

**The draft resolutions to be discussed by the Annual General Meeting of  
XTB S.A. convened on 25 April 2022**

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***Ad. 2 of the agenda***

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)  
on appointing of the Chairperson of the Annual General Meeting  
of XTB S.A.**

**§ 1**

Annual General Meeting elects Mr/ Ms ..... as the Chairperson of the Annual General Meeting

**§ 2**

The Resolution shall come into force on the moment it has been passed.

Justification to the draft resolution:

Pursuant to Article 409 § 1 of the Commercial Companies Code ("KSH") and § 9 of the Regulations of the General Meeting of XTB S.A., the General Meeting is presided over by a Chairman elected by shareholders from among the persons entitled to participate in the General Meeting. Therefore, adopting a resolution to this effect is a necessary element of a properly held General Meeting

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***Ad. 4 of the agenda***

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)  
on adopting the agenda**

**§1**

Annual General Meeting adopts the following agenda of the meeting:

- 1) Opening of the Annual General Meeting;
- 2) Appointment of the Chairperson of the Annual General Meeting;
- 3) Asserting that the Annual General Meeting has been convened correctly and is capable of adopting resolutions;
- 4) Adoption of the agenda;

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- 5) Review and approval of the Management Board's report concerning the activity of the Group and the Company in 2021;
- 6) Adoption of the resolution concerning approval of the Company's separate financial statement for 2021;
- 7) Adoption of the resolution concerning approval of the consolidated financial statement of the Group XTB S.A. for 2021;
- 8) Adoption of the resolution concerning profit distribution;
- 9) Adoption of the resolutions concerning granting the vote of approval for the members of the Company's Management Board for performance of their duties in the year 2021;
- 10) Review and approval of the report concerning the activity of the Company's Supervisory Board in 2021;
- 11) Adoption of the resolution concerning granting the vote of approval for the members of the Company's Supervisory Board for performance of their duties in the year 2021;
- 12) Adoption of a resolution on expressing an opinion on the Report on the remuneration for 2021;
- 13) Adoption of a resolution concerning the principles of determination of remuneration for members of the Supervisory Board.
- 14) Adoption of a resolution concerning remuneration adjustment for the Chairman of the Supervisory Board;
- 15) Adoption of an amended Remuneration Policy for Members of the Management Board and Members of the Supervisory Board;
- 16) Closing of the Annual General Meeting.

## §2

The Resolution shall come into force on the day it has been passed.

### Justification to the draft resolution:

The General Meeting is held in accordance with the adopted agenda. Pursuant to Art. 404.1 of the KSH, no resolution may be passed on matters not included on the agenda unless the entire share capital is represented at the General Meeting and none of those present objects to the passing of the resolution. In view of the above, adoption of the proposed resolution is necessary for the proper conduct of the Ordinary General Meeting.

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### ***Ad. 5 of the agenda***

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)**

**on reviewing and approval of the Management Board's report concerning the activity  
of the Group and the Company in 2021**

## §1

Annual General Meeting, after reviewing of the Management Board's report concerning the activity of the Group and the Company in 2021 on non-financial information for 2021, hereby approves the

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report of the Management Board of XTB S.A. on operations of the Group and the Company for 2021 and the report of the XTB S.A. Capital Group on non-financial information for 2021.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In accordance with Article 395 of the KSH, the subject matter of the Annual General Meeting of Shareholders should be, among other things, review and approval of the report of the Company's Management Board on the Company's activities and the report of the Company's Management Board on the activities of the Company's capital group.

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***Ad. 6 of the agenda***

**Resolution No. .... / 2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)**

**on approval of the Company's separate financial statement for 2021**

§1

Annual General Meeting, after reviewing of the Company's separate financial statement (Standalone Annual Report) for 2021, hereby approves the Company's separate financial statement (Standalone Annual Report) for 2021 prepared in accordance with International Financial Reporting Standards, consisting of:

- comprehensive income statement for the period of 1 January 2021 - 31 December 2021 which shows net profit in the amount of PLN 234 841 thousand,
- statement of financial position on 31 December 2021, with total assets of and total liabilities and equity of PLN 2 971 558 thousand,
- statement of changes in equity for the financial year 1 January 2021 - 31 December 2021 presenting increase of the equity capital in the amount of PLN 23 436 thousand,
- cash flow statement which presents increase of the cash funds between 1 January 2021 and 31 December 2021 by the net amount of PLN 46 648 thousand,
- additional explanatory notes to the financial statements and other explanatory notes.

§2

The Resolution shall come into force on the day it has been passed.

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Justification to the draft resolution:

Pursuant to Article 395 of the KSH, the subject of the Annual General Meeting should be the review and approval of the Company's financial statements and the consolidated financial statements of the capital group.

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***Ad. 7 of the agenda***

**Resolution No. .... / 2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on reviewing and approval of the consolidated financial statement of the Group XTB  
S.A. for 2021**

§1

Annual General Meeting, after reviewing of the XTB S.A. Capital Group's consolidated financial statement (Consolidated Annual Report) for 2021, hereby approves the XTB S.A. Capital Group's consolidated financial statement (Consolidated Annual Report) for 2021 prepared in accordance with International Financial Reporting Standards, consisting of:

- comprehensive income statement for the period of 1 January 2021 - 31 December 2021 which shows net profit in the amount of PLN 237 830 thousand,
- statement of financial position on 31 December 2021, with total assets of and total liabilities and equity of PLN 3 147 743 thousand,
- statement of changes in equity for the financial year 1 January 2021 - 31 December 2021 presenting increase of the equity capital in the amount of PLN 27 255 thousand,
- cash flow statement which presents increase of the cash funds between 1 January 2021 and 31 December 2021 by the net amount of PLN 37 730 thousand,
- additional explanatory notes to the financial statements and other explanatory notes.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 395 of the KSH, the subject of the Annual General Meeting should be the review and approval of the Company's financial statements and the consolidated financial statements of the capital group.

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**Ad. 8 of the agenda**

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)**

**on profit distribution, dividend date and the day of payment of the dividend**

Acting in accordance with Article 348 § 3 and § 4 and Article 395 § 2 point 2 of the Commercial Companies Code, it is resolved as follows:

§1

1. Annual General Meeting hereby decides to pay the dividend from the Company's net profit for 2021, which amounted to PLN 234 841 352,95 (two hundred and thirty-four million, eight hundred and forty-one thousand, three hundred and fifty-two zlotys and 95/100), in the amount of PLN 176 075 452,50 (one hundred and seventy-six million seventy-five thousand four hundred and fifty-two zlotys and 50/100), i.e. PLN 1.50 (one and 50/100) per share. The Annual General Meeting decided to retain the retaining part of the profit in the amount of PLN 58 765 900,45 (fifty-eight million seven hundred sixty-five thousand nine hundred zlotys and 45/100) on a reserve capital.
2. The 5<sup>th</sup> of May 2022 is determined as the day according to which the list of shareholders entitled to the dividend is determined (dividend date).
3. The payment of the dividend will be made on 16<sup>th</sup> of May 2022 (the day of payment of the dividend).
4. All shares issued by the Company are entitled to the dividend.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In accordance with Article 395 KSH, the subject of the Annual General Meeting should be the adoption of a resolution on profit distribution or loss coverage. The recommendation of the Company's Supervisory Board, consistent with the earlier recommendation of the Company's Management Board, is in line with the dividend policy of XTB, which provides for recommending to the General Meeting of Shareholders payment of dividend at the level of 50-100% of the Company's stand-alone net profit for a given financial year, taking into account factors such as the need to ensure an appropriate level of the Company's capital adequacy ratios and capital necessary for the Group's development, as well as taking into account guidelines of the Polish Financial Supervision Authority.

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**Ad. 9 of the agenda**

**Resolution No. .... /2022  
of the Annual General Meeting**

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**of XTB S.A. with its registered office in Warsaw**  
**dated 25 April 2022**  
(draft)  
**on granting the vote of approval for the President of the Management Board**  
**Mr. Omar Arnaout**

§1

Annual General Meeting hereby grants Mr. Omar Arnaout the vote of approval for performance of his duties as the President of the Management Board for the period of 1 January 2021 – 31 December 2021.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 25 April 2022**  
(draft)  
**on granting the vote of approval for the Member of the Management Board**  
**Mr. Paweł Szejko**

§1

Annual General Meeting hereby grants Mr. Paweł Szejko the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2021 - 31 December 2021.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 25 April 2022**

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(draft)  
**on granting the vote of approval for the Member of the Management Board  
Mr. Filip Kaczmarzyk**

**§1**

Annual General Meeting hereby grants Mr. Filip Kaczmarzyk the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2021 - 31 December 2021.

**§2**

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on granting the vote of approval for the Member of the Management Board  
Mr. Jakub Kubacki**

**§1**

Annual General Meeting hereby grants Mr. Jakub Kubacki the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2021 - 31 December 2021.

**§2**

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on granting the vote of approval for the Member of the Management Board**

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**Mr. Andrzej Przybylski**

§1

Annual General Meeting hereby grants Mr. Andrzej Przybylski the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2021 - 31 December 2021.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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***Ad. 10 of the agenda***

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)**

**on reviewing and approval of the report concerning the activity of the Company's  
Supervisory Board in 2021**

§1

Annual General Meeting, after reviewing of the report concerning the activity of the Company's Supervisory Board in 2021, hereby approves the report concerning the activity of the XTB S.A.'s Supervisory Board in 2021.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 of the KSH Code, the subject of the Annual General Shareholders Meeting should be review and approval of the Company's financial statements, consolidated financial statements of the capital group and the Management Board's reports on the Company's operations, and, in the Company's opinion, also the Supervisory Board's report on its operations for the previous year.

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***Ad. 11 of the agenda***

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)**

**on granting the vote of approval for the Chairman of the Company's Supervisory Board  
Mr. Jan Byrski**

Annual General Meeting hereby grants Mr. Jan Byrski the vote of approval for performance of his duties as the Chairman of the Supervisory Board for the period of 22 November 2021 – 31 December 2021.

**§2**

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)**

**on granting the vote of approval for the Member of the Company's Supervisory Board  
Mr. Jakub Leonkiewicz**

**§1**

Annual General Meeting hereby grants Mr. Jakub Leonkiewicz the vote of approval for performance of his duties as a Member of the Supervisory Board for the period of 1 January 2021 – 31 December 2021.

**§2**

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on granting the vote of approval for the Member of the Company's Supervisory Board  
Mr. Łukasz Baszczyński**

§1

Annual General Meeting hereby grants Mr. Łukasz Baszczyński the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2021 - 31 December 2021.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on granting the vote of approval for the Member of the Company's Supervisory Board  
Mr. Bartosz Zabłocki**

§1

Annual General Meeting hereby grants Mr. Bartosz Zabłocki the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2021 - 31 December 2021.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022**

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**of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on granting the vote of approval for the Member of the Company's Supervisory Board  
Mr. Grzegorz Grabowicz**

**§1**

Annual General Meeting hereby grants Mr. Grzegorz Grabowicz the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2021 – 31 December 2021.

**§2**

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on granting the vote of approval for the Member of the Company's Supervisory Board  
Mr. Jarosław Jasik**

**§1**

Annual General Meeting hereby grants Mr. Jarosław Jasik the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2021 – 10 November 2021.

**§2**

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 §2 pt. 3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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***Ad. 12 of the agenda***

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on expressing an opinion on the Remuneration Report for 2021**

§1

Annual General Meeting hereby gives a positive opinion on the Remuneration Report for 2021 prepared by the Supervisory Board of the Company.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 90g. of the Act on Public Offering and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, the Supervisory Board of the company shall prepare annually a remuneration report presenting a comprehensive overview of remuneration, including all benefits, regardless of their form, received by individual members of the management and supervisory boards or due to individual members of the management and supervisory boards in the last financial year, in accordance with the remuneration policy. The general meeting shall pass a resolution giving an opinion on the remuneration report. The resolution is advisory in nature.

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***Ad. 13 of the agenda***

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**on the of principles of determination of the remuneration of the Supervisory Board members**

§1

The Annual General Meeting of Shareholders establishes the rules for remuneration of the Supervisory Board as follows:

1. the remuneration is established:

- a. The Chairman of the Supervisory Board shall be entitled to a monthly remuneration of PLN 4600 gross.
- b. Each of the other members of the Supervisory Board, performing simultaneously the function of a member in at least one committee within the Supervisory Board, shall be entitled to monthly remuneration of PLN 4200 gross.
- c. Each of the remaining members of the Supervisory Board who do not perform the function of a member in a committee within the Supervisory Board shall be entitled to monthly remuneration of PLN 3,900 gross.

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2. The remuneration referred to in section 1 above shall be paid in arrears for each month depending on the performance of functions in the Supervisory Board in a given year.

§ 2

The rules of remuneration shall apply from May 2022.

§3

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

The remuneration of the members of the Company's Supervisory Board is determined by the General Meeting in the form of a resolution. The existing remuneration was adopted by the Extraordinary General Meeting of Shareholders in 2018 and, in the opinion of the Management Board, needs to be updated to bring it in line with the market standard.

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***Ad. 14 of the agenda***

**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022  
(draft)**

**concerning the remuneration adjustments for the Chairman of the Supervisory Board**

§1

In view of the appointment of Mr. Jan Byrski as Chairman of the Supervisory Board from 22 November 2021, as part of Mr. Jakub Zabłocki's exercise of his personal entitlements specified in § 15 par. 4 [a] of the Company's Articles of Association, which appointment was to be made under financial conditions identical to those conditions defined in the resolution of the Annual General Meeting No. [...], the Annual General Meeting resolves to make a one-off adjustment to the previous remuneration of Chairman of the Supervisory Board for the current period of his membership in the Supervisory Board, i.e. one time by the amount of PLN 5,100 (say: five thousand one hundred).

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In view of the adoption by the Annual General Meeting of the Resolution No. [...] and in connection with the appointment of Mr. Jan Byrski for the position of the Chairman of the Supervisory Board, as part of Mr. Jakub Zabłocki's exercise of his personal entitlements in November 2021, it is proposed to make a one-time adjustment of the remuneration of the Chairman of the Supervisory Board for the hitherto period of his membership in the Supervisory Board Supervisory Board

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**Resolution No. .... /2022  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 25 April 2022**

(draft)

**concerning the adoption of an amended Remuneration Policy for Members of the  
Management Board and Members of the Supervisory Board;**

§1

The Annual General Meeting of Shareholders adopts the updated Remuneration Policy for Members of Management Board and Members of the Supervisory Board of XTB S.A., adopted by way of Resolution of the Supervisory Board No. 30/RN/2022 dated March 18, 2022. March 2022.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

As a result of a number of changes in Polish and EU laws, the Company's Remuneration Policy for Members of the Management Board and Supervisory Board of XTB S.A. had to be adjusted to current standards concerning employees who have a material influence on the risk profile of the investment firm and the payments of variable remuneration components.

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