

## **Announcement of convocation of Extraordinary General Meeting XTB S.A.**

The Management Board of XTB Spółka Akcyjna (hereinafter referred to as the "XTB" or the "Company"), with its registered office in Warsaw at ul. Prosta 67, 00-838 Warsaw, register of commercial entities kept by the District Court for the Capital City of Warsaw, 13<sup>th</sup> Commercial Division of the National Court Register, under No. KRS 0000217580, Tax Identification Number (NIP): 527-24-43-955, share capital of PLN 5 869 181.75 (Fully paid up), acting pursuant to Art. 398, Art. 399 § 1 in connection with Art. 402<sup>1</sup> and Art. 402<sup>2</sup> of the Commercial Companies Code (hereinafter referred to as the "CCC"), hereby convenes Extraordinary General Meeting of XTB S.A. on **July 31, 2023, at 12:30 p.m.**, at the Company's registered office in Warsaw at ul. Prosta 67 (hereinafter referred to as the "**Extraordinary General Meeting**").

### **1. Agenda**

- 1) Opening of the Extraordinary General Meeting;
- 2) Appointment of the Chairperson of the Extraordinary General Meeting;
- 3) Asserting that the Extraordinary General Meeting has been convened correctly and is capable of adopting resolutions;
- 4) Adoption of the agenda;
- 5) Adoption of a resolution on amending the Company's Articles of Association, increasing the share capital by issuing new shares, which will be offered to persons whose professional activity has a significant impact on the Company's risk profile, and excluding the pre-emptive rights of existing shareholders;
- 6) Adoption of a resolution on the creation of the Incentive Scheme and the adoption of the Incentive Scheme Regulations, the Policy of Granting Variable Remuneration and the Policy of Granting Fixed Remuneration to Members of the Management Board and Members of the Supervisory Board in the Company;
- 7) Closing of the Extraordinary General Meeting.

### **2. The right of the shareholder to request that certain matters be placed on the agenda of the Extraordinary General Meeting (Art. 402<sup>2</sup> item 2 letter a) of the CCC)**

- 2.1. A shareholder or shareholders representing at least one twentieth of the Company's share capital may request that certain matters be included in the agenda of the Company's Extraordinary General Meeting. Such request should be submitted to the Company's Management Board no later than twenty-one days before the date of the Extraordinary General Meeting. It should contain a justification or a draft of resolution pertaining to the proposed item of the agenda.
- 2.2. The request may be submitted in writing (that is delivered personally, upon confirmation of receipt, or send to the XTB with a confirmation of dispatch and confirmation of receipt requested) at the Company's registered office at ul. Prosta 67, 00-838 Warsaw, or in electronic form sent to the Company's e-mail address [generalassembly@xtb.com](mailto:generalassembly@xtb.com). The date of filing the aforementioned request with the Company shall be the date of its receipt by the Company, and in case of the electronic mail - the date of receipt of the aforementioned request in the Company's e-mail system.
- 2.3. A shareholder or shareholders who request adding items to the agenda of the meeting should deliver, together with the request, documents confirming their identity and the authority to request adding items to the agenda of the Extraordinary General Meeting, in particular:
  - a) a deposit certificate or a certificate of right to participate in the Extraordinary General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the XTB and on the date of making the request he holds an adequate number of shares,

- b) in the case of shareholders – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the shareholder;
  - c) in the case of shareholders other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such a shareholder, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such shareholder, who file the request on its behalf, to represent the said shareholder, including the original or copies of identity cards, pages of the passport enabling identification of such representative or representatives authorised to request adding items to the agenda of the Extraordinary General Meeting on behalf of the shareholder.
- 2.4. In the case of foreign entities with the domicile in a country where such proper registers are not maintained, instead of the original or copy of the current excerpt from the register, as referred to in point 2.3. above, the original or copies of other documents confirming the existence of the entity, issued not earlier than 30 days prior to the date of submission of such documents, and the valid documents confirming the authority of the representative or representatives of such entity, who requested adding items to the agenda of the Extraordinary General Meeting on behalf of the shareholder to file such request on behalf of the shareholder shall be filed.
- 2.5. The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).
- 2.6. The XTB may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to file the above-mentioned request, in particular in case of any doubt as to the contents or accuracy of any copies of the documents referred to in this section, the Company or a person (or persons) designated by the Company to register the shareholders, may request – prior to the commencement of the shareholder's request, to be provided with the originals of such copies or their certified copies attested by a notary public, or any other entity authorised for such purposes, and to enable the Company to make and keep a copy of such originals or certified copies.
- 2.7. In the case of: (i) failure to provide (or provision of invalid) documents referred to in this section; or (ii) refusal to present the original or certified copies of such documents, or refusal to make a copy thereof in the cases referred to in point 2.6. above, the relevant shareholder or representative of such shareholder may be denied the right to add items to the agenda of the Extraordinary General Meeting.
- 2.8. Any documents referred to in this section, drawn up in a foreign language, shall be accompanied by their certified translation prepared by a sworn translator.
- 2.9. The Management Board of the XTB shall promptly, and in no event later than eighteen days prior to the scheduled date of the Extraordinary General Meeting, announce changes to the agenda implemented at the request of a shareholder or shareholders. The new amended agenda will be published in current report via Electronic Information Transmission System (ESPI) and on the XTB's website [www.ir.xtb.com](http://www.ir.xtb.com) (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).
- 3. Right to submit drafts of resolutions concerning matters placed on the agenda of the Extraordinary General Meeting or those that are to be placed on the agenda prior to the date of the Extraordinary General Meeting (Article 402<sup>2</sup> item 2 letter b) of the CCC) and right to submit drafts of resolutions concerning matters placed on the agenda during the Extraordinary General Meeting (Article 402<sup>2</sup> item 2 letter c) of the CCC)**
- 3.1. Before the date of the Extraordinary General Meeting a shareholder or shareholders representing at least one twentieth of the Company's share capital may submit to the XTB in writing (that is deliver personally, upon confirmation of receipt, or send to the XTB with a confirmation of dispatch and confirmation of receipt requested) to the following address: XTB Spółka Akcyjna with its registered office in Warsaw ul. Prosta 67, 00-838 or by electronic mail to the e-mail

address [generalassembly@xtb.com](mailto:generalassembly@xtb.com) draft resolutions concerning any items on the agenda of the Extraordinary General Meeting, or matters that are to be added to the agenda.

- 3.2. A shareholder or shareholders who submit draft resolutions should deliver, together with the request, documents confirming their identity and the authority to submit draft resolutions, in particular:
- a) a deposit certificate or a certificate of right to participate in the Extraordinary General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the XTB and on the date of making the request he holds an adequate number of shares,
  - b) in the case of shareholders – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the shareholder;
  - c) in the case of shareholders other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such a shareholder, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such shareholder, who submits the drafts mentioned in point 3.1 on its behalf at the Extraordinary General Meeting, to represent the said shareholder, including the original or copies of identity cards, pages of the passport enabling identification of such representative or representatives authorised to submit draft resolutions.
- 3.3 In the case of foreign entities with the domicile in a country where such proper registers are not maintained, instead of the original or copy of the current excerpt from the register, as referred to in point 3.2. above, the original or copies of other documents confirming the existence of the entity, issued not earlier than 30 days prior to the date of submission of such documents, and the valid documents confirming the authority of the representative or representatives of such entity, to submit draft resolutions on behalf of the shareholder.
- 3.4 The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).
- 3.5 The XTB may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to file the above-mentioned request, in particular in case of any doubt as to the contents or accuracy of any copies of the documents referred to in this section, the Company or a person (or persons) designated by the Company to register the shareholders, may request – prior to the commencement of the shareholder's request, to be provided with the originals of such copies or their certified copies attested by a notary public, or any other entity authorised for such purposes, and to enable the Company to make and keep a copy of such originals or certified copies.
- 3.6 In the case of: (i) failure to provide (or provision of invalid) documents referred to in this section; or (ii) refusal to present the original or certified copies of such documents, or refusal to make a copy thereof in the cases referred to in point 3.5 above, the relevant shareholder or representative of such shareholder may be denied the right to add items to the agenda of the Extraordinary General Meeting.
- 3.7 Any documents referred to in this section, drawn up in a foreign language, shall be accompanied by their certified translation prepared by a sworn translator.
- 3.8 Furthermore, during the Extraordinary General Meeting, each shareholder may submit draft resolutions concerning the matters included in the agenda.
- 3.9 The Management Board of the XTB shall promptly announce changes to the agenda implemented at the request of a shareholder or shareholders prior to the scheduled date of the Extraordinary General Meeting. The new resolutions drafts will be published in current report via Electronic Information Transmission System (ESPI) and on the XTB's website [www.ir.xtb.com](http://www.ir.xtb.com) (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).

#### **4. Shareholder's right to ask questions regarding matters on the agenda of the general meeting (Article 402<sup>2</sup> item 2 letter h of the CCC)**

- 4.1. Shareholders have the right to ask questions regarding matters on the agenda of the general meeting.
- 4.2. Pursuant to Article 428 of the Commercial Companies Code, the Management Board is obliged to provide a shareholder, at his request, with information about the company, if it is justified for the assessment of the matter included in the agenda, and the Management Board refuses to provide information if this could cause damage to the company, its related company or a subsidiary company or cooperative, in particular by disclosing technical, commercial or organizational secrets of the enterprise, and a Member of the Management Board may refuse to provide information if the provision of information could constitute the basis of his criminal, civil or administrative liability.
- 4.3. The answer is deemed to have been given if the relevant information is available on the company's website in a place dedicated to asking questions by shareholders and providing them with answers.
- 4.4. In the event of a shareholder's request for information regarding the company, submitted during the general meeting, the Management Board may provide information in writing outside the general meeting if there are important reasons for this. The Management Board is obliged to provide information no later than two weeks from the date of submitting the request during the general meeting, and if a shareholder submits a request for information about the company outside the general meeting, the Management Board may provide the shareholder with information in writing, taking into account the abovementioned limitations (i.e. the Management Board refuses to provide information if it could harm the company, its related company or a subsidiary company or cooperative, in particular by disclosing technical, commercial or organizational secrets of enterprises).

#### **5. Exercising voting rights by proxy (Article 402<sup>2</sup> item 2 letter d of the CCC)**

- 5.1 Shareholders may participate in the Extraordinary General Meeting and vote personally or through proxies.
- 5.2 The power of attorney must be provided on paper or electronically.
- 5.3 A template power of attorney and a template vote by proxy form are available on the following website: [www.ir.xtb.com](http://www.ir.xtb.com) (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).
- 5.4 The Company does not require shareholders to extend powers of attorney by means of the above form. At the same time, the Company's Management Board hereby give notice that shareholders should extend powers of attorney together with instructions as to the manner of voting to their representative, the Company shall not verify whether or not the proxies exercise the voting rights in line with the instructions provided by the shareholders. Therefore, the Company Management Board hereby advise that the voting instruction should only be given to the proxy.
- 5.5 In the case of power of attorney granted by the shareholder, authorising the representative to participate and exercise the voting right at the General Meeting, for the purpose of identification of the shareholder and the attorney representing it – the document confirming such power of attorney shall be accompanied, and produced or submitted to the person(s) designated for registration of shareholders, together with the following documents:
  - a) in the case of shareholders – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the shareholder;
  - b) in the case of shareholders other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such a shareholder, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such shareholder, who granted the power of attorney with authority to represent the shareholder at the General Meeting, including the original or copies of identity cards, pages of the

- passport enabling identification, or any other official and valid document confirming the identity of such representative or representatives granting the authority to represent the shareholder at the General Meeting;
- c) in the case of attorneys – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the attorney;
  - d) in the case of attorneys other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such an attorney, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such attorney, who appeared on its behalf at the General Meeting, to represent the said attorney, including the original or copies of identity cards, pages of the passport enabling identification, or any other official and valid document confirming the identity of such representative or representatives authorised to represent the attorney.
- 5.6 In the case of foreign entities with the domicile in a country where such proper registers are not maintained, instead of the original or copy of the current excerpt from the register, as referred to above, the original or copies of other documents confirming the existence of the entity, issued not earlier than 30 days prior to the date of submission of such documents, and the valid documents confirming the authority of the representative or representatives of such entity, who appeared on its behalf at the Extraordinary General Meeting, to represent the entity.
- 5.7 The XTB may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to participate and vote at the Extraordinary General Meeting, in particular in case of any doubt as to the contents or accuracy of any copies of the documents referred to in this section, the Company or a person (or persons) designated by the Company to register the shareholders, may request – prior to the commencement of the Extraordinary General Meeting, to be provided with the originals of such copies or their certified copies attested by a notary public, or any other entity authorised for such purposes, and to enable the Company to make and keep a copy of such originals or certified copies.
- 5.8 In the case of: (i) failure to provide (or provision of invalid) documents referred to in this section; or (ii) refusal to present the original or certified copies of such documents, or refusal to make a copy thereof in the cases referred to in point 4.7 above, the relevant shareholder or representative of such shareholder may be denied the right to participate in the Extraordinary General Meeting
- 5.9 Any documents referred to in this paragraph (or in other provisions hereof), drawn up in a foreign language, shall be accompanied by their certified translation prepared by a sworn translator.
- 5.10 Any powers of attorney granted in electronic form shall be furnished/notified to the Management Board using means of electronic communication. Such a notice shall be sent by email to the following address of the Company: [generalassembly@xtb.com](mailto:generalassembly@xtb.com), at or before 23:59 on the day preceding the date of the Extraordinary General Meeting (failure to meet this deadline, shall not prevent the attorney from participating in the Extraordinary General Meeting on the basis of a power of attorney executed in writing). Such a notice shall be accompanied by a scanned copy of the power of attorney and the documents referred to in point 4.5 above. The notice shall also specify the email address for the purpose of contacts between the Company and the shareholder and his/her attorney. The Management Board has the right to verify any notices provided in such manner and to take any action necessary to identify the shareholder and the attorney, and to confirm the adequate authority. Such verification may involve, in particular, asking the shareholder or his/her attorney a question over the telephone or by email. These principles shall be applied accordingly to any changes or revocations of such powers of attorney. Any of the aforementioned notices which do not meet the requirements stipulated herein shall be without any legal effect for the Company. The Company shall not be liable for any errors made while completing the instrument of power of attorney or any action taken by any person using such powers of attorney. The provisions of points 4.6-4.9 above shall apply accordingly to any power of attorney granted in the electronic form.



**6. The possibility and the manner of participation in the Extraordinary General Meeting by means of electronic communication (Article 402<sup>2</sup> item 2 letter e of the CCC)**

The Management Board of XTB does not offer the possibility to participate in the Extraordinary General Meeting through electronic means of communication.

**7. Taking floor at the Extraordinary General Meeting through electronic means of communication (Article 402<sup>2</sup> item 2 letter f of the CCC)**

The Management Board of XTB does not offer the possibility to take floor at the Extraordinary General Meeting through electronic means of communication.

**8. Voting by mail or electronic means of communication (Article 402<sup>2</sup> item 2 letter g of the CCC)**

The Management Board of XTB does not offer the possibility to vote using mail or electronic means of communication.

**9. Date of registration of attendance at the Extraordinary General Meeting (Article 402<sup>2</sup> item 3 of the CCC)**

The date of registration of attendance at the Extraordinary General Meeting is 15 July 2023 (the “Record Date”).

**10. The right to participate in the Extraordinary General Meeting (Article 402<sup>2</sup> item 4 of the CCC)**

- 10.1. Only the persons who are shareholders of the XTB on the Record Date have the right to participate in the Extraordinary General Meeting.
- 10.2. Pledges and users with voting rights have the right to participate in the Extraordinary General Meeting if the establishment of a limited property right for them is registered in the securities account on the day of the registration of participation in the general meeting.
- 10.3. At the request of a holder of dematerialized bearer shares of the XTB submitted not earlier than after the publication of the notification on convening the Extraordinary General Meeting and not later than on the first business day following the Record Date, that is not later than on 17 July 2023, the entity keeping the securities account shall issue a registered certificate confirming the right to participate in the general meeting.
- 10.4. The XTB points out that the Extraordinary General Meeting can only be attended by the persons who:
  - a) were shareholders of the Company on the Record Date, that is on 15 July 2023 and
  - b) not earlier than after the publication of the notification on convening the Extraordinary General Meeting and not later than on the 17 July 2023, requested the entity keeping the securities account to issue a registered certificate confirming the right to participate in the general meeting.
- 10.5. A list of the shareholders authorised to participate in the Extraordinary General Meeting will be made available at the premises of the Management Board of the XTB at ul. Prosta 67, 00-838 Warsaw, between 10:00 and 14:00 hours for three business days (also excluding Saturdays) preceding the date of the General Meeting, that is 26-28 July 2023.
- 10.6. Each shareholder may request to be provided, by email and free of charge, with the aforementioned list, by notifying their address for such purpose. In addition, the list may be reviewed by each shareholder at the offices of the Management Board and copies of the list shall be issued, at the request of shareholders, against payment of the cost of its preparation.
- 10.7. Each shareholder may request a copy of proposals on matters included in the agenda within a week before the Extraordinary General Meeting.

- 10.8. In demanding that the list of shareholders be made available at the premises of the Company or sent by e-mail, the demanding shareholder should identify himself and authenticate his status as a shareholder of the XTB. This can be achieved by presenting the certificate confirming the right to participate in the Extraordinary General Meeting or the deposit certificate.

**11. Access to documents and website address (Article 402<sup>2</sup> item 5 and 6 of the CCC)**

- 11.1. The draft resolutions to be adopted by the Extraordinary General Meeting with substantiations (where necessary) and opinions of the Supervisory Board of the XTB, as well as the full text of documents to be presented to the Extraordinary General Meeting will be published on a XTB's website at such time as will make it possible to read and evaluate these documents.
- 11.2. Comments of the Management Board of the XTB or the Supervisory Board of the XTB concerning the items on the agenda of the Extraordinary General Meeting, or the matters that are to be added to the agenda prior to the date of the Extraordinary General Meeting, will be made available on the XTB's website promptly upon their completion.
- 11.3. At the same time, Management Board of the XTB informs that the paper version of documentation for shareholders will not be provided.
- 11.4. All details relating to the Extraordinary General Meeting will be available at the XTB's website at [www.ir.xtb.com](http://www.ir.xtb.com) (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).
- 11.5. Meeting of the Extraordinary General Meeting will be broadcasted online through a dedicated website which address will be indicated via a website not later than 7 days before the Extraordinary General Meeting's date.

**12. Information on pre-emptive rights in connection with the planned share capital increase**

- 12.1. The draft resolution of the Extraordinary General Meeting of Shareholders increasing the Company's share capital assumes that existing shareholders will be entirely deprived of preemptive rights to new issue shares.

**13. Information on the intended amendment to the Company's Articles of Association (Article 402 § 2 of the Commercial Companies Code in connection with 402<sup>2</sup> of the Commercial Companies Code)**

The Management Board of XTB proposes the following amendments to the Company's Articles of Association:

§ 7 sec. 1 of the Company's Articles of Association with the following wording:

*“The share capital of the Company amounts to PLN 5,869,181.75 (in words: five million eight hundred and sixty-nine thousand one hundred eighty-one and seventy five groszy) and is divided into 117,383,635 (in words: one hundred seventeen million three hundred and eighty three thousand six hundred and thirty five) shares series A with a nominal value of PLN 0.05 (in words: five groszy) each.”*

is replaced by the following new wording:

*“The share capital of the Company amounts to [\_\_\_\_\_] (in words: [\_\_\_\_\_] zlotys and is divided into 117,383,635 (in words: one hundred seventeen million three hundred and eighty three thousand six hundred and thirty five) shares series A with a nominal value of PLN 0.05 (in words: five groszy) each and into [\_\_\_\_\_] (in words: [\_\_\_\_\_] shares series B with a nominal value of PLN 0.05 (in words: five groszy) each.”*