



.....  
**(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 XTB S.A. with its registered office in Warsaw, convened on May 14<sup>th</sup>, 2025 at 11:30 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:	

**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 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. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025**

(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.

<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. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(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 XTB Capital Group and the XTB S.A. Company for 2024;
- 6) Adoption of the resolution on approval of the XTB S.A. Company standalone financial statements for 2024;
- 7) Adoption of the resolution on approval of the consolidated financial statements of XTB S.A. Group for 2024;
- 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 2024;
- 10) Review and approval of the report concerning the activity of the Company's Supervisory Board in 2024;
- 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 2024;
- 12) Adoption of a resolution concerning expressing an opinion on the Report on the remuneration for 2024;
- 13) Adoption of a resolution on appointment of Jakub Wojciech Zabłocki as a Member of the Supervisory Board;

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- 14) Adoption of a resolution on assessment of the suitability of Jakub Wojciech Zabłocki and the collective suitability of the Supervisory Board;
- 15) Adoption of a resolution on establishment of the rules for remunerating Members of the Supervisory Board;
- 16) Closing of the Annual General Meeting.

## §2

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

<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. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)**

**on reviewing and approval of the Management Board's Report concerning the activity of  
the XTB Capital Group and the XTB S.A. Company for 2024**

**§1**

Annual General Meeting, having considered the Management Board Report on the activities of the XTB Group and XTB S.A. for 2024, of which the Sustainability Statement of the XTB S.A. Capital Group for 2024 is an integral part, hereby approves the Management Board Report on the activities of the XTB Group and XTB S.A. for 2024, of which the Sustainability Statement of the XTB S.A. Capital Group for 2024 is an integral part.

**§2**

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

<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. 6 of the agenda**

**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)**

**on approval of the XTB S.A. Company standalone financial statements for 2024**

§1

Annual General Meeting, after reviewing of the XTB S.A. Company standalone financial statements (Standalone Annual Report) for 2024, hereby approves the XTB S.A. Company standalone financial statements (Standalone Annual Report) for 2024 prepared in accordance with International Financial Reporting Standards, consisting of:

- standalone comprehensive income statement for the period of 1 January 2024 – 31 December 2024 which shows net profit in the amount of PLN 855 202 thousand,
- standalone statement of financial position on 31 December 2024, with total assets of and total equity and liabilities of PLN 6 411 608 thousand,
- standalone statement of changes in equity for the period from 1 January 2024 – 31 December 2024 presenting increase of the equity capital in the amount of PLN 264 618 thousand,
- standalone cash flow statement which presents increase of the net cash and cash equivalence between 1 January 2024 and 31 December 2024 by the net amount of PLN 148 885 thousand,
- additional explanatory notes to the standalone financial statements.

§2

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

<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. 7 of the agenda**

**Resolution No. ..../2024  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)**  
**on approval of the consolidated financial statements  
of XTB S.A. Group for 2024**

**§1**

Annual General Meeting, after reviewing of XTB S.A. Group consolidated financial statements (Consolidated Annual Report) for 2024, hereby approves XTB S.A. Group consolidated financial statements (Consolidated Annual Report) for 2024 prepared in accordance with International Financial Reporting Standards, consisting of:

- consolidated comprehensive income statement for the period of 1 January 2024 – 31 December 2024 which shows net profit in the amount of PLN 856 856 thousand,
- consolidated statement of financial position on 31 December 2024, with total assets of and total equity and liabilities of PLN 6 645 632 thousand,
- consolidated statement of changes in equity for the period from 1 January 2024 – 31 December 2024 presenting increase of the equity capital in the amount of PLN 268 978 thousand,
- consolidated cash flow statement which presents increase of the cash funds between 1 January 2024 and 31 December 2024 by the net amount of PLN 203 368 thousand,
- additional explanatory notes to the consolidated financial statements.

**§2**

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

<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. 8 of the agenda**

**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)  
on profit distribution, dividend date and the day of payment of the dividend**

**§1**

1. The Annual General Meeting of Shareholders decides to pay a dividend from the Company's net profit for 2024, which amounted to PLN 855,201,841.72 (eight hundred and fifty-five million, two hundred and one thousand, eight hundred and forty-one zloty and seventy-two grosz), in the amount of 640,752,417.95 PLN (six hundred forty million seven hundred fifty-two thousand four hundred seventeen zloty and ninety-five grosz), i.e. 5.45 PLN (five zloty and forty-five grosz) per share. The remaining profit in the amount of PLN 214,449,423.77 (two hundred and fourteen million, four hundred and forty-nine thousand, four hundred and twenty-three zlotys and seventy-seven grosz) The Annual General Meeting of Shareholders decides to keep it at the Company's disposal, allocating it to the reserve capital.
2. The 16<sup>th</sup> of June 2025 is determined as the day according to which the list of shareholders entitled to the dividend is determined (divided date).
3. The payment of the dividend will be made on 25<sup>th</sup> of June 2025 (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.

<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. 9 of the agenda**

**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(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 2024 – 31 December 2024.

**§2**

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

<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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**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(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 2024 – 31 December 2024.

§2

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

<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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**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025**

(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 2024 – 31 December 2024.

§2

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

<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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**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(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 2024 – 31 December 2024.

§2

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

<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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**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(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 2024 – 31 December 2024.

§2

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

<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. 10 of the agenda**

**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(draft)

**on reviewing and approval of the report concerning the activity of the Company's  
Supervisory Board in 2024**

§1

Annual General Meeting, after reviewing of the report concerning the activity of the Company's Supervisory Board in 2024, hereby approves the report concerning the activity of the XTB S.A.'s Supervisory Board in 2024.

§2

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

<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. 11 of the agenda**

**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(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 2024 – 31 December 2024.

§2

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

<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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**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(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 2024 – 19 November 2024.

**§2**

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

<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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**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(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 2024 – 19 November 2024.

§2

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

<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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**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)**

**on granting the vote of approval for the Member of the Company's Supervisory Board**

**Mr. Bartosz Zabłocki**

**§1**

Annual General Meeting hereby grants Mr. Bartosz Zabłocki the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2024 – 31 December 2024.

**§2**

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

<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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**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(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 2024 – 31 December 2024.

**§2**

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

<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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**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)**

**on granting the vote of approval for the Member of the Company's Supervisory Board**

**Mrs. Katarzyna Dąbrowska**

**§1**

Annual General Meeting hereby grants Mrs. Katarzyna Dąbrowska the vote of approval for performance of her duties as the Member of the Supervisory Board for the period of 20 November 2024 – 31 December 2024.

**§2**

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

<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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**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)**

**on granting the vote of approval for the Member of the Company's Supervisory Board**

**Mrs. Ewa Stefaniak**

**§1**

Annual General Meeting hereby grants Mrs. Ewa Stefaniak the vote of approval for performance of her duties as the Member of the Supervisory Board for the period of 20 November 2024 – 31 December 2024.

**§2**

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

<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. 12 of the agenda**

**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw**

**dated 14 May 2025**

**(draft)**

**on expressing an opinion on the Remuneration Report for 2024**

**§1**

Annual General Meeting hereby gives a positive opinion on the Remuneration Report for 2024 prepared by the Supervisory Board of the Company.

**§2**

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

<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. 13 of the agenda**

**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(draft)

**on appointment of Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board**

§1

Pursuant to § 15 (2) of the Articles of Association, the Annual General Meeting determines the number of members of the Supervisory Board for the term of office from 20 November 2024 to the end of 20 November 2027 to be no more than 6 members.

§2

The Annual General Meeting, pursuant to § 15 section 3 (c) of the Company's Articles of Association, having considered the Company's preliminary assessment of suitability with regard to the candidate's fulfilment of the requirements referred to in the Regulation of the Minister of Finance of 24 September 2024 on detailed technical and organisational conditions for investment firms, state-owned banks conducting brokerage activities, banks referred to in Article 70(2) of the Act on trading in financial instruments, and custodian banks, and with the candidate's CV, confirms the candidate's suitability to serve as a Member of the Supervisory Board, in accordance with the requirements of the aforementioned Regulation and appoints Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board for the period of the joint term of office of the Supervisory Board that commenced on 20 November 2024 and will last until the end of 20 November 2027.

§3

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

<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. 14 of the agenda**

**Resolution No. ..../2025**  
**of the Annual General Meeting**  
**of XTB S.A. with its registered office in Warsaw**  
**dated 14 May 2025**  
(draft)

**on assessment of the suitability of Mr. Jakub Wojciech Zabłocki and the collective  
suitability of the Supervisory Board**

§1

In connection with the changes made by the Ordinary General Meeting of Shareholders to the composition of the Supervisory Board, in the preceding resolution, after reviewing the preliminary assessment of suitability presented by the Company with regard to the assessment of Mr. Jakub Wojciech Zabłocki's fulfilment of the requirements referred to in the Regulation of the Minister of Finance of 24 September 2024 on the detailed technical and organisational conditions for investment firms, state-owned banks conducting brokerage activities, banks referred to in Article 70(2) of the Act on Trading in Financial Instruments, and custodian banks, trust banks, as well as the collective suitability of the Supervisory Board, it is hereby declared that Mr. Jakub Wojciech Zabłocki is suitable to fulfil his role

in accordance with the requirements of the aforementioned Regulation, and it is hereby declared that the Supervisory Board is collectively suitable to fulfil its role in accordance with the requirements of the aforementioned Regulation.

§2

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

<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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**DISCLAIMER**

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