

**OPINION OF THE SUPERVISORY BOARD OF XTB S.A.**  
**regarding draft resolutions for the Annual General Meeting,**  
**the convening of which is planned for April 2022**

The Supervisory Board of XTB S.A. (hereinafter: the Company) considered proposed by the Company's Management Board resolutions for the Annual General Meeting scheduled for April 2022. The Supervisory Board below presents its opinions on the adoption of particular resolutions, whereas the Supervisory Board did not issue opinions on resolutions of procedural or organisational nature, i.e. resolutions on the election of the Chairman of the General Meeting and on the adoption of the agenda:

- a) Regarding the resolution on the review and approval of the Management Board's report concerning the activity of the Group and the Company in 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- b) Regarding the adoption of the resolution concerning approval of the Company's separate financial statement for 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- c) Regarding the adoption of the resolution concerning approval of the consolidated financial statement of the Group XTB S.A. for 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- d) Regarding the adoption of the resolution concerning profit distribution, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- e) Regarding the adoption of the resolutions concerning granting the vote of approval for the chairman of the Company's Management Board - Omar Arnaout for performance of their duties in the year 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- f) Regarding the adoption of the resolutions concerning granting the vote of approval for the member of the Company's Management Board – Paweł Szejko for performance of their duties in the year 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- g) Regarding the adoption of the resolutions concerning granting the vote of approval for the member of the Company's Management Board – Filip Kaczmarzyk for performance of their duties in the year 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- h) Regarding the adoption of the resolutions concerning granting the vote of approval for the member of the Company's Management Board – Jakub Kubacki for performance of their duties in the year 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;

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- i) Regarding the adoption of the resolutions concerning granting the vote of approval for the member of the Company's Management Board – Andrzej Przybylski for performance of their duties in the year 2021, The Supervisory Board expresses a **positive opinion** on the adoption of the said resolution by the Annual General Meeting of the Company;
- j) Regarding the adoption of the resolution concerning the adoption of an updated remuneration policy for the members of the Management Board and members of the Supervisory Board, the Supervisory Board expresses a **positive opinion** on adoption of the said resolution by the Annual General Meeting of the Company.

The Supervisory Board shall abstain from giving its opinion on resolutions concerning:

- a) review and approval of the report concerning the activity of the Company's Supervisory Board in 2021;
- b) granting the vote of approval for the members of the Company's Supervisory Board for performance of their duties in the year 2021;
- c) expressing an opinion on the Report on the remuneration for 2021;
- d) the principles of determination of remuneration for members of the Supervisory Board;
- e) remuneration adjustments for the Chairman of the Supervisory Board.

due to the fact that these resolutions directly concern individual members of the Supervisory Board or the activities of the Supervisory Board as a body of the Company.

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