

**FORM FOR EXECUTING VOTING RIGHTS THROUGH A PROXY
DURING THE ORDINARY GENERAL MEETING OF mBank S.A. WITH ITS SEAT IN WARSAW,
CALLED FOR 30 MARCH 2023**

I / We, the undersigned

.....
(name and surname) (name and surname)

.....
(name and surname) (name and surname)

.....
(phone number and e-mail address) (phone number and e-mail address)

acting for and on behalf of with its seat in (the "Shareholder"),
having registered / bearer shares¹ of the company called mBank S.A. with its seat in Warsaw

we hereby authorise

.....
(name and surname)

.....
(phone number and e-mail address)

holding the identity card / passport² number (the "Proxy")

to represent the Shareholder at the Ordinary General Meeting of the company called mBank S.A. with its seat in Warsaw, called for 30 March 2023, 14:00 hours, in the registered seat of the Bank in Warsaw, at Prosta 18 Street ("OGM"), also in a situation where a break in a meeting of the OGM is announced, particularly to: participate and express opinions during the OGM, sign the attendance list, vote on behalf of the Shareholder as well as to any other actions related to the meeting of the OGM.

The proxy is / not³ authorised to grant further power-of-attorney.

..... (signature) (signature)

..... (place / country, date) (place / country, date)

COMMENTARY

Instruction is given by putting "X" in the appropriate column. In a situation where the Shareholder authorises the Proxy to vote differently from part of its shares, in the column "Instruction" relating to the appropriate resolution, the Shareholder should indicate a number of shares from which the Proxy should vote "For", "Against", abstain from voting or vote at the Proxy's sole discretion. In a situation where the number of shares is not given, it shall be assumed that the Proxy is authorised to vote in the manner indicated for all the shares held by the Shareholder.

Due to the possibility of discrepancies between the content of draft resolutions presented below and the content of resolutions presented to the Ordinary General Meeting, it is recommended that in the column "Other" the Shareholder defines the manner of voting by the Proxy in such situation.

This form is not intended to verify the manner of voting of the Proxy, does not substitute the power-of-attorney granted by the Proxy, and it is not obligatory to use it.

Information on personal data processing

1. mBank S.A., Prosta 18, 00-850 Warszawa, entered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw, 13th, Commercial Division, under KRS 0000025237, Tax Identification Number (NIP): 526-021-50-88, with its fully paid-up share capital amounting to PLN 169,733,980 as

¹ delete where necessary

² delete where necessary

³ delete where necessary

at 1 January 2023 ("the Bank") acts as the personal data controller of the Shareholder and the Shareholder's representatives.

2. The Bank processes personal data of the Shareholder and the Shareholder's representatives in order to comply with legal obligations to which the Bank is subject (regarding organizing and holding the General Shareholders Meeting) and for the purposes of the legitimate interests of the Bank (for evidential purposes – safeguarding information in case of a legal necessity to prove facts). The provision of personal data is necessary to participate in the General Shareholders Meeting.

3. The following data regarding Shareholders entitled from bearer shares: first name and surname or business name, registered office (address of residence), number, type and code of shares registered in order to participate in the General Shareholders Meeting is being acquired from the entity keeping the securities deposit (Krajowy Depozyt Papierów Wartościowych S.A.) - in accordance with the regulations on trading in financial instruments and Code of Commercial Companies.

4. The Bank processes personal data of the Shareholder and the Shareholder's representatives for a period necessary to perform the legal obligations to which the Bank is subject or to fulfill the purposes of the legitimate interests of the Bank and for the period being the prescription period for potential claims.

5. The Shareholder and the Shareholder's representatives:

1/ have the right to access and correct their data, as well as to transfer them; and

2/ may demand that the data be erased or that their processing be restricted, or may object to their processing.

6. The function of the Personal Data Protection Officer is held by a Bank employee who may be contacted at the following e-mail address: Inspektordanychosobowych@mbank.pl.

7. The President of the Personal Data Protection Office acts as the supervisory authority in terms of personal data protection and the Customer and the Customer's representatives have the right to lodge a complaint to the President of the Personal Data Protection Office.

8. Data, including personal data, of the Shareholder and the Shareholder's representatives, may be disclosed to entities entrusted by the Bank with data processing for the purpose of the performance of agreements on rendering services for the benefit of the Bank and other recipients authorized to receive personal data according to binding provisions of law.

PROPOSED DRAFT RESOLUTIONS

**Resolution No. 1
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023
Draft**

Re.: Approval of the Management Board Report on Performance of mBank S.A. Group in 2022 (including Management Board Report on Performance of mBank S.A.)

Pursuant to § 11 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 2022 (including Management Board Report on Performance of mBank S.A.) for the period between 1 January 2022 and 31 December 2022, is approved.

§ 2

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

Re.: Approval of the Financial Statements of mBank S.A. for 2022

Pursuant to § 11 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 2022 comprising of:

- a) Income Statement for the period from 1 January to 31 December 2022 showing a net loss of PLN 696 724 thousand,
- b) Statement of Comprehensive Income for the period from 1 January to 31 December 2022 showing a total comprehensive net loss of PLN 897 494 thousand,
- c) Statement of Financial Position as at 31 December 2022 showing total assets and total liabilities & equity of PLN 203 975 778 thousand,
- d) Statement of Changes in Equity for the period from 1 January to 31 December 2022 showing a decrease of equity by PLN 884 627 thousand,
- e) Statement of Cash Flows for the period from 1 January to 31 December 2022 showing a net increase in cash and cash equivalents by PLN 3 693 325 thousand,
- f) Explanatory notes to the Financial Statements,

are approved.

§ 2

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

Re.: Coverage of the 2022 loss

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

§ 1

The net loss suffered by mBank S.A. in 2022, amounting to PLN 696 723 897.52 is covered from undivided profits from previous years.

§ 2

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

**Resolution No. 4
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023**
Draft

Re.: Division of the undivided profits from previous years

Pursuant to § 11 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 1 401 756 971.49.

§ 2

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

,

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

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

§ 1

Mr. Cezary Stypułkowski, President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2022.

§ 2

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

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

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

§ 1

Mr. Cezary Kocik, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2022.

§ 2

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

Resolution No. 7
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023
Draft

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

Pursuant to § 11 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 2022.

§ 2

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

Resolution No. 8
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023
Draft

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

Pursuant to § 11 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 2022.

§ 2

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

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

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

§ 1

Mr. Andreas Böger, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2022.

§ 2

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

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

Pursuant to § 11 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 2022

§ 2

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

Resolution No. 11
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023
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 Mr. Armin Barthel from the post of a Member of the Supervisory Board effective as of the end of 31 December 2022, the General Meeting of mBank S.A. approves the election on 9 December 2022 of Mr. Hans Georg Beyer for the post of a Member of the Supervisory Board for the period starting from 1 January 2023.
2. The General Meeting judges that Mr. Hans Georg Beyer 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.

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

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

§ 1

Mrs. Agnieszka Słomka-Gołębiowska, Chairwoman of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2022.

§ 2

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

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

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

§ 1

Mrs. Bettina Orlopp, Deputy-Chairwoman of the Supervisory Board, is given the vote of discharge of her duties for the financial year 2022.

§ 2

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

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

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

§ 1

Mr. Marcus Chromik, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2022.

§ 2

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

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

Pursuant to § 11 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 2022.

§ 2

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

**Resolution No. 16
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023**
Draft

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

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

§ 1

Mr. Mirosław Godlewski, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2022.

§ 2

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

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

Pursuant to § 11 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 2022.

§ 2

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

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

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

§ 1

Mr. Arno Walter, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2022.

§ 2

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

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

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

§ 1

Mr. Armin Barthel, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2022.

§ 2

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

Re.: Approval of the Consolidated Financial Statements of mBank Group for 2022

Pursuant to § 11 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 2022 comprising of:

- a) Consolidated Income Statement for the period from 1 January to 31 December 2022 showing a net loss of PLN 702 527 thousand,
- b) Consolidated Statement of Comprehensive Income for the period from 1 January to 31 December 2022 showing a total comprehensive net loss of PLN 1 015 752 thousand,
- c) Consolidated Statement of Financial Position as at 31 December 2022 showing total assets and total liabilities & equity of PLN 209 892 113 thousand,
- d) Consolidated Statement of Changes in Equity for the period from 1 January to 31 December 2022 showing a decrease of equity by PLN 1 002 885 thousand,
- e) Consolidated Statement of Cash Flows for the period from 1 January to 31 December 2022 showing a net increase in cash and cash equivalents by PLN 3 747 405 thousand,
- f) Explanatory notes to the Consolidated Financial Statements,

are approved.

§ 2

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

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

Pursuant to § 11 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. In § 17 items 1 and 2 are changed and they read as follows:

"1. The Supervisory Board shall be composed of not less than five members elected by the General Meeting. Members of the Supervisory Board shall possess knowledge, skills and experience adequate for fulfilling their function and duties entrusted to them and shall guarantee the proper fulfilment of these duties. At least half of the members of the Supervisory Board, including the Chairman, shall hold Polish citizenship, permanently reside in Poland, speak Polish and have experience on the Polish market which can be used in supervision of the Bank.

2. Members of the Supervisory Board are appointed for a joint term of office of 3 (three) years. The term of office is calculated in financial years (the first financial year of the term of office is each time the financial year in which the performance of the function began, even if it would not commence at the beginning of this financial year). The mandate of a member of the Supervisory Board shall expire no later than on the date of the General Meeting approving the financial statements for the last full financial year of performing the function of a member of the Supervisory Board."

2. In § 22 item 3 point 1) is changed and it reads as follows:

"1. the Executive Committee, whose authority includes, among others, the following:

- a) to exercise regular supervision of the operations of the Bank between meetings of the Supervisory Board;
- b) authorizing the Board of Management to acquire, encumber, and sell real estate, a perpetual usufruct or part of real estate and stock and participatory shares in companies as well as other fixed assets, if the value of the said transactions exceeds 1% of the Bank's own funds as defined in § 33, as per December 31 of the preceding year. Such authorization is not required if such acquisition results from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired. In the case of such acquisitions, resulting from execution, bankruptcy, or negotiation procedures, or other settlements with the Bank's debtors, or in the case of sale of assets so acquired, the Board of Management is obliged to inform the Executive and Nomination Committee of any such activity."

3. In § 22 item 3 point 4) is changed and it reads as follows:

"4. The Remuneration and Nomination Committee, whose authority includes, among others, the following:

- a) to review principles and amounts of remuneration of Members of the Management Board, including the setting of relevant amounts,
- b) to table opinions concerning approval for Members of the Management Board to engage in competitive activity,
- c) issuing recommendations to the Supervisory Board regarding: general guidelines for the Management Board on the level and structure of remuneration for the senior management of the Bank and the remuneration policy for each category of persons, whose professional activity has material impact on the Bank's risk profile,
- d) monitoring the level and structure of remuneration of the senior management,
- e) issuing opinions and monitoring the remuneration policy adopted by the Bank and assisting the Bank's bodies in matters regarding development and implementation of this policy,
- f) recommending candidates to the Management Board and Supervisory Board based on the criteria for suitability of the Management Board and Supervisory Board as a whole and of individual Management Board and Supervisory Board members designated under the Suitability Policy of mBank, as well as on the diversity criteria for the composition of the Management Board and Supervisory Board,
- g) defining the scope of duties for a candidate for the Management Board and Supervisory Board and requirements for knowledge and expertise, as well as assessing the expected time commitment necessary to perform the function,

- h) effectuating periodic evaluation of a structure, size, composition and effectiveness of activities of the Management Board and recommending changes with this respect to the Supervisory Board,
- i) effectuating periodic evaluation of knowledge, competence and experience of the Management Board as a whole and each of its members, as well as informing the Management Board about the results of this evaluation.”

4. § 24 is changed and it reads as follows:

- “1. Meetings of the Supervisory Board should be convened as needed, at least four times in each financial year, once in each quarter of the financial year.
2. The meeting of the Supervisory Board is chaired by the Chairman of the Supervisory Board. In the event of his absence, the function of the chairman of the meeting is performed by the Deputy Chairman of the Supervisory Board. If neither the Chairman of the Supervisory Board nor the Deputy Chairman of the Supervisory Board is present at the meeting, the meetings are chaired by a Supervisory Board member elected by those present at the meeting.
3. Notice of convening the meeting, including the date, time and place of the meeting, the proposed agenda, as well as the method of using means of direct remote communication during the meeting, shall be sent to the Supervisory Board Members by e-mail at least 14 days before the date of the meeting. In justified cases, if no Supervisory Board Member objects to it, this period may be shortened.
4. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the Supervisory Board Members participating in the meeting objects. If not all members of the Supervisory Board are present at the meeting, information on the adoption of a resolution not included in the proposed agenda shall be immediately communicated to members of the Supervisory Board not present at the meeting. A resolution adopted on an issue not included in the proposed agenda of the meeting shall be effective if, within 7 days of receiving information on adoption of the resolution, none of the Supervisory Board Members absent at the meeting objects to such modification of the agenda of the meeting.”

5. § 25 is changed and it reads as follows:

1. The Board of Management is composed of at least three members. Members of the Board of Management shall possess knowledge, skills and experience adequate for fulfilling their function and duties entrusted to them and shall guarantee the proper fulfilment of these duties. At least half of the members of the Management Board, including the President of the Management Board, shall hold Polish citizenship, permanently reside in Poland, speak Polish and have experience on the Polish market which can be used in management of the Bank.
2. The Board of Management is composed of the President of the Board of Management and other members of the Board of Management. The Supervisory Board may entrust members of the Board of Management with the function of the First Deputy President or a Deputy President of the Board of Management.
3. Members of the Management Board are appointed for a term of office of 5 (five) years. The term of office is calculated in financial years (the first financial year of the term of office is each time the financial year in which the performance of the function began, even if it would not commence at the beginning of this financial year). The mandate of a member of the Management Board shall expire no later than on the date of the General Meeting approving the financial statements for the last full financial year of performing the function of a member of the Management Board.
4. The term of a member of the Board of Management shall also expire in the case of death, resignation, or recalling of the member from the Board of Management.

6. In § 26 item 6 is added and it reads as follows:

“6. The obligation to provide the Supervisory Board, without an additional request, with information about the resolutions of the Management Board and their subject matter, resulting from Art. 380 [1] § 1 point 1 of the Commercial Companies Code, is limited to the resolutions of the Management Board regarding:

- 1) implementation of long-term (strategic) directions of the Bank's business development;
- 2) transactions and other events or circumstances that materially affect or may affect the financial position of the Bank, including its profitability or liquidity.”

7. In § 27 item 2 is changed and it reads as follows:

“2. The appointment of the President of the Management Board and the Member of the Management Board responsible for supervising the management of risks relevant to the Bank's operations, is subject to approval by the Polish Financial Supervision Authority.”

8. In § 31a:

1/ item 6 is changed and it reads as follows:

“6. The Internal Audit Department is supervised directly by the President of the Management Board.”

and

2/ item 7 is added and it reads as follows:

“7. The Compliance Department is supervised directly by the President of the Management Board or Member of the Management Board who - as part of the internal division of competences in the Management Board of the Bank - has been assigned competences in the area of compliance risk supervision and, at the same time, no competencies in the area of supervision over the management of risks relevant to the Bank's operations.”

9. § 34 is changed and it reads as follows:

“The share capital amounts to PLN 169,733,980 (one hundred sixty nine million seven hundred thirty three thousand nine hundred eighty) and is divided into 42,433,495 (forty two million four hundred thirty three thousand four hundred ninety five) registered and bearer shares with a nominal value of PLN 4 (four) per share.”

10. In § 35b item 1 is changed and it reads as follows:

“1. Shares of the Bank can be cancelled following their prior purchase by the Bank with the approval of the shareholder (voluntary cancellation) or without the approval of the shareholder under the provisions of the Code of Commercial Partnerships and Companies, subject to the approval of the Polish Financial Supervision Authority.”

§ 2

1. In connection with the amendment to § 17 of the Bank's By-laws referred to in § 1 point 1, it is decided that the change concerning the method of calculating the term of office of members of the Supervisory Board specified in § 17 sec. 2 of the Bank's By-laws in the wording given by this Resolution, applies to the mandates and terms of office of the Supervisory Board members, which will start after the end of the joint term of office of the Supervisory Board members at the time of entry of the amendment to § 17 of the Bank's By-laws, referred to in § 1 point 1, to the register of entrepreneurs of the National Court Register (i.e. they do not apply to the mandates and joint term of office of members of the Supervisory Board, which are in force at the time of entry of the amendment to § 17 of the Bank's By-laws, referred to in § 1 point 1, to the register of entrepreneurs of the National Court Register).

2. In connection with the amendment to § 25 of the Bank's By-laws referred to in § 1 point 5, it is decided that:

1) change in the method of calculating the term of office of members of the Management Board specified in § 25 sec. 3 of the Bank's By-laws in the wording given by this Resolution, and

2) a change consisting in resignation from appointing members of the Management Board for a joint term of office in favor of appointing members of the Management Board for individual terms of office as specified in § 25 sec. 3 of the Bank's By-laws in the wording given by this Resolution,

apply to the mandates and terms of office of members of the Management Board, which will start after the end of the joint term of office of members of the Management Board lasting at the time of entry of the amendment to § 25 of the Bank's By-laws, referred to in § 1 point 5, to the register of entrepreneurs of the National Court Register (i.e. they do not apply to the mandates and joint term of office of members of the Management Board, which are in force at the time of entry of the amendment to § 25 of the Bank's By-laws, referred to in § 1 point 5, to the register of entrepreneurs of the National Court Register).

§ 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.

§ 4

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. 22
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023**
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 2022 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 2022, 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.

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 to assess the suitability of members of management bodies and key function holders” dated 2 July 2021, issued by the European Banking Authority and the European Securities and Markets Authority 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 the “Policy for the assessment of qualifications (suitability), appointment and dismissal of members of the bank’s body at mBank S.A.” (the Policy).

§ 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.

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 "Guidelines to assess the suitability of members of management bodies and key function holders" dated 2 July 2021, issued by the European Banking Authority and the European Banking Authority and the European Securities and Markets Authority, and in line with the Methodology of suitability of members of bodies of entities supervised by the Polish Financial Supervision Authority, issued by the Authority of the Financial Supervision Commission in January 2020, as amended, 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 31 March 2022 until the day this resolution is adopted, members of the Supervisory Board of mBank S.A. in the composition:

Mrs. Agnieszka Słomka-Gołębiowska, Chairwoman of the Supervisory Board;
Mrs. Bettina Orlopp, Deputy-Chairwoman of the Supervisory Board;
Mr. Marcus Chromik, Member of the Supervisory Board;
Mr. Tomasz Bieske, Member of the Supervisory Board;
Mr. Mirosław Godlewski, Member of the Supervisory Board;
Mrs. Aleksandra Gren, Member of the Supervisory Board;
Mr. Arno Walter, Member of the Supervisory Board performing functions until 30 March 2023;
Mr. Armin Barthel, Member of the Supervisory Board performing functions until 31 December 2022;
Mr. Hans Georg Beyer, Member of the Supervisory Board performing functions from 1 January 2023;

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 31 March 2022 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 Report of the Supervisory Board of mBank S.A. on its activities in 2022, 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 and the Rules of the 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. 25
of XXXVI Ordinary General Meeting
of mBank S.A.
dated 30 March 2023**
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 2022 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.

Re.: demerger of mBank Hipoteczny S.A.

§ 1

1. Pursuant to Article 541 of the act of 15 September 2000 – the Commercial Companies Code (consolidated text: Journal of Laws of 2022, item 1467, as amended) (the “**CCC**”) it is resolved to adopt the demerger of mBank Hipoteczny S.A. with its registered seat in Warsaw (“**mBH**” or the “**Demerged Company**”) pursuant to Article 529 § 1(4) of the CCC, i.e.:
 - by transfer to mBank S.A. with its registered seat in Warsaw (the “**Bank**”) of some of the estate (assets and liabilities) and rights and obligations of the Demerged Company comprising an organised part of the enterprise of mBH, which is a collection of tangible and intangible assets separate both organisationally and financially within the existing enterprise of mBH, including obligations, designated for the achievement of objectives that are related with the granting and servicing of loans comprising: (i) loans secured by a mortgage for the financing of commercial real properties; (ii) loans granted to local government units or loans for which local government units issued any surety; and (iii) loans secured by a mortgage granted to natural persons for purposes unrelated to any business activity, subject to loan agreements concluded with clients on or before 25 July 2013, that satisfy the criteria specified in Schedule 1 (table 4a) to the Demerger Plan (as defined below), where the collection of assets could be an independent business achieving those objectives autonomously and the components of which have been presented in detail in Schedule 1 to the Demerger Plan (the “**Carved Out Business**”); and
 - by leaving with mBH the remaining part of the estate (assets and liabilities) and rights and obligations of the Demerged Company comprising an organised part of the enterprise of mBH, which is a collection of tangible and intangible assets separate both organisationally and financially within the existing enterprise of mBH, including obligations, designated for the achievement of tasks that are related with the operations of the Demerged Company as a mortgage bank, specifically within the scope of:
 - a. the granting and servicing of loans secured by a mortgage granted to natural persons for purposes unrelated to any business activity subject to loan agreements concluded by mBH with clients first in September 2013 within the scope of agency cooperation with the Bank;
 - b. acquiring receivables of other banks on account of mortgage secured loans granted thereby, including mortgage secured loans granted to natural persons for purposes unrelated with business activities, acquired from the Bank since 2014, the servicing of which was entrusted to the Bank under the outsourcing agreement;
 - c. the issuance of securities, including specifically mortgage bonds and bonds, as well as performing other treasury related transactions and specifically derivative transactions, where the collection of assets may be an independent business achieving those objectives autonomously (the “**Demerger**”).
2. Consent is granted for the demerger plan of the Demerged Company as agreed in writing between the Demerged Company and the Bank on 31 May 2022 and made available to the public on the websites of the Demerged Company and the Bank (the “**Demerger Plan**”). The Demerger Plan is attached as Schedule 1 to this resolution.
3. In conjunction with the Demerger, consent is granted for the transfer of the organised part of the enterprise comprising the Carved Out Business to the Bank to the extent and on the terms specified in this resolution and in the Demerger Plan.

§ 2

1. The Bank is the only shareholder of the Demerged Company. Therefore, pursuant to Article 550 of the CCC, no increase of the Bank’s share capital is envisaged in connection with the Bank’s acquisition of a part of the estate (*assets and liabilities*) of the Demerged Company and, consequently, the Bank will not issue any shares in exchange for the taken-over estate of the Demerged Company.
2. The Demerger will involve a decrease of the share capital of the Demerged Company by PLN 116,000,000 (one hundred and sixteen million), i.e. down to PLN 220,000,000 (two hundred and twenty million) as a result of redemption of 150,000 Series I shares, 120,000 Series H shares, 100,000 Series G shares, 140,000 Series F shares, 100,000 Series E shares and 550,000 Series D shares. Each share has the nominal value of PLN 100. In addition, the supplementary capital of the Demerged Company will be decreased by the amount equal to the difference between the book value of the Carved Out Business as of the Demerger date and the total amount of the decrease of the share capital of the Demerged Company.
3. There are no plans to impose an obligation to make any additional payments in connection with the Demerger.

§ 3

The By-laws (*statut*) of the Bank will not be amended as a result of the Demerger.

§ 4

The Management Board of the Bank is authorised to take all actual and legal actions necessary to execute the Demerger.

§ 5

The Demerger will be done on condition that the following decisions are obtained:

- the decision of the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*) (the “**PFS**A”) regarding the consent for the Demerger pursuant to Article 124c section 2 of the act of 29 August 1997 – the Banking Law (the “**B**anking Law”);
- the decision of the PFS A on the grant of consent for the amendment of the articles of association (*statut*) of mBH related with the decrease of the share capital in connection with the Demerger, in accordance with Article 34 section 2 of the Banking Law.

§ 6

This resolution will come into force on the date of adoption thereof.

Re.: Election of Member of the Supervisory Board of mBank S.A.

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

§ 1

1. In relation to resignation of Mr. Arno Walter from the post of a Member of the Supervisory Board effective as of the end of 30 March 2023, the General Meeting of mBank S.A. elects for the post of a Member of the Supervisory Board for the period starting from 31 March 2023, for the current term of office of the Supervisory Board.
2. The General Meeting judges that 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.

Re.: amending Resolution No. 37 of the 31st Annual General Meeting of mBank S.A. of 9 May 2018 on introducing the incentive programme and determining the rules for conducting it

The Annual General Meeting of mBank Spółka Akcyjna with its registered office in Warsaw (**"Company"**), taking into consideration the need to extend the term of the incentive programme introduced at the Company (**"Incentive Programme"**) under Resolution No. 37 of the 31st Annual General Meeting of mBank S.A. of 9 May 2018 on Introducing the Incentive Programme and Determining the Rules for Conducting It (**"Programme Resolution"**), in order to enable uninterrupted continuation of the Incentive Programme with respect to all eligible participants, hereby resolves as follows:

§ 1

The following amendments are introduced to the Programme Resolution:

- 1) in Article 1 (3) a semicolon shall be added at the end of the sentence, and Article 1 (4) shall be added after Article 1 (3), reading as follows:

"4) The Participants may exercise the rights arising from Warrants within 10 years from the date of recording a given Warrant on a Participant's securities account."

- 2) Article (2) shall read as follows:

"Term of the Incentive Programme

The Incentive Programme will be conducted from 1 January 2018 until the date on which: (i) 10 years have passed from the date on which the last Warrant acquired by the Participants was recorded on the securities account, (ii) all Shares are acquired, whichever is earlier ("Term of the Programme")."

- 3) the second sentence of Article 3 shall be deleted.

§ 2

1. The legal actions taken based on the Programme Resolution in its wording applicable prior to the effective date of this Resolution remain in full force and effect.
2. In connection with the amendments to the Programme Resolution introduced by this Resolution, the Supervisory Board of the Company is hereby authorised to accordingly amend the Rules of the Incentive Programme presented in Appendix No. 1 to Regulation No. 59/21 of the Supervisory Board of 25 February 2021 on Introducing the Rules of the Incentive Programme at the Company.

§ 3

This Resolution enters into force on the date of entry into force of the Resolution of the Annual General Meeting of mBank S.A. of 30 March 2023 amending, in connection with the amendments specified in this Resolution, Resolution No. 38 of the 31st Annual General Meeting of mBank S.A. 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.

Re.: Amending Resolution No. 38 of the 31st Annual General Meeting of mBank S.A. 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 Bank's By-Laws and on Applying for Admission of Shares to Trading on the Regulated Market, and Dematerialisation of Shares

The Annual General Meeting of mBank Spółka Akcyjna with its registered office in Warsaw ("**Company**"), taking into consideration the adoption of Resolution No. 28 of the 36th Annual General Meeting of mBank S.A. of 30 March 2023 on amending Resolution No. 37 of the 31st Annual General Meeting of mBank S.A. of 9 May 2018 on introducing the incentive programme and determining the rules for conducting it, under which the term of the programme has been prolonged to a necessary extent in order to enable its uninterrupted continuation with respect to all eligible programme participants, hereby resolves as follows:

§ 1

Resolution No. 38 of the 31st Annual General Meeting of mBank S.A. 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 Bank's by-laws and on applying for admission of shares to trading on the regulated market, and Dematerialisation of Shares ("**Issue Resolution**") shall be amended as follows:

1) Article 1 of the Issue Resolution:

a) Article 1 (3) shall read as follows:

3. In the case where, as a result of addressing an Offer to acquire Warrants to the Risk Takers eligible to acquire Warrants, the total number of the Risk Takers to whom such Offers have been addressed within 12 months exceeds 149 persons, Warrants will be offered by the Company each time as part of an Offer of securities to the public within the meaning of Article 1 (4) (i) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJEU L 2017, 168/12 as amended), based on a relevant information document made available on the terms arising from Article 39 of the Act of 29 July 2005 on Public Offering and Conditions for Introduction of Financial Instruments to Organised Trading and on Public Companies (uniform text: Journal of Laws of 2021, item 1983, as amended) on the Bank's website at <https://www.mbank.pl/en/investor-relations/shares/prospectus.html>

b) Article 1 (4) shall read as follows:

*4. The terms and conditions for conducting the Incentive Programme, including for granting Warrants to the Risk Takers, are stipulated in the Resolution of the Annual General Meeting of the Bank of 9 April 2018 on introducing the incentive programme and determining the rules for conducting it and in the rules of the incentive programme (as amended) adopted on the basis of the Resolution by the Supervisory Board of the Bank ("**Rules**").*

c) Article 1 (6) shall read as follows:

6. Subject to Article 1 (6a), Warrants will be issued in material form as registered securities and may be issued in the form of collective warrant certificates incorporating more than one Warrant; the Warrant documents will be deposited with the Company.

d) The following Article 1 (6a) shall be inserted after Article 1 (6):

6a. Warrants acquired after 1 March 2021 are not issued in certificated form and must be dematerialised through registration with the securities depository kept by KDPW in accordance with Article 328 (2) in conjunction with Article 328 (1) of the Code of Commercial Partnerships and Companies (as amended by the Act of 30 August 2019 on Amending the Code of Commercial Partnerships and Companies and Certain Other Acts; Journal of Laws of 2019, item 1798, as amended).

e) Article 1 (8) shall read as follows:

*8. The right to acquire Shares arising from Warrants allotted to a Risk Taker can be exercised not later than within 10 years from the date of recording the Warrants on the securities account of the Risk Taker ("**End Date**"). The rights arising from Warrants from which the right to acquire Shares is not exercised on or before the End Date expire after the End Date. Warrants expire also upon the exercise of the right to acquire Shares which they incorporate and in cases stipulated in the Rules.*

2) Article 2 (3) of the Issue Resolution shall be deleted.

§ 2

1. The legal actions taken based on the Issue Resolution in its wording applicable prior to the effective date of this Resolution remain in full force and effect.
2. In connection with the amendments to the Issue Resolution introduced by this Resolution, the Supervisory Board of the Company is hereby authorised to amend accordingly the Rules of the Incentive Programme presented in Appendix No. 1 to Resolution No. 59/21 of the Supervisory Board of 25 February 2021 on Introducing the Rules of the Incentive Programme.

§ 3

This Resolution enters into force upon its adoption.

VOTING INSTRUCTIONS

SHAREHOLDER
(NAME AND SURNAME)

PROXY
(NAME AND SURNAME)

RESOLUTION NO 1

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 2

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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 3

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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 4

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 5

<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN	<input type="checkbox"/> ABSTAIN FROM VOTING	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION
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Number of shares	OBJECTION Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 6

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 7

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 8

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 9

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

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RESOLUTION NO 10

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<input type="checkbox"/> OTHER			

RESOLUTION NO 11

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 12

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 13

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

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RESOLUTION NO 14

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<input type="checkbox"/> OTHER			

RESOLUTION NO 15

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<input type="checkbox"/> OTHER			

RESOLUTION NO 16

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<input type="checkbox"/> OTHER			

RESOLUTION NO 17

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<input type="checkbox"/> OTHER			

RESOLUTION NO 18

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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 19

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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 20

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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 21

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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 22

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Number of shares	Number of shares	Number of shares	Number of shares
<input type="checkbox"/> OTHER			

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RESOLUTION NO 23

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<input type="checkbox"/> OTHER			

RESOLUTION NO 24

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			

RESOLUTION NO 25

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<input type="checkbox"/> OTHER			

RESOLUTION NO 26

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<input type="checkbox"/> OTHER			

RESOLUTION NO 27

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<input type="checkbox"/> OTHER			

RESOLUTION NO 28

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<input type="checkbox"/> OTHER			

RESOLUTION NO 29

<input type="checkbox"/> FOR Number of shares	<input type="checkbox"/> AGAINST <input type="checkbox"/> RAISING AN OBJECTION Number of shares	<input type="checkbox"/> ABSTAIN FROM VOTING Number of shares	<input type="checkbox"/> AT THE PROXY'S SOLE DISCRETION Number of shares
<input type="checkbox"/> OTHER			