

**Draft resolutions to be discussed at the Extraordinary General Meeting of XTB S.A.
convened on April 12, 2024**

to point 2 of the agenda

**Resolution No. .../2024
of the Extraordinary General Meeting
of XTB Spółka Akcyjna
of April 12, 2024
(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.

Justification for the draft resolution:

According to Art. 409 § 1 of the Code of Commercial Companies and Partnerships ("CCCPC") and § 9 of the Regulations of the General Meeting of XTB S.A. the General Meeting is chaired by the Chairman elected by the shareholders from among persons entitled to participate in the General Meeting. Therefore, the adoption of a resolution on this subject is a necessary element of a properly conducted General Meeting.

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to point 4 of the agenda

**Resolution No. .../2024
of the Extraordinary General Meeting
of XTB Spółka Akcyjna
of April 12, 2024
(draft)
on the adoption of the agenda**

§ 1

The Extraordinary General Meeting adopts the following 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 regarding amendments to the Incentive Plan Regulations and the Variable Remuneration Policy of the Company;
- 6) Adoption of a resolution regarding an authorisation for the Management Board to buy own shares and regarding creating a reserve to buy the Company's own shares;
- 7) Adoption of a resolution on the rules for determining the remuneration of Members of the Supervisory Board;
- 8) Closing of the Extraordinary General Meeting.

§ 2

The resolution enters into force upon its adoption.

Justification for the draft resolution:

The General Meeting is held in accordance with the adopted agenda. According to Art. 404 § 1 of the Code of Commercial Companies and Partnerships, in matters not included in the agenda, a resolution cannot be adopted, unless the entire share capital is represented at the General Meeting, and no one present objected to adopting a resolution. Therefore, the adoption of the proposed resolution is necessary for the proper conduct of the Extraordinary General Meeting.

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to point 5 of the agenda

Resolution No. .../2024
of the Extraordinary General Meeting of Shareholders
of XTB Spółka Akcyjna
dated April 12, 2024
regarding amendments to the Incentive Plan Regulations and the Variable Remuneration
Policy of the Company

§1

The Extraordinary General Meeting of Shareholders decides to amend the Company's binding incentive plan regulations (the "**Incentive Plan Regulations**") addressed to persons whose professional activity has significant influence on the Company's risk profile (the "**Eligible Persons**"), pursuant to Appendix 1 to the Resolution.

§2

The Extraordinary General Meeting of Shareholders decides to amend the Company's binding variable remuneration policy (the "**Variable Remuneration Policy**"), pursuant to Appendix 2 to the Resolution.

§3

The Extraordinary General Meeting of Shareholders authorises the Supervisory Board to determine the detailed rules for granting variable remuneration to Eligible Persons in respect of the accomplishment of the Company's financial and non-financial objectives in the period of implementation of the Incentive Plan.

§4

This resolution comes into force on the date it is adopted.

Justification for the draft resolution:

The purpose of amending the Incentive Plan Regulations and the Variable Remuneration Policy is to add an alternative pathway to the existing issue of new shares of XTB S.A., namely the possibility for the Company's buy-back of its own shares in order to transfer the same to the eligible persons under the Incentive Plan, as well as to adjust the documentation to the applicable provisions of law.

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to point 6 of the agenda

Resolution No. .../2024
of the Extraordinary General Meeting of Shareholders
of XTB Spółka Akcyjna
dated April 12, 2024

**regarding an authorisation for the Management Board to buy own shares and regarding
creating a reserve to buy the Company's own shares**

§1

Acting on the basis of Article 393.6 in conjunction with Article 362 § 1.8 and Article 396 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders authorises the Management Board of the Company to acquire the Company's fully paid-up shares listed on the regulated market operated by the GPW [*the Polish Stock Exchange*] of the nominal value of PLN 0.05 (in words: five groszy) each share, marked with code ISIN PLXTRDM00011 (the "**Own Shares**") pursuant to the rules set out in this Resolution, under the Incentive Plan.

§2

Own Shares will be acquired under the Incentive Plan in accordance with the following rules:

1. The Company may acquire no more than 215,000 (two hundred and fifteen thousand) Own Shares, namely Own Shares representing no more than 0.183% of the Company's share capital as at the date of adopting this Resolution;
2. The Company may acquire Own Shares in any manner whatsoever subject to applicable provisions of law, including but not limited to acquiring Own Shares directly by the Company, acquiring Own Shares with the intermediation of an investment firm, or otherwise, both in transactions effected on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. [*the Warsaw Stock Exchange*] and in transactions effected outside the regulated market;
3. The purchase price for Own Shares must not be lower than PLN 30 (in words: thirty) per one Own Share and must not be higher than PLN 70 (in words: seventy) per one Own Share, whereas if Own Shares are acquired under the Incentive Plan taking into account the respective provisions of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "MAR") Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No. 596/2014

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of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the “Delegated Regulation”) or other regulations which will supersede or amend the MAR or the Delegated Regulation, the purchase price for Own Shares will take into account the respective provisions of the MAR and the Delegated Regulation or regulations superseding or amending the MAR or the Delegated Regulation;

4. Own Shares will be acquired for remuneration, for a purchase price to be paid by the Company from the reserve as referred to in §3 below, to be created for this purpose from the amount which pursuant to Article 348 § 1 of the Commercial Companies Code may be assigned for distribution among the shareholders, namely the total maximum purchase price for all Own Shares under the Incentive Plan plus the costs of acquiring the same will not exceed PLN 7,750,000 (seven million seven hundred and fifty thousand);
5. The authorisation for the Company’s Management Board to acquire Own Shares will remain valid until 31 August 2024, but no longer than until the amount of the funds assigned to acquire Own Shares as referred to above is exhausted (the “**Authorisation Period**”), whereas Own Shares may be acquired under the Inactive Plan freely during the Authorisation Period, including in stages or tranches;
6. The Company’s Management Board may cease acquiring Own Shares before the end of the Authorisation Period or before the amount of the funds assigned for acquiring Own Shares is exhausted, or resign from acquiring Own Shares in full or in part or abandon the implementation of this Resolution any time, at its own discretion, in the view of the Company’s interest;
7. Own Shares acquired by the Company under the Incentive Plan will be offered to the Eligible Persons under the plan.

§3

1. In order to finance the acquisition of Own Shares under the Incentive Plan, pursuant to the provisions of Article 362 § 2.3 in conjunction with Article 348 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders decides to create a reserve to finance the Company’s acquisition of Own Shares under the Incentive Plan.
2. For the purpose of the reserve referred to in the preceding sentence, the amount of PLN 7,750,000 (seven million seven hundred and fifty thousand) is hereby transferred from the profit for the last financial year plus retained earnings from previous years and the amounts transferred from the supplementary capital and reserves created from profit which are available for payment of dividend, and less the amounts from the profit for the last financial year which pursuant to the law or the articles of association should be assigned for the reserve created under this Resolution in order to implement the Incentive Plan, while the reserve from profit will be reduced respectively by the amount of the reserve created pursuant to this Resolution, taking into account the requirements set out in Article 363 § 6 of the Commercial Companies Code.
3. The Extraordinary General Meeting of Shareholders hereby decides that after the expiry of the Authorisation Period or in the events specified in § 2.6 above, the funds gathered as the reserve created pursuant to this Resolution which are not used in order to acquire Own Shares

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under the Incentive Plan will be transferred to capitals/reserves from which they were transferred to the reserve created pursuant to this Resolution, and the reserve created pursuant to this Resolution as referred to in this §3 shall be released with no requirement for the General Meeting of Shareholders to adopt a separate resolution.

§4

In order for the Company to acquire Own Shares under the Incentive Plan in order to issue the same to Eligible Persons, the Extraordinary General Meeting of Shareholders hereby authorises the Company's Management Board (and the Supervisory Board where relevant provisions require also an action by the Supervisory Board) to acquire Own Shares in accordance with the rules set out in this Resolution and to take any legal and factual actions necessary in order to acquire Own Shares, including but not limited to determining detailed rules for acquiring Own Shares within the scope not specified in this Resolution, including to determine the manner of acquiring Own Shares, and to conclude an agreement for intermediation in acquiring Own Shares with the selected investment firm, as well as to offer Own Shares to the Eligible Persons.

§5

The acquisition of Own Shares under the Incentive Plan is allowable on the condition that the Company obtains a prior permission from Komisja Nadzoru Finansowego [*the Polish Financial Supervision Authority*] as referred to in Article 77 and 78 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 regarding such acquisition of Own Shares.

§6

This resolution comes into force on the date it is adopted.

Justification for the draft resolution:

1. The agenda of the Extraordinary General Meeting of Shareholders comprises adopting a resolution to authorise the Management Board to acquire own shares and to create a reserve to acquire own shares of the Company.
2. The Company will acquire Own Shares in order to offer the same to the Eligible Persons under the Company's Incentive Plan for the settlement of the year 2023. This solution will be an alternative to increasing the Company's share capital due to issuing new shares.
3. This will enable to reduce the costs which the Company would have to incur in relation to issuing shares. Such costs are generated, inter alia, in relation to the necessity of registering the shares in a deposit maintained by Krajowy Depozyt Papierów Wartościowych S.A. [*the Central Securities Depository of Poland*] or the procedure to apply for admission and introduction of the shares to trading on the regulated market operated by Giełda Papierów Wartościowych z siedzibą w Warszawie S.A. [*the Warsaw Stock Exchange*]. The Company's acquisition of own shares also takes less time than the process of issuing shares. It also does not result in diluting the existing shareholding.

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4. Pursuant to Article 362 § 1.8 of the Commercial Companies Code, a joint-stock company may acquire own shares on the basis and within the scope of an authorisation granted by the general meeting of shareholders. The authorisation must specify the terms and conditions for the acquisition, including the maximum number of shares to be acquired, the authorisation period which must not exceed five years, and the maximum and minimum amount to be paid for the shares acquired.
 5. Therefore, an item regarding authorisation for the Company's Management Board for the Company to acquire own shares and to create the reserve for the share acquisition programme has been included in the agenda of the Extraordinary General Meeting of Shareholders. The draft resolution specifies the number and nominal value of such shares, their proportion to the share capital, as well as the amount of the remuneration paid in exchange for the shares acquired.
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Ad. 7 of the agenda

**Resolution No./2024
of the Extraordinary General Meeting
of XTB S.A. with its registered office in Warsaw
dated April 12, 2024
(draft)**

on establishing rules for remuneration of members of the Supervisory Board

§ 1

Extraordinary General Meeting hereby establishes the principles of remuneration of the Supervisory Board as follows:

1. remuneration is established:
 - a. the Chairman of the Supervisory Board is entitled to a monthly remuneration of PLN 6100 gross.
 - b. each of the other members of the Supervisory Board, simultaneously performing the function of a member in at least one committee within the Supervisory Board, shall be entitled to a gross monthly remuneration of PLN 5550.
 - c. each of the other members of the Supervisory Board who do not serve on a committee within the Supervisory Board shall be entitled to a gross monthly remuneration of PLN 5150.
2. the remuneration indicated in paragraph 1 above shall be paid in arrear for each month depending on the performance of functions in the Supervisory Board in a given year.

§ 2

The remuneration rules shall apply from January 2024.

§ 3

The resolution shall come into force upon its adoption.

Justification for 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, in the opinion of the Board of Directors, needs to be updated to match the market standard.

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