

Appendix 25
approved by the Polish Financial Supervision Authority on July 3rd 2015,
to the Base Prospectus of
mBank Hipoteczny S.A. approved by the Polish Financial Supervision Authority
on October 28th 2009

In connection with entry into force, as of July 1st 2015, of the new Bond Act of January 15th 2015 (Dz.U. of 2015, item 238), amending the current regulations for early redemption of bonds, which also apply to repurchase of covered bonds under Art. 8.1.3 of the Covered Bonds and Mortgage Banks Act of August 29th 1997 (consolidated text: Dz.U. of 2003, No. 99, item 919, as amended), the Prospectus is hereby amended as follows:

Chapter II – Summary, Section 5 – Key Parameters of the Covered Bond Issue Programme

the existing text of the second line of the table:

Manner of Offering	Covered Bonds shall be offered pursuant to Art. 9.1 of the Bond Act, i.e. by way of an offer of Covered Bonds to the public, as referred to in Art. 3.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (Dz.U. No. 184, item 1539, as amended).
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shall be amended to read as follows:

Manner of Offering	<p>Covered Bonds issued on or before June 30th 2015 shall be offered pursuant to Art. 9.1 of the Bonds Act, i.e. by way of an offer of Covered Bonds to the public, as referred to in Art. 3 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (Dz.U. No. 184, item 1539, as amended).</p> <p>Covered Bonds issued after June 30th 2015 shall be offered pursuant to Art. 33.1 of the New Bond Act, i.e. by way of a public offering, as referred to in Art. 3 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text: Dz.U. of 2013, item 1382).</p>
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Chapter XVI – Securities Note (Terms and Conditions of Covered Bond Issues under the Programme), Section 10 – Repurchase of Covered Bonds

the existing text:

“Covered Bonds of a given series shall be repurchased by the Issuer on the Maturity Date by paying the Maturity Amount. The Holder of a Covered Bond may not submit its Covered Bond for repurchase before the Maturity Date defined in the Supplement for Covered Bonds of a given series, except for the situation discussed in Art. 24.2 of the Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act. Pursuant to that Article, if the Issuer fails to timely fulfil all or part of its obligations under Covered Bonds, the Holder has the right to submit the Covered Bond for immediate repurchase.

Pursuant to Art. 24.3 of the Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act, in the event that the Issuer is liquidated, Covered Bonds shall be subject to immediate repurchase as of the opening day of the liquidation proceedings.”

shall be amended to read as follows:

“Covered Bonds of a given series shall be repurchased by the Issuer on the Maturity Date by paying the Maturity Amount. The Holder of a Covered Bond may not submit the Covered Bond for repurchase before the Maturity Date defined in the Supplement for Covered Bonds of a given series, except for: (1) in the case of Covered Bonds issued before July 1st 2015 – the situation defined in Art. 24.2 and Art. 24.3 of the Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act; and (2) in the case of Covered Bonds issued on or after July 1st 2015 – the situation defined in Art. 74.2.4 and art. 74.2.5 of the New Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act.

Pursuant to Art. 24.2 of the Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act, if the Issuer fails to timely fulfil all or part of its obligations under Covered Bonds, the Holder has the right to submit the Covered Bond for immediate repurchase. Pursuant to Art. 24.3 of the Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act, in the event that the Issuer is liquidated, Covered Bonds shall be subject to immediate repurchase as of the opening day of the liquidation proceedings.

Pursuant to Art. 74.2 of the New Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act, if the Issuer is in delay in fulfilling all or part of its obligations under Covered Bonds, the Holder has the right to submit the Covered Bond for immediate repurchase. The Holder of a Covered Bond may also request its repurchase in the event of a delay of at least three days for which the Issuer is not at fault. Pursuant to Art. 74.5 of the New Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act, in the event that the Issuer is liquidated, Covered Bonds shall be subject to immediate repurchase as of the opening day of the liquidation proceedings. Pursuant to Art. 74.4 of the New Bond Act in conjunction with Art. 8.1.3 of the Covered Bond Act, in the event of the Issuer’s merger with another entity, its division or transformation of its legal form, Covered Bonds shall be subject to immediate repurchase if the entity which has assumed the Issuer’s obligations under the Covered Bonds is not authorised to issue Covered Bonds under the Act.”

Chapter XVI – Securities Note (Terms and Conditions of Covered Bond Issues under the Programme), Section 16.3 – Basis for the Covered Bond Issue

the existing text of the first paragraph:

“Covered Bonds shall be issued and admitted to trading on the regulated market pursuant to Art. 9.1 of the Bond Act in conjunction with Art. 8.1 of the Covered Bond Act and Art. 3.1 of the Public Offering Act, Chapter II (Scope of the Bank’s Activities) Art. 6.4–5 of the Articles of Association, and Resolution No. 1 of the Extraordinary General Shareholders Meeting dated November 17th 2008.”

shall be amended to read as follows:

“Covered Bonds shall be issued and admitted to trading on the regulated market pursuant to:

- (a) in the case of Covered Bonds issued before July 1st 2015 – Art. 9.1 of the Bond Act in conjunction with Art. 8.1 of the Covered Bond Act and Art. 3.1 of the Public Offering Act;
- (b) in the case of Covered Bonds issued on or after July 1st 2015 – Art. 33.1 of the New Bond Act in conjunction with Art. 8.1 of the Covered Bond Act and Art. 3.1 of the Public Offering Act,

and

Chapter II (Scope of the Bank’s Activities) Art. 6.4-5 of the Articles of Association, and Resolution No. 1 of the Extraordinary General Meeting dated November 17th 2008.”

In Chapter XX – Definitions:

A new definition shall be added after the definition of IFRS, reading as follows:

“New Bond Act

The Bond Act of January 15th 2015 (Dz.U. of 2015, item 238).”