

DECLARATION OF THE CANDIDATE FOR MEMBER OF THE SUPERVISORY BOARD OF XTB S.A.

I, the undersigned, Jakub Zabłocki, as a candidate for a Member of the Supervisory Board of XTB S.A. (the "Company") with a view to:

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

I hereby declare that **I meet** ~~–~~ **do not meet** the independence criteria referred to in Article 129(3) of the Act on Statutory Auditors, Audit Firms and Public Supervision of 11 May 2017 (Journal of Laws item 1089, as amended), i.e.:

1. 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 relevant public interest entity or a related entity;
2. I am not, nor have I been within the last 3 years from the date of appointment, an employee of the relevant public interest entity or a related entity, except if the audit committee member is a non-senior management employee 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. does not exercise control within the meaning of Article 3(1)(37)(a-e) of the Accounting Act of 29 September 1994 or does not represent persons or entities exercising control over the public interest entity concerned;
4. I do not receive or have not received additional remuneration, of a significant amount, from the public interest entity concerned or a related entity, except for remuneration I have received as a member of the supervisory board or other supervisory or controlling body, including the audit committee;

5. I do not have, nor have I had within the last year from the date of appointment, a significant business relationship with relevant public interest entity or any related entity, either directly or as an owner, partner, shareholder, member of the management board or of any other supervisory or controlling body, or as a member of senior management, including a member of the management board or of any other governing body of the entity having such a relationship;
6. I am not and have not been within the last 2 years from the date of appointment:
 - a) an owner, partner (including a general partner) or shareholder of a current or former audit firm performing an audit of the financial statements or sustainability reporting attestation of the public interest entity or a related entity, or
 - b) a member of the supervisory board or other supervisory or controlling body of the current or former audit firm carrying out an audit of the financial statements or an attestation of sustainability reporting of the public interest entity concerned, or
 - c) an employee or a member of senior management, including a member of the management board or other governing body of the current or previous audit firm carrying out an audit of the financial statements or an attestation of sustainability reporting of the public interest entity concerned or a related entity, or
 - d) another natural person whose services were used or supervised by the present or previous audit firm or by an auditor acting on its behalf;
7. I am not a member of the management board or any other governing body of an entity where a member of the supervisory board or any other supervisory or controlling body is a member of the management board or any other governing body of that public interest entity;
8. I have not been a member of the supervisory board or any other supervisory or controlling body of the relevant public interest entity for more than 12 years;
9. I am not a spouse, cohabitant, relative or relative by blood or marriage in the direct line and in the collateral line up to the fourth degree of a member of the management board or other governing body of the public interest entity concerned or of a person referred to in points 1 to 8;

10. I am not in a relationship of adoption, custody or guardianship with a member of the management board or other governing body of the public interest entity concerned or a person referred to in points (1) to (8).

At the same time, I declare that **I am/are not** connected in an actual and significant manner with a shareholder holding at least 5% of the total number of votes in the Company.