

OPINION OF THE SUPERVISORY BOARD OF XTB S.A.
Regarding draft resolutions of the Extraordinary General Meeting,
the convening of which is scheduled for July 31, 2023.

The Supervisory Board of XTB S.A. (hereinafter: the Company) considered proposed by the Company's Management Board resolutions for the Extraordinary General Meeting scheduled for July 2023. 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) with regard to the resolution on amending the Company's Articles of Association, increasing the share capital through the issuance of new shares to be offered to persons whose professional activities have a significant impact on the Company's risk profile, and excluding the subscription rights of existing shareholders, the Supervisory Board issues a **positive opinion** on the adoption of the resolution in question by the Company's General Meeting;
- b) regarding the resolution on the establishment of the Incentive Program and adoption of the Incentive Program Regulations, the Policy for Awarding Variable Remuneration and the Policy for Awarding Fixed Remuneration to Members of the Management Board and Members of the Supervisory Board of the Company. The Supervisory Board issues **positive opinion** on the adoption of the said resolution by the Company's General Meeting.