

**XXXI ORDINARY GENERAL MEETING OF mBank S.A.
RESULTS OF THE VOTING**

In accordance with the wording of Art. 421 § 4 of the Commercial Companies Code, mBank S.A. hereby informs on the results of the voting over the resolutions presented to the XXXI Ordinary General Meeting of mBank S.A., which took place on 12 April 2018 and on 9 May 2018, in the company's registered office.

Resolution regarding appointment of the Chairman of the Meeting

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes "for"	37 114 451
Number of votes "against"	none
Number of votes "abstaining"	101
Objections filed	none

Resolution regarding appointment of Vote Counting Commission

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes "for"	37 114 551
Number of votes "against"	none
Number of votes "abstaining"	1
Objections filed	none

Resolution regarding a change in the order of voting (of the points on the agenda)

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes "for"	33 730 831
Number of votes "against"	none
Number of votes "abstaining"	3 383 721
Objections filed	none

Resolution No 1 regarding approval of the Management Board Report on the Business of mBank Group, including the Management Board Report on the Business of mBank S.A., for 2017

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes "for"	37 071 905
Number of votes "against"	none
Number of votes "abstaining"	42 647
Objections filed	none

Resolution No 2 regarding approval of the Financial Statements of mBank S.A. for 2017

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 071 905
Number of votes “against”	none
Number of votes “abstaining”	42 647
Objections filed	none

Resolution No 3 regarding division of the 2017 net profit

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 114 001
Number of votes “against”	550
Number of votes “abstaining”	1
Objections filed	none

Resolution No 4 regarding division of the undivided profits from previous years

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 114 001
Number of votes “against”	550
Number of votes “abstaining”	1
Objections filed	none

Resolution No 5 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 407
Number of votes “against”	8 503
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 6 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 407

Number of votes “against”	8 502
Number of votes “abstaining”	45 643
Objections filed	none

Resolution No 7 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 059 858
Number of votes “against”	9 052
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 8 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 408
Number of votes “against”	8 502
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 9 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 408
Number of votes “against”	8 502
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 10 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 408
Number of votes “against”	8 502
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 11 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 059 858
Number of votes “against”	9 052
Number of votes “abstaining”	45 642
Objections filed	none

Resolution nr 12 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 408
Number of votes “against”	8 502
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 13 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 408
Number of votes “against”	8 502
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 14 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 059 858
Number of votes “against”	9 052
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 15 regarding vote of discharge of duties for a Member of the Management Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %

Total number of valid votes	37 114 552
Number of votes “for”	37 059 858
Number of votes “against”	9 052
Number of votes “abstaining”	45 642
Objections filed	none

Resolutions No 16-30 regarding vote of discharge of duties for Members of the Supervisory Board of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 060 408
Number of votes “against”	8 502
Number of votes “abstaining”	45 642
Objections filed	none

Resolution No 31 regarding approval of the Consolidated Financial Statements of mBank Group for 2017

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 071 906
Number of votes “against”	none
Number of votes “abstaining”	42 646
Objections filed	none

Resolution No 32 regarding amendments to the By-laws of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	34 854 281
Number of votes “against”	1 908 000
Number of votes “abstaining”	352 271
Objections filed	none

Resolution No 33 regarding amendments to the Standing Rules of the General Meeting of mBank S.A.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	37 114 551
Number of votes “against”	0
Number of votes “abstaining”	1
Objections filed	none

Resolution No 34 regarding 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.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	32 676 409
Number of votes “against”	52 925
Number of votes “abstaining”	4 385 218
Objections filed	none

Resolution no 35 regarding appointment of the Statutory Auditor to audit the Financial Statements of mBank S.A. and Consolidated Financial Statements of mBank Group for years 2018-2019

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	33 867 761
Number of votes “against”	3 212 316
Number of votes “abstaining”	34 475
Objections filed	none

Resolution no 36 regarding adjournment of the meeting of the OGM until 9 May 2018, 1:00 p.m.

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	33 730 281
Number of votes “against”	550
Number of votes “abstaining”	3 383 721
Objections filed	none

Resolution no 37, submitted by a shareholder, regarding the implementation of the Incentive Programme and Determination of the Rules for Conducting It

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	32 729 297
Number of votes “against”	590 501
Number of votes “abstaining”	3 794 202
Objections filed	none

Resolutions no 38 regarding 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

Number of shares from which valid votes were given	37 114 552
Percentage of these shares in the share capital	87,71 %
Total number of valid votes	37 114 552
Number of votes “for”	33 773 400
Number of votes “against”	1 432 600
Number of votes “abstaining”	1 908 000
Objections filed	none