

## Invitation for the audit firms

- I. mBank Hipoteczny S.A. with its registered office in Warsaw invites audit companies to express their interest in taking part in the selection procedure (hereinafter called the "SP") regarding selecting of an audit firm to carry out:
- statutory audits of mBank Hipoteczny S.A. financial statements for the years 2022 and 2023;
  - reviews of mBank Hipoteczny S.A. half-year financial statements for the first half year of 2022 and first half-year of 2023;
  - audits of mBank Hipoteczny S.A. yearly consolidation packages for mBank S.A. for the years 2022 and 2023;
  - reviews of mBank Hipoteczny S.A. half-year consolidation packages for mBank S.A. for the first half-year of 2022 and first half-year of 2023;
  - reviews of mBank Hipoteczny S.A. quarterly consolidation packages for mBank S.A. for the years 2022 and 2023;
  - reviews of mBank Hipoteczny S.A. consolidation packages for Commerzbank for the years 2022 and 2023.
- II. Based on its previous experience as well as internal rules mBank Hipoteczny S.A. also expects that the audit firm will be able to perform additional services for mBank Hipoteczny S.A., i.a.:
- issuing of comfort letters in connection with prospectuses and with the debt instruments issues (covered bonds, bonds) on the markets on which mBank Hipoteczny S.A. carry out such operations including foreign markets;
- III. Basic information regarding mBank Hipoteczny S.A. are available on the website of mBank Hipoteczny S.A. – [www.mhipoteczny.pl](http://www.mhipoteczny.pl)
- IV. Interested audit firms, within app. 2 weeks from publishing this invitation, i.e. not later than 22.12.2021, should deliver a letter of intent (hereinafter called the "LoI") confirming the willingness to take part in the SP. The LoI shall contain:
1. A brief description of the audit firm, including its legal form, entry number on the list of audit firms maintained by the Polish Chamber of Statutory Auditors and the number of statutory auditors employed and cooperating with the audit firm;

2. Written statements regarding:

- 1) Confirmation that the audit firm and potential key statutory auditor meet the requirements of independence, referred to in Articles 69-73 of the Act of 11 May 2017 *on statutory auditors, audit firms and public supervision*;
- 2) Information concerning any possible threats to the audit firm and potential key statutory auditor independence and if there are any, the safeguard measures applied in order to mitigate them, referred to in Article 74 of the Act of 11 May 2017 *on statutory auditors, audit firms and public supervision*;
- 3) Confirmation on having competent employees, time and other resources allowing for the appropriate performance of the audits and reviews mentioned in point I above;
- 4) Confirmation that the persons to be appointed as the key statutory auditors have the power to carry out statutory audits in the European Union Member State where the audits are required, including whether they have been entered in the relevant registers of statutory auditors kept in the European Union Member State requiring the audit (Poland);
- 5) Confirmation whether the audit firm, potential key statutory auditors and potential audit team members:
  - a. have experience in auditing financial statements of banks and similar financial institutions the scale of activity of which is similar to the scale of activity of mBank Hipoteczny S.A.;
  - b. have experience in issuing of comfort letters in connection with prospectuses and with the debt instruments issues (covered bonds, bonds) on the markets on which mBank Hipoteczny S.A. carry out such operations including foreign markets;
- 6) Information on any disciplinary proceedings conducted by respective statutory auditors self-government body or Audit Supervision Committee between 01.01.2020 and the day of the LoI and their results.

3. Indicate person(s) responsible for contacts with mBank Hipoteczny S.A. with regard to the LoI.

- V. The LoI should be signed (with a qualified electronic signature) by person(s) eligible to represent the audit firm and delivered by e-mail sent to: [Elzbieta.Kaminska@mhipoteczny.pl](mailto:Elzbieta.Kaminska@mhipoteczny.pl) with the message titled: "Audit firm selection procedure", on 22.12.2021 at the latest.

- VI. Only audit firms meeting the requirements described above will be allowed to submit an offer in the SP. mBank Hipoteczny S.A. shall notify the eligible audit firms by 10.01.2022 at the latest via e-mail, together with further information regarding the SP, such as the selection criteria and additional documents required by mBank Hipoteczny S.A. from audit firms. At the moment we expect that the deadline for submission of the offers will be 17.01.2022.
- VII. Rejected audit firms will also be notified by 10.01.2022 at the latest via e-mail.
- VIII. Any questions regarding this invitation should be sent by e-mail to [Elzbieta.Kaminska@mhipoteczny.pl](mailto:Elzbieta.Kaminska@mhipoteczny.pl) by 21.12.2021 at the latest.
- IX. This invitation is exclusively addressed to audit firms meeting the criteria laid down in point IV.2. Notwithstanding the above, mBank Hipoteczny S.A. reserves the right to alter the invitation conditions and/or cancel the SP unilaterally. In such case mBank Hipoteczny S.A. shall not be liable for any costs or any potential liabilities borne by audit firms in connection with preparation of the LoI or the offer in the SP.