 549 717.30.

**§ 2**

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

**Resolution No. 5  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 6**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 7**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 8**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 9**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 10  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.**

Pursuant to § 11 section 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 2025, including the period of suspension starting from 17 November 2025.

**§ 2**

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

**Resolution No. 11  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Management Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 12**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
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. Aleksandra Sroka-Krzyżak from the post of a Member of the Supervisory Board of mBank S.A., effective as of the end of 25 February 2026, the General Meeting of mBank S.A. approves the election on 26 February 2026 of Mrs. Danuta Dąbrowska for the post of a Member of the Supervisory Board for the period starting from 26 February 2026.
2. The General Meeting judges that Mrs. Danuta Dąbrowska 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. 13  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 14  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 15  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 16  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

Pursuant to § 11 section 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 2025, for the period from 1 January 2025 until 17 September 2025.

**§ 2**

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

**Resolution No. 17**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 18**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 19  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

Pursuant to § 11 section 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 2025.

**§ 2**

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

**Resolution No. 20  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

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

**§ 1**

Mrs. Sabrina Kensy, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 18 September 2025 until 31 December 2025.

**§ 2**

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

**Resolution No. 21  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

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

**§ 1**

Mrs. Dorota Snarska-Kuman, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 18 September 2025 until 31 December 2025.

**§ 2**

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

**Resolution No. 22**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

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

**§ 1**

Mrs. Aleksandra Sroka-Krzyżak, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 18 September 2025 until 31 December 2025.

**§ 2**

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

**Resolution No. 23**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

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

**§ 1**

Mr. Carsten Schmitt, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2025, for the period from 28 February 2025 until 31 December 2025.

**§ 2**

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

**Resolution No. 24  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Vote of discharge of duties for a Member of the Supervisory Board of mBank S.A.**

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

**§ 1**

Mrs. Bettina Orlopp, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2025, for the period from 1 January 2025 until 27 February 2025.

**§ 2**

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

**Re.: Approval of the Consolidated Financial Statements of mBank Group for 2025**

Pursuant to § 11 section 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 2025 comprising of:

- a) Consolidated Income Statement for the period from 1 January to 31 December 2025 showing a net profit of PLN 3 543 540 thousand,
- b) Consolidated Statement of Comprehensive Income for the period from 1 January to 31 December 2025 showing a total comprehensive net income of PLN 3 772 602 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2025 showing total assets and total liabilities & equity of PLN 280 253 227 thousand,
- d) Consolidated Statement of Changes in Equity for the period from 1 January to 31 December 2025 showing an increase of equity by PLN 3 642 131 thousand,
- e) Consolidated Statement of Cash Flows for the period from 1 January to 31 December 2025 showing a net increase in cash and cash equivalents by PLN 3 802 228 thousand,
- f) Explanatory notes to the Consolidated Financial Statements.

are approved.

**§ 2**

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

**Resolution No. 26  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
Draft

**Re.: Amendments to the By-laws of mBank S.A.**

Pursuant to § 11 section 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.** § 6 item 1 point 9 is amended to read as follows:

“9) taking into deposit valuables and securities,”

**2.** § 6 item 2 point 14 is amended to read as follows:

“14) issuing electronic identification means within the meaning of trust services regulations,”

**3.** § 34 is changed and it reads as follows:

“The share capital amounts to PLN 170.103.364 (one hundred seventy million one hundred three thousand three hundred sixty four) and is divided into 42.525.841 (forty two million five hundred twenty five thousand eight hundred forty one) 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.

**Resolution No. 27**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
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 2025 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 2025, 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. 28**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
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. 29**  
**of XXXIX Ordinary General Meeting**  
**of mBank S.A.**  
**dated 31 March 2026**  
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 2025 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;  
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;  
Mr. Carsten Schmitt, Member of the Supervisory Board;  
Mrs. Sabrina Kensy, Member of the Supervisory Board starting from 18 September 2025;  
Mrs. Dorota Snarska-Kuman, Member of the Supervisory Board starting from 18 September 2025;  
Mrs. Danuta Dąbrowska, Member of the Supervisory Board starting from 26 February 2026;

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 2025 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 26 February 2026, 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. 30  
of XXXIX Ordinary General Meeting  
of mBank S.A.  
dated 31 March 2026**  
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 2025 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.