



mBank Hipoteczny Spółka Akcyjna
(incorporated as a joint-stock company under the laws of the Republic of Poland)

EUR 3,000,000,000
Programme for the issuance of the Covered Bonds (*hipoteczne listy zastawne*)

This supplement (the “**Supplement**”) constitutes the first supplement to the Base Prospectus dated 6 July 2017 (the “**Base Prospectus**”) and must be read in conjunction with the Base Prospectus prepared by mBank Hipoteczny S.A. (the “**Issuer**” or the “**Bank**”) regarding this EUR 3,000,000,000 Programme for the issuance of the Covered Bonds (*hipoteczne listy zastawne*) (the “**Programme**”). All capitalised terms used but not otherwise defined shall have the meanings ascribed to them in the Base Prospectus.

The Issuer accepts responsibility for the information contained or incorporated by reference in this Supplement. To the best of the Issuer’s knowledge (having taken reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. This Supplement has been prepared according to Article 13 of Chapter I of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses, as amended (the “**Prospectus Act**”). This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) of the Grand Duchy of Luxembourg in its capacity as competent authority under the Prospectus Act for the purposes of the Prospectus Directive.

Information contained in this Supplement updates and/or revises comparable information contained in the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Base Prospectus, the statement in (a) above will prevail.

Except as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement will be published in electronic form on the website of the Luxembourg Stock Exchange under www.bourse.lu, will be available free of charge at the specified offices of the Bank and will be published in electronic form on the website of the Bank under www.mhipoteczny.pl.

AMENDMENTS TO THE BASE PROSPECTUS

Risk factors

In the subsection "New legislation in Poland implementing the Mortgage Credit Directive might restrict the Bank's business activity" on page 14 of the Base Prospectus the following sentence shall be added:

"The Mortgage Credit Act will only apply to the consumer mortgage loans arising under the agreements entered into after the Mortgage Credit Act came into force."

Documents incorporated by reference

On 4 August 2017 the Bank published the financial statement for the period from 1 January to 30 June 2017. In connection with the publication of the financial statement, the following section shall be added on page 35 of the Base Prospectus:

- "(e) the English translation of the interim condensed financial statements of the Bank as of and for the period from 1 January to 30 June 2017:
 - (i) condensed income statement – page 4;
 - (ii) condensed statement of comprehensive income – page 5;
 - (iii) condensed statement of financial position – page 6;

- (iv) condensed statement of changes in equity – page 7-8;
 - (v) condensed statement of cash flow – page 9; and
 - (vi) explanatory notes to the condensed financial statements – pages 10-62;
- (f) the English translation of the auditor's report prepared in connection with the financial statements of the Bank in respect of the financial period from 1 January 2017 until 30 June 2017.”

Market Overview

In the subsection "Residential Market" on page 65 of the Base Prospectus, the phrase "As at the date of this Base Prospectus the details of the programme were not presented." shall be replaced with the following sentence:

"One of the main pillars of the programme is the establishment of the National Real Property Resource, which will be responsible for the management of the real property belonging to the Polish State Treasury and running housing investments. National Real Property Resource is intended to be a self-financing entity, though it would also be possible for it to receive additional funding from the Polish State Treasury."

Description of the Bank

In the fifth paragraph of the subsection "Business overview of the Bank – Main business activities" on page 70 of the Base Prospectus, after the sentence beginning with the phrase "Sales of retail mortgage loans in the agency model (...)" the following sentence shall be added:

"Starting from the end of July 2017 the Bank, as a part of its strategy, has refrained from granting mortgage loans to individuals (consumers). According to the new model mortgage loans will instead be provided to the clients by mBank and then assigned to the Bank as part of the pooling process."

Management of the Bank - General

In the subsection "Management of the Bank - General" on page 79 of the Base Prospectus, the second paragraph shall be replaced with the following sentence:

"To the best of the Bank's knowledge as of the date of this Base Prospectus, as supplemented on [10] August 2017, there are no potential conflicts of interest between the duties of the members of the Management Board or the Supervisory Board with respect to the Bank and their private interests or other duties."

Management of the Bank - Supervisory Board

The table and its description on page 81 of the Base Prospectus shall be replaced with the table and text below:

"As of the date of this Base Prospectus, as supplemented on [10] August 2017, the Supervisory Board has the following members:

Name	Year of birth	Position	Commencement of membership	Commencement of current term	Date of expiration of the current term
Cezary Kocik	1971	Chairman of the Supervisory Board	25 April 2012	19 April 2016	19 April 2019
Lidia Jablonowska-Luba	1963	Vice-chairman of the Supervisory Board	30 October 2013	19 April 2016	19 April 2019
Michał Popiołek	1972	Member of the Supervisory Board	25 April 2012	19 April 2016	19 April 2019
Mariusz Tokarski	1954	Member of the Supervisory Board	3 July 2014	19 April 2016	19 April 2019
Jakub Fast	1980	Member of the Supervisory Board	8 February 2017	8 February 2017	19 April 2019
Frank Bock	1967	Member of the Supervisory Board	29 May 2017	29 May 2017	19 April 2019
Andreas Boeger	1973	Member of the Supervisory Board	14 July 2017	14 July 2017	19 April 2019
Paweł Graniewski	1956	Member of the	14 July 2017	14 July 2017	19 April 2019

Supervisory Board

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In the description of the Supervisory Board members on page 82 of the Base Prospectus, the description concerning Mr Christoph Heins shall be deleted and the following descriptions of the new members of the Supervisory Board shall be added after the bio of Franck Bock and before the description of the Cover Pool Monitor:

"Andreas Boeger

Andreas Boeger has been the Vice President of the Management Board for Finance of mBank S.A. since 1 July 2017. Before being appointed to the management of mBank S.A., Andreas Böger was the head of the Corporate Finance department in the Commerzbank Development and Strategy Group. The scope of his duties included preparing the strategic balance and management of the Commerzbank Group's capital, as well as other financial and regulatory tasks. Andreas Böger started work at Commerzbank in 2013. He was previously the Managing Director of Global Capital Markets and Capital Solutions Europe & CEEMEA at Deutsche Bank in London (2007 to 2013). Before joining Deutsche Bank in Frankfurt in 2003, Andreas was head of asset, liabilities, and equity counselling at HypoVereinsbank in Munich where he started his career in 1994. Andreas Böger studied in Frankfurt and San Diego, and graduated from the Frankfurt School of Finance & Management, and holds a CFA certificate.

Pawel Graniewski

Pawel Graniewski is a lawyer and investment banker with over 25 years of experience in the investment banking industry. He started his professional career in 1983 as an Analyst at the Research Institute for Problems for Capitalism. From 1985, he continued his research and academic career as a Senior Assistant at the Institute for Social and Economic Sciences, Warsaw University of Technology. In 1990-1992, he was Visiting Attorney at the New York law firm Willkie Farr & Gallagher. In 1992, he began his investment banking career as Assistant Director in the UK investment bank Barclays de Zoete Wedd, based in London and Warsaw. In 1993-1995, he was the Chief Legal Counsel for the Mass Privatization Program, the country's largest privatization scheme at the Polish Ministry of the State Treasury. In 1995-1996, President & CEO of Investment Fund Services Company Ltd. (OFI Ltd.; today Atlantic Fund Services), a mutual fund administrator and transfer agent, a joint venture of Bank Handlowy and Forum Financial Group, Inc., a US mutual fund services company. In 1996-1999, President & CEO of Daiwa Europe Polska Sp. z o.o., a Polish branch of Daiwa Securities, a Japanese investment bank. From 1999 through 2009, he worked for Morgan Stanley as Senior Advisor, representing the bank in Poland. From 2010 through 2013, Managing Director in Citibank, Head of Investment Banking, Poland. In 2013-2015, Vice-President of the Management Board of the Warsaw Stock Exchange responsible for business development, external relations including government, issuers and investors and derivative market. From September 2015 through September 2016, Senior Advisor to the CEO, Warsaw Stock Exchange.

Pawel Graniewski received his Master's Degree in Law from the Faculty of Law and Administration of the University of Warsaw in 1983. "

General Information - Significant or Material Change

The sentence included in subsection "*General Information - Significant or Material Change*" on page 107 of the Base Prospectus replaced with the following:

"There has been no significant change in the financial position of the Bank since 30 June 2017 and there has been no material adverse change in the financial position or prospects of the Bank since 30 June 2017."