



**The draft resolutions to be discussed by the Annual General Meeting of
XTB S.A. convened on 23 May 2024**

Ad. 2 of the agenda

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on appointing of the Chairperson of the Annual General Meeting
of XTB S.A.**

§ 1

Annual General Meeting elects Mr/ Ms as the Chairperson of the Annual General Meeting

§ 2

The Resolution shall come into force on the moment it has been passed.

Justification to the draft resolution:

Pursuant to Article 409 § 1 of the Commercial Companies Code ("KSH") and § 9 of the Regulations of the General Meeting of XTB S.A., the General Meeting is presided over by a Chairman elected by shareholders from among the persons entitled to participate in the General Meeting. Therefore, adopting a resolution to this effect is a necessary element of a properly held General Meeting

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Ad. 4 of the agenda

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on adopting the agenda**

§1

Annual General Meeting adopts the following agenda of the meeting:

- 1) Opening of the Annual General Meeting;
- 2) Appointment of the Chairperson of the Annual General Meeting;
- 3) Asserting that the Annual General Meeting has been convened correctly and is capable of adopting resolutions;
- 4) Adoption of the agenda;
- 5) Review and approval of the Management Board's report concerning the activity of the Group and the Company in 2023 and the Sustainability Report of the XTB S.A. Capital Group for 2023;
- 6) Adoption of the resolution concerning approval of the Company's separate financial statement for 2023;
- 7) Adoption of the resolution concerning approval of the consolidated financial statement of the Group XTB S.A. for 2023;
- 8) Adoption of the resolution concerning profit distribution;
- 9) Adoption of the resolutions concerning granting the vote of approval for the members of the Company's Management Board for performance of their duties in the year 2023;
- 10) Review and approval of the report concerning the activity of the Company's Supervisory Board in 2023;
- 11) Adoption of the resolution concerning granting the vote of approval for the members of the Company's Supervisory Board for performance of their duties in the year 2023;
- 12) Adoption of a resolution on expressing an opinion on the Report on the remuneration for 2023;
- 13) Closing of the Annual General Meeting.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

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The General Meeting is held in accordance with the adopted agenda. Pursuant to Art. 404.1 of the KSH, no resolution may be passed on matters not included on the agenda unless the entire share capital is represented at the General Meeting and none of those present objects to the passing of the resolution. In view of the above, adoption of the proposed resolution is necessary for the proper conduct of the Ordinary General Meeting.

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Ad. 5 of the agenda

**Resolution No. /2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on reviewing and approval of the Management Board's report concerning the activity of the
Group and the Company in 2023 and the Sustainability Report of the XTB S.A. Capital
Group for 2023**

§1

Annual General Meeting, after reviewing the Management Board's report concerning the activity of the Group and the Company in 2023 and the Sustainability Report of the XTB S.A. Capital Group for 2023, hereby approves the report of the Management Board of XTB S.A. on operations of the Group and the Company for 2023 and the Sustainability Report of the XTB S.A. Capital Group for 2023.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In accordance with Article 395 of the KSH, the subject matter of the Annual General Meeting of Shareholders should be, among other things, review and approval of the report of the Company's Management Board on the Company's activities and the report of the Company's Management Board on the activities of the Company's capital group.

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Ad. 6 of the agenda

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**Resolution No. /2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024**

(draft)

on approval of the Company's separate financial statement for 2023

§1

Annual General Meeting, after reviewing of the Company's separate financial statement (Standalone Annual Report) for 2023, hereby approves the Company's separate financial statement (Standalone Annual Report) for 2023 prepared in accordance with International Financial Reporting Standards, consisting of:

- comprehensive income statement for the period of 1 January 2023 - 31 December 2023 which shows net profit in the amount of PLN 787 136 thousand,
- statement of financial position on 31 December 2023, with total assets of and total liabilities and equity of PLN 4 498 167 thousand,
- statement of changes in equity for the financial year 1 January 2023 - 31 December 2023 presenting increase of the equity capital in the amount of PLN 229 567 thousand,
- cash flow statement which presents increase of the cash funds between 1 January 2023 and 31 December 2023 by the net amount of PLN 150 887 thousand,
- additional explanatory notes to the financial statements and other explanatory notes.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 395 of the KSH, the subject of the Annual General Meeting should be the review and approval of the Company's financial statements and the consolidated financial statements of the capital group.

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Ad. 7 of the agenda

**Resolution No. /2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on reviewing and approval of the consolidated financial statement of the Group XTB S.A. for
2023**

§1

Annual General Meeting, after reviewing of the XTB S.A. Capital Group's consolidated financial statement (Consolidated Annual Report) for 2023, hereby approves the XTB S.A. Capital Group's consolidated financial statement (Consolidated Annual Report) for 2023 prepared in accordance with International Financial Reporting Standards, consisting of:

- comprehensive income statement for the period of 1 January 2023 - 31 December 2023 which shows net profit in the amount of PLN 791 173 thousand,
- statement of financial position on 31 December 2023, with total assets of and total liabilities and equity of PLN 4 688 658 thousand,
- statement of changes in equity for the financial year 1 January 2023 - 31 December 2023 presenting increase of the equity capital in the amount of PLN 228 594 thousand,
- cash flow statement which presents increase of the cash funds between 1 January 2023 and 31 December 2023 by the net amount of PLN 191 670 thousand,
- additional explanatory notes to the financial statements and other explanatory notes.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 395 of the KSH, the subject of the Annual General Meeting should be the review and approval of the Company's financial statements and the consolidated financial statements of the capital group.

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Ad. 8 of the agenda

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)**

on profit distribution, dividend date and the day of payment of the dividend

§1

1. Annual General Meeting hereby decides to pay the dividend from the Company's net profit for 2023, which amounted to PLN 787,135,881.94 (seven hundred and eighty-seven million, one hundred and thirty-five thousand, eight hundred and eighty-one zloty and ninety-four cents), in the amount of PLN 590,197,640.02 (five hundred and ninety million, one hundred and ninety-seven thousand, six hundred and forty zloty and two cents), i.e. PLN 5.02 (five zloty and two cents) per share. The remaining part of the profit in the amount of PLN 196 938 241.92 (one hundred and ninety-six million nine hundred and thirty-eight thousand two hundred and forty-one zloty and ninety-two groszy) the Ordinary General Meeting of Shareholders decides to keep at the disposal of the Company, allocating it to the reserve capital.
2. The 5th of June 2024 is determined as the day according to which the list of shareholders entitled to the dividend is determined (dividend date).
3. The payment of the dividend will be made on 20th of June 2024 (the day of payment of the dividend).
4. All shares issued by the Company are entitled to the dividend.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In accordance with Article 395 KSH, the subject of the Annual General Meeting should be the adoption of a resolution on profit distribution or loss coverage. The recommendation of the Company's Supervisory Board, consistent with the earlier recommendation of the Company's Management Board, is in line with the dividend policy of XTB, which provides for recommending to the General Meeting of Shareholders payment of dividend at the level of 50-100% of the Company's stand-alone net profit for a given financial year, taking into account factors such as the need to ensure an appropriate level of the Company's capital adequacy ratios and capital necessary for the Group's development, as well as taking into account guidelines of the Polish Financial Supervision Authority.

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Ad. 9 of the agenda

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the President of the Management Board
Mr. Omar Arnaout**

§1

Annual General Meeting hereby grants Mr. Omar Arnaout the vote of approval for performance of his duties as the President of the Management Board for the period of 1 January 2023 – 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the Member of the Management Board
Mr. Paweł Szejko**

§1

Annual General Meeting hereby grants Mr. Paweł Szejko the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2023 - 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No. /2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024**

(draft)

**on granting the vote of approval for the Member of the Management Board
Mr. Filip Kaczmarzyk**

§1

Annual General Meeting hereby grants Mr. Filip Kaczmarzyk the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2023 - 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No. /2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024**

(draft)

**on granting the vote of approval for the Member of the Management Board
Mr. Jakub Kubacki**

§1

Annual General Meeting hereby grants Mr. Jakub Kubacki the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2023 - 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No. /2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the Member of the Management Board
Mr. Andrzej Przybylski**

§1

Annual General Meeting hereby grants Mr. Andrzej Przybylski the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2023 - 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolutions:

Pursuant to Art. 395.2.3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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Ad. 10 of the agenda

**Resolution No. /2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on reviewing and approval of the report concerning the activity of the Company's
Supervisory Board in 2023**

§1

Annual General Meeting, after reviewing of the report concerning the activity of the Company's Supervisory Board in 2023, hereby approves the report concerning the activity of the XTB S.A.'s Supervisory Board in 2023.

§2

The Resolution shall come into force on the day it has been passed.

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Justification to the draft resolution:

Pursuant to Art. 395 of the KSH Code, the subject of the Annual General Shareholders Meeting should be review and approval of the Company's financial statements, consolidated financial statements of the capital group and the Management Board's reports on the Company's operations, and, in the Company's opinion, also the Supervisory Board's report on its operations for the previous year.

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Ad. 11 of the agenda

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the Chairman of the Company's Supervisory Board
Mr. Jan Byrski**

Annual General Meeting hereby grants Mr. Jan Byrski the vote of approval for performance of his duties as the Chairman of the Supervisory Board for the period of 1 January 2023 – 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the Member of the Company's Supervisory Board
Mr. Jakub Leonkiewicz**

§1

Annual General Meeting hereby grants Mr. Jakub Leonkiewicz the vote of approval for performance of his duties as a Member of the Supervisory Board for the period of 1 January 2023 – 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the Member of the Company's Supervisory Board
Mr. Łukasz Baszczyński**

§1

Annual General Meeting hereby grants Mr. Łukasz Baszczyński the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2023 - 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the Member of the Company's Supervisory Board
Mr. Bartosz Zablocki**

§1

Annual General Meeting hereby grants Mr. Bartosz Zablocki the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2023 - 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on granting the vote of approval for the Member of the Company's Supervisory Board
Mr. Grzegorz Grabowicz**

§1

Annual General Meeting hereby grants Mr. Grzegorz Grabowicz the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2023 – 31 December 2023.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395.2.3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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Ad. 12 of the agenda

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 23 May 2024
(draft)
on expressing an opinion on the Remuneration Report for 2023**

§1

Annual General Meeting hereby gives a positive opinion on the Remuneration Report for 2023 prepared by the Supervisory Board of the Company.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 90g. of the Act on Public Offering and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, the Supervisory Board of the company shall prepare annually a remuneration report presenting a comprehensive overview of remuneration, including all benefits, regardless of their form, received by individual members of the management and supervisory boards or due to individual members of the management and supervisory boards in the last financial year, in accordance with the remuneration policy. The general meeting shall pass a resolution giving an opinion on the remuneration report. The resolution is advisory in nature.

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