

DECLARATION OF CANDIDATE FOR SUPERVISORY BOARD MEMBER

XTB S.A.

I, the undersigned Grzegorz Grabowicz, as a candidate for a Member of the Supervisory Board of XTB S.A. (the "Company") having regard to:

- the guidelines on the independence criteria for the members of the supervisory boards of listed companies arising from the principles of corporate governance, contained in the document "Best Practices of WSE Listed Companies 2021", and
- the guidelines on the criteria for independence of supervisory board members arising from Article 129 of the Act of 11 May 2017 on auditors, audit firms and public supervision, the requirements as to the independence of a supervisory board member (including a supervisory board member forming part of the audit committee of the supervisory board of a listed company) and having the required knowledge and qualifications

hereby declare that

- 1) ~~I am~~ / I am not, nor have I been within the last 5 years from the date of appointment, a member of senior management, including being or having been a member of the management board or other governing body of the Company or its affiliate;
- 2) ~~I am~~ / I am not, nor have I been within the last 3 years from the date of appointment, an employee of the Company or of an entity associated with it, except when a member of the audit committee is an employee not belonging to senior management who has been elected to the supervisory board or other supervisory or controlling body of the relevant public interest entity as an employee representative;
- 3) ~~I exercise~~ / I do not exercise control within the meaning of Article 3 section 1 point 37 letters a-e of the Accounting Act of 29 September 1994 or ~~I represent~~ / I do not represent persons or entities exercising control over the Company;

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- 4) ~~I receive~~ / I do not receive or ~~have received~~ / have not received additional remuneration in a significant amount, from the Company or a related entity, except for the remuneration I received as a member of the supervisory board or other supervisory or controlling body, including the audit committee;
- 5) ~~I am~~ / I am not, and ~~have been~~ / have not been within the last year from the date of my appointment, in a significant business relationship with the Company or an entity related to it, either directly or as an owner, partner, shareholder, member of the supervisory board or other supervisory or controlling body, or a person belonging to senior management, including a member of the management board or other governing body of an entity having such a relationship
- 6) ~~I am~~ / I am not and within the last 2 years from the date of appointment ~~I was~~ / I was not:
- a) an owner, partner (including general partner) or shareholder of a current or previous audit firm auditing the financial statements of the Company or a related entity; or
 - b) a member of the supervisory board or any other supervisory or controlling body of the present or previous audit firm auditing the financial statements of the Company, or
 - c) an employee or a member of senior management, including a member of the board of directors or of any other governing body of a present or former audit firm auditing the financial statements of the Company or of a related entity, or
 - d) another individual whose services were used or supervised by the current or previous audit firm or an auditor acting on its behalf;

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- 7) ~~I am~~ / I am not a member of the management board or other governing body of an entity in which a member of the supervisory board or other supervisory or controlling body is a member of the management board or other governing body of the relevant Company;
- 8) I ~~am~~ / I am not a member of the supervisory board or other supervisory or controlling body of the given Company for more than 12 years;
- 9) ~~I am~~ / I am not a spouse, a person in cohabitation, a relative or a relative in the direct line, and in the collateral line to the fourth degree - of a member of the management board or another managing body of a given Company or a person referred to in points 1-8;
- 10) I ~~am~~/I am not in a relationship of adoption, guardianship or custody with a member of the management board or another managing body of the Company or a person referred to in points 1-8.

which means that I **meet** / ~~do not meet~~ the independence criteria referred to in Article 129(3) of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision. (Journal of Laws item 1089 as amended).

At the same time, I declare that I ~~am~~/ **am not** connected with any real and significant relationship with a shareholder holding at least 5% of the total number of votes in the Company.

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