

Warsaw, February 28, 2024

**OPINION OF THE SUPERVISORY BOARD OF XTB S.A.**

**On draft resolutions of the Extraordinary General Meeting,  
which is scheduled to convene in March 2024.**

The Supervisory Board of XTB S.A. (hereinafter: the Company) has considered the proposed resolutions presented by the Company's Management Board for the Extraordinary General Meeting of Shareholders, which is scheduled to be convened in March 2024. The Supervisory Board presents below its opinions on the adoption of individual resolutions, however the Supervisory Board did not express an opinion on resolutions of an orderly or procedural 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 regarding amendments to the Incentive Plan Regulations and the Variable Remuneration Policy of the Company - the Supervisory Board **gave a positive** opinion on the adoption of the resolution in question by the Company's Extraordinary General Meeting;
- b) With regard to the resolution regarding an authorisation for the Management Board to buy own shares and regarding creating a reserve to buy the Company's own shares - the Supervisory Board gave a **positive** opinion on the adoption of the resolution in question by the Extraordinary General Meeting of the Company;

The Supervisory Board **refrains** from giving an opinion on the resolution on the rules for determining the remuneration of Supervisory Board members, due to the fact that the resolution directly concerns individual Supervisory Board members or the activities of the Supervisory Board as a body of the Company.

Jan Byrski - Chairman of the Supervisory Board

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