



*Resolution No. 37  
of XXXI Ordinary General Meeting  
of mBank S.A.  
dated 9 May 2018*

***Re: the Implementation of the Incentive Programme and Determination of the Rules for Conducting It***

The Annual General Meeting of the joint-stock company operating under the business name mBank Spółka Akcyjna with its registered office in Warsaw (“**Company**”, “**Bank**”) has resolved to implement an incentive programme, whereby eligible persons will be given the possibility of acquiring the Company’s shares on the terms and conditions stipulated herein (“**Incentive Programme**”). The Incentive Programme shall be carried out on the following terms and conditions:

**Article 1**

**Incentive Programme Rules**

The Incentive Programme shall be governed by the following rules:

- 1) in connection with carrying out the Incentive Programme the Company shall conditionally increase its share capital and issue no more than 934,000 (nine hundred thirty four thousand) ordinary bearer shares with a face value of PLN 4.00 each (“**Shares**”);
- 2) with a view to granting rights to acquire the Shares the company shall issue 934,000 (nine hundred thirty four thousand) registered subscription warrants, each of which shall incorporate the right to acquire one Share (“**Warrants**”);
- 3) The Warrants shall be offered free of charge pursuant to the Remuneration Policy for Employees Having a Material Impact on the Risk Profile of mBank S.A.

**Article 2**

**Incentive Programme Duration**

The Incentive Programme shall be carried out from 1 January 2018 until the end of the day (i) of 31 December 2028 or (ii) on which all Shares have been acquired, whichever is earlier (“**Programme Lifetime**”).

**Article 3**

**Incentive Programme Participants**

To take part in the Incentive Programme a person shall have the status of Risk Taker I or Risk Taker II pursuant to the Identification Policy for Employees Having a Material Impact on the Risk Profile of the Bank, issued pursuant to § 24 of the Regulation of the Minister of Development and Finance of 6 March 2017 on the Risk Management System, the Internal Control System, the Remuneration Policy as well as the Detailed Method for Banks’ Internal Capital Assessment (Journal of Laws of 2017, item 637, dated 24 March 2017) (“**Risk Takers Identification Policy**”) or pursuant to a document

amending or replacing the Risk Takers Identification Policy or such an amendment or replacement (“**Risk Taker**”). The total number of Risk Takers shall not exceed 149. Members of the Supervisory Board of the Bank are not the persons entitled to participate in the Incentive Programme.

#### **Article 4**

##### **Supervisory Board’s Powers**

In connection with carrying out the Incentive Programme, the Supervisory Board of the Company shall be authorised to adopt regulations detailing the terms and conditions of carrying out the Incentive Programme, taking into account the assumptions made herein, in particular to determine the rules for granting, offering, postponing and issuing the Warrants, within 3 months of adoption hereof;

#### **Article 5**

The Incentive Programme implemented on the basis hereof shall replace (i) the employee programme of mBank S.A. implemented pursuant to Resolution No. 2 of the 16th Extraordinary General Meeting of BRE Bank S.A. of 27 October 2008 regarding principles of conducting the employee incentive programme by the Company, as amended, and (ii) the incentive programme of mBank S.A. implemented pursuant to Resolution No. 20 of the 21st Ordinary General Meeting of BRE Bank S.A. of 14 March 2008 regarding definition of the terms of implementation of an incentive programme by BRE Bank S.A., as amended, (“**Existing Programmes**”), subject to the following conditions:

1. The Existing Programmes shall be replaced by the Incentive Programmes without detriment to rights arising from bonds which the beneficiaries of the Existing Programmes acquired thereunder (“Rights from Bonds”). The Rights from Bonds shall be exercised pursuant to the terms and conditions of the Existing Programmes;
2. The rights to acquire deferred bonds granted under the Existing Programmes shall be exercised pursuant to the terms and conditions of the Existing Programmes.
3. The bond acquisition offers which the Bank has made to the beneficiaries of the Existing Programmes shall remain binding upon the Bank, while the beneficiaries shall retain all the rights arising from such offers being made to them pursuant to the Existing Programmes.
4. No rights shall be granted under the Existing Programmes from the start of the Programme Lifetime; in particular no offers to acquire bonds shall be made, save for the cases referred to in (2) above.
5. The Bank shall grant rights to acquire bonds, including the rights to acquire deferred bonds, on the terms and conditions of the Existing Programmes for the period preceding the start year of the Programme Lifetime or on the basis of circumstances which occurred in the period preceding the start year of the Programme Lifetime.

#### **Article 6**

##### **Final Provisions**

This Resolution enters into force on the date of its adoption.

The number of shares from which valid votes were cast: 37,114,000 shares, which accounts for 87.71% of the share capital.

Total number of valid votes: 37,114,000, including:

votes "for": 32,729,297  
votes "against": 590,501  
"abstain" votes: 3,794,202

*Re.: the Issue of Subscription Warrants, Conditional Share Capital Increase with Divestment of the Existing Shareholders' Pre-emptive Right to Subscription Warrants and Shares, Change of the Company's By-Laws and on Applying for Admission of Shares to Trading on the Regulated Market, and Dematerialisation of Shares*

With a view to fulfilling the Company's obligations arising from the implementation of an incentive programme by means of Resolution of the Annual General Meeting of the Company of 9 May 2018 on the Implementation of the Incentive Programme and Determination of the Rules for Conducting It, the Annual General Meeting of the joint-stock company operating under the business name of mBank Spółka Akcyjna with its registered office in Warsaw ("**Company**", "**Bank**"), hereby resolves as follows:

**Article 1**

**Issue of Warrants**

1. Subject to the registration of a conditional increase of the Company's share capital pursuant to Article 2 below, the Company has resolved to issue no more than 934,000 (nine hundred thirty four thousand) A series registered subscription warrants ("**Warrants**"), each of which shall incorporate the right to acquire one ordinary bearer share of the Company with a face value of PLN 4.00 each, issued under the conditional capital increase referred to in Article 2 hereof ("**Shares**").
2. The Warrants may be acquired by persons who have the Risk Taker status pursuant to the Identification Policy for Employees Having a Material Impact on the Risk Profile of the Bank ("**Risk Takers Identification Policy**"), issued pursuant to § 24 of the Regulation of the Minister of Development and Finance of 6 March 2017 on the Risk Management System, the Internal Control System, the Remuneration Policy as well as the Detailed Method for Banks' Internal Capital Assessment (Journal of Laws of 2017, item 637, dated 24 March 2017) ("**Risk Takers**"), or any other document which will amend or replace the Risk Takers Identification Policy, pursuant to the Remuneration Policy for Employees Having a Material Impact on the Risk Profile of mBank S.A. ("**Risk Takers Remuneration Policy**"), or any other document which will amend or replace the Risk Takers Remuneration Policy.
3. The total number of persons eligible to acquire the Warrants shall not exceed 149.
4. The terms and conditions for carrying out the Incentive Programme, including the granting of Warrants to Risk Takers, are stipulated in Resolution of the Annual General Meeting of the Bank of 9 May 2018 on the Implementation of the Incentive Programme in the Company and Determination of the Rules for Conducting It, and the Incentive Programme Rules ("**Rules**") adopted on its basis by the Supervisory Board of the Company.
5. The Warrants shall be issued free of charge and without an issue price.

6. The Warrants shall be issued in material form as registered securities. They may be issued in the form of collective certificates incorporating more than one Warrant. The Warrant documents shall be deposited with the Company.
7. To acquire Shares in exchange for the Warrants offered and granted to him, a Risk Taker must: (i) pay the issue price specified in Article 2 (5) below in cash and (ii) effectively submit a correctly completed statement on the acquisition of Shares in exchange for Warrants using the form prepared by the Company pursuant to Article 451 of the Polish Code of Commercial Companies and Partnerships whose template is appended to the Rules.
8. The acquisition of Shares by exercising the rights arising from the Warrants may take place no later than on 12 April 2028 (“**Final Date**”). The rights arising from the Warrants shall expire after the Final Date. The Warrants expire also upon the exercise of the right to acquire Shares which they incorporate and in cases stipulated in the Rules.
9. In the light of adoption hereof, the Annual General Meeting of the Company hereby authorises the Management Board to take all actual and legal steps concerning the issue of Warrants.

## **Article 2**

### **Conditional Share Capital Increase**

1. To grant the Shares to Risk Takers on the terms and conditions stipulated in the Risk Takers Remuneration Policy (“**Persons Eligible to Acquire Shares**”), the Annual General Meeting of the Company conditionally increases the Company’s share capital by no more than 3,736,000 (three million seven hundred thirty six thousand) by way of issuing no more than 934,000 (nine hundred thirty four thousand) ordinary bearer shares with a face value of PLN 4.00 each.
2. The share capital increase by way of issuing the Shares shall become effective provided that the Persons Eligible to Acquire Shares exercise their rights to acquire Shares on the terms and conditions specified herein.
3. The total number of Persons Eligible to Acquire Shares shall not exceed 149.
4. The Shares shall be covered in full with contributions in cash.
5. The issue price of one Share shall equal the face value of PLN 4.00 (four).
6. The Shares will entitle their holders to dividend for the financial year of acquisition of the Shares by the Persons Eligible to Acquire Shares, i.e. no earlier than for the financial year starting on 1 January 2019.
7. The Shares shall be subject to application for admission and introduction to trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. The Management Board of the Company shall take all necessary measures to ensure that the Shares acquired in the exercise of rights arising from the Warrants are recorded in the securities accounts of the Eligible Persons. In the light of the above, within 30 days following the end of each calendar quarter in which an Eligible Person effectively acquired Shares in the exercise of rights arising from the Warrants, the Management Board shall submit all necessary applications, documents and declarations for the purpose of: (i) registering the Shares in the securities deposit maintained by Krajowy Depozyt Papierów Wartościowych S.A. in Warsaw, and (ii) admitting and introducing the Shares to trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A.
8. The Management Board shall be authorised to take other measures related to the implementation of this Resolution in the scope which is not reserved to the Supervisory Board or the Annual General

Meeting pursuant to this Resolution, the Company's By-laws or the applicable law.

### Article 3

#### Divestment of the Pre-emptive Right and Amendment of By-laws

1. In the interests of the Company the existing shareholders shall be divested in whole of the pre-emptive rights to the Shares and Warrants. Having agreed with the Management Board's opinion regarding this Resolution, the Annual General Meeting has resolved to adopt the Management Board's opinion presented below and use it as a written opinion justifying the divestment of the existing shareholders of the pre-emptive rights to the Shares and Warrants and indicating the method for determining the issue price of the Shares pursuant to the requirements of Article 433 § 2 of the Polish Code of Commercial Companies and Partnerships:

*“The adoption of a resolution on a conditional share capital increase by way of issue of new shares is justified by the need to grant rights to acquire them to the holders of subscription warrants participating in the incentive programme which the Company intends to implement. The implementation of the incentive programme shall constitute an additional incentive mechanism in an effort to increase the value of the Company's Shares by linking the interests of persons eligible to take part in the incentive programme with the interests of the Company and its shareholders by awarding such persons a bonus in the form of an offer to acquire the subscription warrants incorporating the right to acquire the Company's shares.*

*Under the adopted conditional increase of the Company's share capital, the persons eligible to take part in the incentive programme will be offered subscription warrants incorporating the right to acquire shares, the number of which shall equal the number of awarded subscription warrants. In the light of the motivating nature of the incentive programme and the need to enable the achievement of relevant financial benefits as a result of exercising the awarded warrants, it is legitimate for the issue price of shares to be equal to the face value amounting to PLN 4.00 (four).*

*For these reasons, divesting the existing shareholders of the pre-emptive rights to acquire shares and subscription warrants and enabling the incentive programme participants to acquire those shares is justified, is in the Company's interest and is not contrary to the shareholders' interest.”*

2. In connection with the conditional share capital increase the following letter (e) shall be added to Article 34a of the Company's By-laws:

*“e) pursuant to Resolution of the Annual General Meeting of 9 May 2018 on the Issue of Subscription Warrants, Conditional Share Capital Increase with Divestment of the Existing Shareholders' Pre-emptive Right to Subscription Warrants and Shares, Change of the Company's By-Laws and on Applying for Admission of Shares to Trading on the Regulated Market, and Dematerialisation of Shares, the share capital of the Bank has been conditionally increased by PLN 3,736,000 (three million seven hundred thirty six thousand) by way of issue of 934,000 (nine hundred thirty four thousand) ordinary bearer shares with a face value of PLN 4.00 (four) each.”*

3. 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.

## **Article 4**

### **Final Provisions**

This Resolution comes into force on the day of its adoption, whereas the amendment to the By-laws of the Bank regarding a conditional increase of the Bank's share capital becomes effective from the day of registration in 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: 37,114,000 shares, which accounts for 87.71% of the share capital.

Total number of valid votes: 37,114,000 including:

votes "for": 33,773,400

votes "against": 1,432,600

"abstain" votes: 1,908,000