

.....

(city and date)

**FORM ALLOWING TO EXERCISE A VOTING RIGHT BY A PROXY**

The Form concerns exercising a voting right by a Proxy at the Annual General Meeting of XTBS.A. with its registered office in Warsaw, convened on July 31, 2023 at 12:30 a.m. at the Company's registered office in Warsaw at ul. Prosta 67.

**Shareholder's data\*:****A. Natural person:**

Name and Surname:			
ID series and number			
E-mail:		Phone:	

**B. Legal person or an organizational unit with legal capacity but without legal personality:**

Name:			
Address:			
Registration Court, Unit:			
KRS No.:			
REGON:			
NIP:			
Share capital:			
Foreign entity's details: (to be filled out when a POA is granted by a foreign entity)			
E-mail:		Phone:	

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\*(point A or B to be filled out depending on who the Shareholder is)

**Proxy's details\*\*:**

**A. Natural person:**

Name and Surname:			
ID series and number			
E-mail:		Phone:	

**C. Legal person or an organizational unit with legal capacity but without legal personality:**

Name:			
Address:			
Registration Court, Unit:			
KRS No.:			
REGON:			
NIP:			
Share capital:			
Foreign entity's details: (to be filled out when a POA is granted to a foreign entity)			
E-mail:		Phone:	

\*\* (point A or B to be filled out depending on who acts as a Proxy)

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## GUIDELINES ON GIVING A VOTE BY A PROXY

### *Ad. 2 of the agenda*

**Resolution No. .../2023**  
**of the Extraordinary General Meeting**  
**of XTB Spółka Akcyjna**  
**of July 31, 2023**  
(draft)  
**on the election of the Chairman of the Extraordinary General Meeting of XTB S.A.**

§ 1

The Extraordinary General Meeting elects the Chairman of the Meeting in the person of ....

§ 2

The resolution enters into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against  <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Ad. 4 of the agenda**

**Resolution No. .../2023  
of the Extraordinary General Meeting  
of XTB Spółka Akcyjna  
of July 31, 2023  
(draft)  
on the adoption of the agenda**

§ 1

The Extraordinary General Meeting adopts the following agenda:

- 1) Opening of the Extraordinary General Meeting;
- 2) Election of the Chairman of the Extraordinary General Meeting;
- 3) Confirmation of the correctness of convening the Extraordinary General Meeting and its capacity to adopt 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against  <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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*Ad. 5 of the agenda*

**Resolution No. .../2023  
of the Extraordinary General Meeting  
of XTB Spółka Akcyjna  
of July 31, 2023**

(draft)

**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 (Eligible Persons) and excluding the pre-emptive right of existing shareholders**

**§ 1**

1. The Extraordinary General Meeting of the Company decides to increase the Company's share capital by the amount [*the amount of the share capital increase calculated by multiplying the number of shares calculated as below by PLN 0.05*] PLN (in words: [\_\_\_\_]) by issuing [*the number of shares calculated in accordance with point 3 and 4 of the Justification of the Resolution*] (in words: [\_\_\_\_]) ordinary bearer shares of the Company, series B, with a nominal value of PLN 0.05 (in words: five groszy) each (**New Shares**).
2. The New Shares will be issued in a public offering, which does not require a prospectus in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC and the information document or information memorandum in accordance with the Act of July 29, 2005 on public offering and conditions for introducing financial instruments to organized trading and on public companies.
3. The New Shares will be offered in a private subscription in accordance with Art. 431 § 2 point 1 of the Code of Commercial Companies and Partnerships.
4. The issue price of the New Shares will be equal to the unit nominal value of the issued shares - PLN 0.05 (in words: five groszy).
5. The New Shares will be issued in dematerialized form and will be subject to registration in the depository maintained by Krajowy Depozyt Papierów Wartościowych S.A. [the National Depository for Securities] (**KDPW**).

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6. The New Shares will be subject to application for admission and introduction to trading on the regulated market operated by Giełda Papierów Wartościowych z siedzibą w Warszawie S.A. [the Warsaw Stock Exchange with its registered office in Warsaw] (**WSE**).
7. The New Shares participate in the profit starting from the financial year commencing on January 1, 2023.
8. The Extraordinary General Meeting authorizes the Management Board and the Supervisory Board (when the relevant provisions also require the action of the Supervisory Board) to take any legal and factual actions, including, to:
  - a) determine the detailed number of Shares due to a given Eligible Person;
  - b) offer the Eligible Persons the New Shares;
  - c) conclude with the Eligible Persons agreements for the acquisition of the New Shares;
  - d) register the share capital increase;
  - e) submit appropriate applications and notifications in accordance with the requirements set out in the relevant legal provisions and regulations, resolutions or guidelines of the National Depository for Securities, the Warsaw Stock Exchange and the Polish Financial Supervision Authority, related in particular to:
    - (i) application for admission and introduction of the New Shares to trading on the regulated market operated by the WSE;
    - (ii) dematerialization of the New Shares, including, in particular, conclusion of an agreement with the National Depository for Securities for the registration of the New Shares in the securities depository maintained by the National Depository for Securities; and
    - (iii) submission of the New Shares to the share register;
  - f) take any other actions necessary to achieve the purpose of the Resolution.

## § 2

The Extraordinary General Meeting, acting pursuant to Art. 433 § 2 of the Code of Commercial Companies and Partnerships, deprives the existing shareholders of the pre-emptive right to the New Shares in their entirety.

## § 3

1. The Extraordinary General Meeting, acting pursuant to Art. 430 § 1 of the Code of Commercial Companies and Partnerships decides to make the following changes to the Company's Articles of Association - § 7 sec. 1 of the Company's Articles of Association with the following wording:

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*“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.”*

2. The Supervisory Board of the Company is hereby authorized to adopt the consolidated text of the Company's Articles of Association, including the changes resulting from this Resolution.

#### § 4

The Resolution comes into force upon its adoption, while the amendments to the Company's Articles of Association referred to in § 2 of the Resolution shall enter into force upon their registration in the register of entrepreneurs of the National Court Register.

#### § 5

The Extraordinary General Meeting got acquainted with the justification for the adoption of the resolution presented by the Management Board. The Extraordinary General Meeting accepts this justification in its entirety and adopts it as its own.

<input type="checkbox"/> For	<input type="checkbox"/> Against  <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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*to point 6 of the agenda*

**Resolution No. .../2023  
of the Extraordinary General Meeting  
of XTB Spółka Akcyjna  
of July 31, 2023**

(draft)

**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**

§ 1

1. The Extraordinary General Meeting decides to create an Incentive Scheme in the Company (**“Incentive Scheme”**) addressed to persons whose professional activity has a significant impact on the Company's risk profile (**“Participants of the Incentive Scheme”**).
2. As part of the Incentive Scheme, the Company will issue shares, which will then be offered to the Participants of the Incentive Scheme as variable remuneration in the form of a public offering, which does not require the preparation of a prospectus in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC and the information document or information memorandum in accordance with the Act of July 29, 2005 on public offering and conditions for introducing financial instruments to organized trading and on public companies (**“Act on Public Offering”**).
3. In order to determine the rules for granting variable remuneration and implementing the Incentive Scheme, the Extraordinary General Meeting decides to adopt the regulations of the Incentive Scheme in accordance with Appendix 1 to this resolution (**“Incentive Scheme Regulations”**) and the policy of granting variable remuneration in accordance with Appendix 2 to this resolution (**“Policy of Granting Variable Remuneration”**).
4. The provisions of the Incentive Scheme Regulations and the Policy of Granting Variable Remuneration have been drawn up in accordance with the provisions of the Act of July 29, 2005, on trading in financial instruments and the Regulation of the Minister of Finance of December 8, 2021 on the estimation of

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internal capital and liquid assets, risk management system, supervisory review and evaluation, and remuneration policy at a brokerage house and small brokerage house.

5. In order to determine the rules for granting fixed remuneration to members of the Management Board and members of the Supervisory Board of the Company, the Extraordinary General Meeting decides to adopt the Policy of Granting Fixed Remuneration to Members of the Management Board and Members of the Supervisory Board in accordance with Appendix 3 to this resolution, drawn up in accordance with the provisions of the Act on Public Offering.
6. The Extraordinary General Meeting authorizes the Supervisory Board to determine detailed rules for granting variable remuneration to Participants of the Incentive Scheme in connection with the achievement of the Company's financial and non-financial goals in the financial year ending December 31, 2022.

<input type="checkbox"/> For	<input type="checkbox"/> Against  <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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