

mBank S.A. Group

POST-ISSUANCE VERIFICATION LETTER

LOW CARBON BUILDINGS CRITERIA OF THE CLIMATE BONDS STANDARD

Type of engagement: Assurance Engagement

Period engagement was carried out: February 2022

Approved verifier: Sustainalytics

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Scope and Objectives

In September 2021, mBank S.A. Group (“mBank”, the “Issuer” or the “Group”) issued a EUR 500 million Certified Climate Bond (green bond) aimed at refinancing low carbon buildings to improve the sustainability performance of its real estate portfolio in Poland. In February 2022, mBank engaged Sustainalytics to review the assets refinanced through the issued green bond, and to provide an assessment as to whether the assets refinanced in September 2021 met the Post-Issuance Requirements under the Low Carbon Buildings¹ criteria of the Climate Bonds Standard Version 3.0².

Green bond assets include single-family and multi-family houses in Poland.

Schedule 1 provides details of the Nominated Assets and disbursement of proceeds.

Post-Issuance Evaluation Criteria

Post-issuance Requirements of the Climate Bonds Standard Version 3.0:

- Use of Proceeds
- Evaluation and Selection of Projects & Assets
- Management of Proceeds
- Reporting

Issuing Entity’s Responsibility

mBank is responsible for providing accurate information and documentation relating to the details of the projects that have been funded, including description of projects, total development cost of each project, and disbursed amounts.

Independence and Quality Control

Sustainalytics, a leading provider of ESG and corporate governance research and ratings to investors, conducted the verification of mBank’s green bond, issued to refinance low carbon building projects, and provided an independent opinion informing mBank as to the conformance of the green bond with the Post-Issuance Requirements and Low Carbon Buildings criteria of the Climate Bonds Standard.

Sustainalytics has relied on the information and the facts presented by mBank with respect to the Nominated Projects & Assets. Sustainalytics is not responsible nor shall it be held liable if any of the opinions, findings, or conclusions it has set forth herein are not correct due to incorrect or incomplete data provided by mBank.

Sustainalytics makes all efforts to ensure the highest quality and rigor during its assessment process and enlisted its Sustainability Bonds Review Committee to provide oversight over the assessment of the bond.

¹ Climate Bonds Initiative, Low Carbon Building Criteria under the Climate Bonds Standard. See more, at:

<https://www.climatebonds.net/files/files/Residential%20Proxy%20Poland%281%29.pdf>

² Climate Bonds Initiative, Climate Bonds Standard Version 3.0. See more, at:

https://www.climatebonds.net/files/files/Climate%20Bonds_Standard_Version%203_0_December%202017.pdf

Verifier's Responsibility

Sustainalytics conducted the verification in accordance with the Climate Bonds Standard Version 3.0 and with International Standard on Assurance Engagements 3000 (ISAE 3000) – Assurance Engagements other than Audits or Reviews of Historical Financial Information.

The work undertaken as part of this engagement included conversations with relevant mBank employees and review of relevant documentation to confirm the conformance of mBank's green bond with the Post-Issuance Requirements of the Climate Bonds Standard Version 3.0.

Exceptions

No exceptions were identified. All projects aligned with the Post-Issuance Requirements of the Climate Bonds Standard Version 3.0 and were in conformance with the Low Carbon Buildings criteria.

Conclusion

Based on the limited assurance procedures conducted and evidence obtained, nothing has come to Sustainalytics' attention that causes us to believe that, in all material respects, the allocation of EUR 498.7 million net proceeds from the mBank Certified Climate Bond, issued to fund eligible green projects, is not in conformance with the Post-Issuance Requirements of the Climate Bonds Standard.

Schedule 1: Detailed Overview of Nominated Assets

Details of the Nominated Assets which received climate bond allocation in September 2021 are provided below:

Table 1. Allocation of proceeds by building type

Building Type	Number of Loans	Signed Amount (PLN million) ³	Signed Amount (EUR million) ⁴	Share of assets by Signed Amount
Multi-family house	4,319	1,746.32	380.68	71%
Single-family house	1,541	708.64	154.47	29%
Total	5,860	2,454.96	535.15⁵	100%

Table 2. Allocation of proceeds by region

Province	Number of Loans	Signed Amount (PLN million)	Signed Amount (EUR million) ⁶	Share of assets by signed amount
Mazowieckie	2,474	1,154.20	251.60	47.0%
Dolnośląskie	989	394.06	85.90	16.1%
Pomorskie	697	265.54	57.88	10.8%
Wielkopolskie	466	169.49	36.95	6.9%
Małopolskie	400	173.31	37.78	7.1%
łódzkie	171	65.20	14.21	2.7%
Śląskie	152	58.99	12.86	2.4%
Zachodniopomorskie	131	49.25	10.74	2.0%
Kujawsko-Pomorskie	108	40.48	8.82	1.6%
Lubelskie	58	18.69	4.07	0.8%
Warmińsko-Mazurskie	56	18.24	3.98	0.7%
Podalskie	56	16.86	3.68	0.7%
Lubuskie	41	10.78	2.35	0.4%
Podkarpackie	25	7.43	1.62	0.3%
Świętokrzyskie	23	7.88	1.72	0.3%
Opolskie	13	4.55	0.99	0.2%
Total	5,860	2,454.96	535.15	100%

³ Polish zloty (PLN) is the official currency of Poland.

⁴ EUR/PLN exchange rate of January 26, 2022 is used for calculating the signed amounts.

⁵ Sustainalytics notes that the amount that has been earmarked for allocation (EUR 535.15 million) is higher than the amount raised (EUR 500 million) through the green bond issuance as the amount earmarked is representative of the signed amount of the loan contracts that have been refinanced. However, mBank has informed Sustainalytics that there have already been pay-offs realized on the portfolio since disbursement.

⁶ EUR/PLN exchange rate of January 26, 2022 is used for calculating the signed amounts.

Schedule 2A: Post-Issuance Requirements of the Climate Bonds Standard

<p>Use of Proceeds</p>	<p>5.1 The Net Proceeds of the Bond shall be allocated to the Nominated Projects & Assets.</p> <p>5.2 All nominated Projects & Assets shall meet the documented objectives of the Bond as stated under Clause 6.1.1 and shall be in conformance with the requirements of Part C of the Climate Bonds Standard.</p> <p>5.3 The Issuer shall allocate the Net Proceeds to Nominated Projects & Assets within 24 months of issuance of the Bond, or the Issuer shall disclose in post-issuance reporting as per clause 8.3 the estimated timeline for allocation of net proceeds to Nominated Projects & Assets. Net proceeds may be reallocated to other Nominated Projects & Assets at any time while the Bond remains outstanding.</p> <p>5.4 Nominated Projects & Assets shall not be nominated to other Certified Climate Bonds, Certified Climate Loans, Certified Climate Debt Instruments, green bonds, green loans or other labelled instruments (such as social bonds or SDG bonds) unless it is demonstrated by the Issuer that:</p> <p>5.4.1. distinct portions of the Nominated Projects & Assets are being funded by different Certified Climate Bonds, Certified Climate Loans, Certified Climate Debt Instruments, green bonds, green loans or other labelled instruments or;</p> <p>5.4.2. the existing Certified Climate Bond, Certified Climate Loan or Certified Climate Debt Instrument is being refinanced via another Certified Climate Bond, Certified Climate Loan or Certified Climate Debt Instrument.</p> <p>5.5 Where a proportion of the Net Proceeds of the Bond are used for refinancing, the Issuer shall track the share of the Net Proceeds used for financing and refinancing and identify which Nominated Projects & Assets may be refinanced. This may also include the expected look-back period for refinanced Nominated Projects & Assets.</p> <p>5.6 The Net Proceeds of the Bond shall be tracked by the Issuer following a formal internal process which is documented in accordance with Clause 3.1.</p> <p>5.7 The Net Proceeds of the Bond shall be no greater than the Issuer's total investment exposure or debt obligation to the Nominated Projects & Assets, or the relevant proportion of the total Market Value of the Nominated Projects & Assets which are owned or financed by the Issuer.</p> <p>5.8 Additional Nominated Project & Assets may be added to, or used to substitute or replenish, the portfolio of Nominated Project & Assets as long as the additional Nominated Project & Assets are eligible under Part C of the Climate Bonds Standard and are consistent with the Bond's objective as set out in Clause 6.1.1.</p> <p>5.8.1. Where additional Nominated Projects & Assets are covered by Sector Eligibility Criteria which were not included in the scope of either the Pre-Issuance Verification or the Post-Issuance Verification engagements, the Issuer shall engage a Verifier to provide a Verifier's Report covering at least the conformance of the additional Nominated Projects & Assets with the relevant Sector Eligibility Criteria under Part C of the Climate Bonds Standard.</p>
<p>Process for Evaluation and Selection of Projects & Assets</p>	<p>6.1 The Issuer shall document and maintain a decision-making process which it uses to determine the continuing eligibility of the Nominated Projects & Assets. This includes, without limitation:</p> <p>6.1.1. A statement on the climate-related objectives of the Bond;</p> <p>6.1.2. How the climate-related objectives of the Bond are positioned within the context of the Issuer's overarching objectives, strategy, policy and/or processes relating to environmental sustainability;</p> <p>6.1.3. The Issuer's rationale for issuing the Bond;</p> <p>6.1.4. A process to determine whether the Nominated Projects & Assets meet the eligibility requirements specified in Part C of the Climate Bonds Standard;</p> <p>6.1.5. Other information provided by the Issuer as described in Clause 2.2</p>

mBank S.A. Group

Management of Proceeds	<p>7.1 The Net Proceeds of the Bond shall be credited to a sub account, moved to a sub-portfolio or otherwise identified by the Issuer in an appropriate manner, and documented.</p> <p>7.2 The Issuer of the Bond shall maintain the earmarking process to manage and account for allocation of Net Proceeds to the Nominated Projects & Assets as described in Clause 3.1.3</p> <p>7.3 While the Bond remains outstanding, the balance of the tracked Net Proceeds shall be reduced by amounts allocated to Nominated Projects & Assets. Pending such allocations to Nominated Projects & Assets, the balance of unallocated Net Proceeds shall be:</p> <p>7.3.1. Held in temporary investment instruments that are cash, or cash equivalent instruments, within a Treasury function; or</p> <p>7.3.2. Held in temporary investment instruments that do not include greenhouse gas intensive projects which are inconsistent with the delivery of a low carbon and climate resilient economy; or</p> <p>7.3.3. Applied to temporarily reduce indebtedness of a revolving nature before being redrawn for investments or disbursements to Nominated Projects & Assets.</p>
Reporting – Post-issuance	<p>8.1 The Issuer shall prepare an Update Report at least annually while the Bond remains outstanding.</p> <p>8.1.2. The Update Report shall be made available to holders of the Bond and to the Climate Bonds Standard Board.</p> <p>8.1.3. The Issuer should provide an Update Report to holders of the Bond on a timely basis in case of material developments.</p>

Schedule 2B: Conformance to the Post-Issuance Requirements of the Climate Bonds Standard

Evaluation Criteria	Factual Findings	Error or Exceptions Identified
Use of Proceeds	<p>5.1 A list of Nominated Projects & Assets is provided in Schedule 1.</p> <p>5.2 The Nominated Project & Assets meet the documented objectives of the finance and are in conformance with the requirements of Part C of the Climate Bonds Standard.</p> <p>5.3 The Net Proceeds have been allocated to Nominated Projects & Assets within 24 months of issuance of the bond.</p> <p>5.4 mBank confirms that the Nominated Projects & Assets have not been nominated to other Certified Climate Bonds, Certified Climate Loans, Certified Climate Debt Instruments, green bonds, green loans or other labelled instruments (such as social bonds or SDG bonds).</p> <p>5.5 mBank confirms that it has tracked the share of the Net Proceeds used for financing and refinancing.</p> <p>5.6 mBank’s Green Bond Framework documents that the Net Proceeds are tracked following a formal internal process.</p> <p>5.7 mBank has confirmed that the Net Proceeds raised are no greater than the total investment exposure or debt obligation to the Nominated Projects & Assets which are owned or financed by the Issuer.</p> <p>5.8 N/A</p> <p>5.8.1 N/A</p>	None
Process for Evaluation and Selection of Projects & Assets	<p>6.1 mBank’s Green Bond Framework documents a decision-making process which it uses to determine the continuing eligibility of the Nominated Projects & Assets. This includes, without limitation:</p> <p>6.1.1 A statement on the climate-related objectives of the financing;</p> <p>6.1.2 How the climate-related objectives of the financing are positioned within the context of the mBank’s overarching objectives, strategy, policy and/or processes relating to environmental sustainability;</p> <p>6.1.3 mBank’s rationale for issuing the bond;</p> <p>6.1.4 A process to determine whether the Nominated Projects meet the eligibility requirements specified in the Climate Bonds Standard;</p> <p>6.1.5 Other information provided by mBank as described in Clause</p>	None
Management of Proceeds	<p>7.1 mBank confirmation that the Net Proceeds of the bond were credited to a sub account, moved to a sub-portfolio or otherwise identified by mBank in an appropriate manner, and documented.</p>	None

mBank S.A. Group

	<p>7.2 mBank confirmed that it maintained an earmarking process to manage and account for allocation of Net Proceeds to the Nominated Projects & Assets.</p> <p>7.3 mBank has confirmed that while the financing remained outstanding, the balance of the tracked Net Proceeds were reduced by amounts allocated to Nominated Projects & Assets. Pending allocation, the Net Proceeds were invested in cash, or cash equivalent, short-term liquid instruments. The unallocated proceeds were not used to finance GHG intensive activities or controversial activities.</p>	
<p>Reporting – Post-issuance</p>	<p>8.1. mBank is committed to preparing an Update Report at least annually while the financing remains outstanding.</p> <p>8.1.2. The Update Report will be made available to the lenders and to the Climate Bonds Standard Board.</p> <p>8.1.3. mBank will provide an Update Report to the lenders on a timely basis in case of material developments.</p>	<p>None</p>

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