



**Draft resolutions to be discussed at the Extraordinary General Meeting of XTB S.A.  
convened on November 19, 2024**

*to point 2 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting  
of XTB Spółka Akcyjna  
of November 19, 2024  
(draft)**

**on the election of the Chairman of the Extraordinary General Meeting of XTB S.A.**

**§ 1**

The Extraordinary General Meeting elects the Chairman of the Meeting in the person of ....

**§ 2**

The resolution enters into force upon its adoption.

**Justification for the draft resolution:**

According to Art. 409 § 1 of the Code of Commercial Companies and Partnerships ("CCC") and § 9 of the Regulations of the General Meeting of XTB S.A. the General Meeting is chaired by the Chairman elected by the shareholders from among persons entitled to participate in the General Meeting. Therefore, the adoption of a resolution on this subject is a necessary element of a properly conducted General Meeting.

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*to point 4 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting  
of XTB Spółka Akcyjna  
of November 19, 2024  
(draft)  
on the adoption of the agenda**

§ 1

The Extraordinary General Meeting adopts the following agenda:

- 1) Opening of the Extraordinary General Meeting;
- 2) Election of the Chairman of the Extraordinary General Meeting;
- 3) Confirmation of the correctness of convening the Extraordinary General Meeting and its capacity to adopt resolutions;
- 4) Adoption of the agenda;
- 5) Adoption of the resolution on the establishment of the new term of office of the Supervisory Board;
- 6) Adoption of the resolutions on appointment of members to the Supervisory Board of the new term of office;
- 7) Adoption of the resolution on the evaluation of the collective suitability of the Supervisory Board;
- 8) Adoption of 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;
- 9) Adoption of the resolution on the amendment of the Policy regarding the verification and selection of persons being members of the Management Board and the Supervisory Board as well as the Key Employees of XTB S.A.;
- 10) Closing of the Extraordinary General Meeting.

§ 2

The resolution enters into force upon its adoption.

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Justification for the draft resolution:

The General Meeting is held in accordance with the adopted agenda. According to Art. 404 § 1 of the Code of Commercial Companies and Partnerships, in matters not included in the agenda, a resolution cannot be adopted, unless the entire share capital is represented at the General Meeting, and no one present objected to adopting a resolution. Therefore, the adoption of the proposed resolution is necessary for the proper conduct of the Extraordinary General Meeting.

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*to point 5 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting of Shareholders  
of XTB Spółka Akcyjna  
dated November 19, 2024  
on the establishment of the new term of office of the Supervisory Board**

§1

In connection with the expiration of the term of office of the Company's Supervisory Board on November 19, 2024, in accordance with § 15(2) of the Company's Articles of Association, in conjunction with § 15(7) of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders shall set the number of members of the Supervisory Board at 5, to be appointed for a joint term of office of 3 years, i.e. from November 20, 2024 to the end of November 20, 2027.

§2

This resolution comes into force on the date it is adopted.

Justification for the draft resolution:

According to Article 385 § 1 in fine, members of the Supervisory Board are appointed by the General Meeting.

According to § 15 of the Company's Articles of Association, the Supervisory Board consists of 5 (five) to 7 (seven) members elected for a joint term. The number of members of the Supervisory Board for a given term is determined by the General Meeting, and in the absence of a different determination by the General Meeting, the number of members of the Supervisory Board is 5 (five). The term of office of members of the Supervisory Board is 3 (three) years. Members of the Supervisory Board are appointed and dismissed by the General Meeting, subject to the shareholder's personal rights referred to in § 15 Section 3 (b) and § 15 Section 3 (c) of the Articles of Association. Due to the expiration of the term of members of the Supervisory Board, it is necessary to elect members of the Supervisory Board for the next term.

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*to point 6 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting of Shareholders  
of XTB Spółka Akcyjna  
dated November 19, 2024  
on appointment of Katarzyna Dąbrowska as Member of the Supervisory Board for the new  
term of office**

§1

The Extraordinary General Meeting of Shareholders, pursuant to § 15 (3) (c) of the Company's Articles of Association, having reviewed the preliminary assessment of suitability presented by the Company in terms of evaluating the candidate's fulfillment of the requirements referred to in the Ordinance of the Minister of Finance dated September 24, 2024 on detailed technical and organizational conditions for investment companies, state banks conducting brokerage activities, banks referred to in Article 70 (2) of the Law on Trading in Financial Instruments, and custodian banks, as well as having reviewed the candidate's resume posted on the Company's website, in the Investor Relations tab, finds the candidate suitable to serve as a Member of the Supervisory Board, in accordance with the requirements of the aforementioned Ordinance, and appoints Mrs. Katarzyna Dąbrowska as a Member of the Supervisory Board for a joint term of office of the Supervisory Board from November 20, 2024 to the end of November 20, 2027.

§2

This Resolution shall become effective upon its adoption.

Justification for the draft resolution:

According to Article 385 § 1 in fine, members of the Supervisory Board are appointed by the General Meeting.

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According to § 15 of the Company's Articles of Association, the Supervisory Board shall consist of 5 (five) to 7 (seven) members elected for a joint term of office. The number of members of the Supervisory Board for a given term is determined by the General Meeting, and in the absence of a different determination by the General Meeting, the number of members of the Supervisory Board is 5 (five). The term of office of members of the Supervisory Board is 3 (three) years. Members of the Supervisory Board are appointed and dismissed by the General Meeting, subject to the shareholder's personal rights referred to in § 15 Section 3 (b) and § 15 Section 3 (c) of the Articles of Association. Due to the expiration of the term of members of the Supervisory Board, it is necessary to elect members of the Supervisory Board for the next term.

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*to point 6 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting of Shareholders  
of XTB Spółka Akcyjna  
dated November 19, 2024  
on appointment of Grzegorz Grabowicz as Member of the Supervisory Board for the new  
term of office**

§1

The Extraordinary General Meeting of Shareholders, pursuant to § 15 (3) (c) of the Company's Articles of Association, having reviewed the preliminary assessment of suitability presented by the Company in terms of evaluating the candidate's fulfillment of the requirements referred to in the Ordinance of the Minister of Finance dated September 24, 2024 on detailed technical and organizational conditions for investment companies, state banks conducting brokerage activities, banks referred to in Article 70 (2) of the Law on Trading in Financial Instruments, and custodian banks, as well as having reviewed the candidate's resume posted on the Company's website, in the Investor Relations tab, finds the candidate suitable to serve as a Member of the Supervisory Board, in accordance with the requirements of the aforementioned Ordinance, and appoints Mr. Grzegorz

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Grabowicz as a Member of the Supervisory Board for a joint term of office of the Supervisory Board from November 20, 2024 to the end of November 20, 2027.

§2

This Resolution shall become effective upon its adoption.

Justification for the draft resolution:

According to Article 385 § 1 in fine, members of the Supervisory Board are appointed by the General Meeting.

According to § 15 of the Company's Articles of Association, the Supervisory Board shall consist of 5 (five) to 7 (seven) members elected for a joint term of office. The number of members of the Supervisory Board for a given term is determined by the General Meeting, and in the absence of a different determination by the General Meeting, the number of members of the Supervisory Board is 5 (five). The term of office of members of the Supervisory Board is 3 (three) years. Members of the Supervisory Board are appointed and dismissed by the General Meeting, subject to the shareholder's personal rights referred to in § 15 Section 3 (b) and § 15 Section 3 (c) of the Articles of Association. Due to the expiration of the term of members of the Supervisory Board, it is necessary to elect members of the Supervisory Board for the next term.

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*to point 6 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting of Shareholders  
of XTB Spółka Akcyjna  
dated November 19, 2024  
on appointment of Ewa Stefaniak as Member of the Supervisory Board for the new term of  
office**

§1

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The Extraordinary General Meeting of Shareholders, pursuant to § 15 (3) (c) of the Company's Articles of Association, having reviewed the preliminary assessment of suitability presented by the Company in terms of evaluating the candidate's fulfillment of the requirements referred to in the Ordinance of the Minister of Finance dated September 24, 2024 on detailed technical and organizational conditions for investment companies, state banks conducting brokerage activities, banks referred to in Article 70 (2) of the Law on Trading in Financial Instruments, and custodian banks, as well as having reviewed the candidate's resume posted on the Company's website, in the Investor Relations tab, finds the candidate suitable to serve as a Member of the Supervisory Board, in accordance with the requirements of the aforementioned Ordinance, and appoints Mrs. Ewa Stefaniak as a Member of the Supervisory Board for a joint term of office of the Supervisory Board from November 20, 2024 to the end of November 20, 2027.

## §2

This Resolution shall become effective upon its adoption.

### Justification for the draft resolution:

According to Article 385 § 1 in fine, members of the Supervisory Board are appointed by the General Meeting.

According to § 15 of the Company's Articles of Association, the Supervisory Board shall consist of 5 (five) to 7 (seven) members elected for a joint term of office. The number of members of the Supervisory Board for a given term is determined by the General Meeting, and in the absence of a different determination by the General Meeting, the number of members of the Supervisory Board is 5 (five). The term of office of members of the Supervisory Board is 3 (three) years. Members of the Supervisory Board are appointed and dismissed by the General Meeting, subject to the shareholder's personal rights referred to in § 15 Section 3 (b) and § 15 Section 3 (c) of the Articles of Association. Due to the expiration of the term of members of the Supervisory Board, it is necessary to elect members of the Supervisory Board for the next term.

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*to point 6 of the agenda*

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**Resolution No. .../2024**  
**of the Extraordinary General Meeting of Shareholders**  
**of XTB Spółka Akcyjna**  
**dated November 19, 2024**  
**on appointment of Bartosz Zablocki as Member of the Supervisory Board for the new term of**  
**office**

§1

The Extraordinary General Meeting of Shareholders, pursuant to § 15 (3) (c) of the Company's Articles of Association, having reviewed the preliminary assessment of suitability presented by the Company in terms of evaluating the candidate's fulfillment of the requirements referred to in the Ordinance of the Minister of Finance dated September 24, 2024 on detailed technical and organizational conditions for investment companies, state banks conducting brokerage activities, banks referred to in Article 70 (2) of the Law on Trading in Financial Instruments, and custodian banks, as well as having reviewed the candidate's resume posted on the Company's website, in the Investor Relations tab, finds the candidate suitable to serve as a Member of the Supervisory Board, in accordance with the requirements of the aforementioned Ordinance, and appoints Mr. Bartosz Zabłocki as a Member of the Supervisory Board for a joint term of office of the Supervisory Board from November 20, 2024 to the end of November 20, 2027.

§2

This Resolution shall become effective upon its adoption.

Justification for the draft resolution:

According to Article 385 § 1 in fine, members of the Supervisory Board are appointed by the General Meeting.

According to § 15 of the Company's Articles of Association, the Supervisory Board shall consist of 5 (five) to 7 (seven) members elected for a joint term of office. The number of members of the Supervisory Board for a given term is determined by the General Meeting, and in the absence of a

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different determination by the General Meeting, the number of members of the Supervisory Board is 5 (five). The term of office of members of the Supervisory Board is 3 (three) years. Members of the Supervisory Board are appointed and dismissed by the General Meeting, subject to the shareholder's personal rights referred to in § 15 Section 3 (b) and § 15 Section 3 (c) of the Articles of Association. Due to the expiration of the term of members of the Supervisory Board, it is necessary to elect members of the Supervisory Board for the next term.

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*to point 7 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting of Shareholders  
of XTB Spółka Akcyjna  
dated November 19, 2024  
on the evaluation of the collective suitability of the Supervisory Board**

§1

In connection with the changes made by the Extraordinary General Meeting of Shareholders to the composition of the Supervisory Board, in the preceding resolutions, and the appointment of a new Chairman of the Supervisory Board by Mr. Jakub Zablocki exercising the authority set forth in § 15.3(a) of the Articles of Association of XTB S.A. on \_\_\_\_\_, having reviewed the preliminary collective assessment of appropriateness presented by the Company in assessing the Supervisory Board's compliance with the requirements referred to in the Ordinance of the Minister of Finance of September 24, 2024 on detailed technical and organizational conditions for investment firms, state-owned banks conducting brokerage activities, banks referred to in Article 70 (2) of the Law on Trading in Financial Instruments, and custodian banks, the collective adequacy of the Supervisory Board doing its function, as required by the aforementioned Ordinance, is hereby determined.

§2

This Resolution shall become effective upon its adoption.

Justification for the draft resolution:

In accordance with the requirements set forth in Chapter 7 of the Ordinance of the Minister of Finance dated September 24, 2024 on detailed technical and organizational conditions for investment firms, state banks conducting brokerage activities, banks referred to in Article 70 (2) of the Law on Trading

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in Financial Instruments, and custodian banks, as well as the internal regulations adopted by the Company for assessing suitability, the General Meeting shall assess the individual suitability of individual Supervisory Board members it appoints and the collective suitability of the entire Supervisory Board as a body. The assessment of suitability should be made in particular when new members are to be appointed to the Supervisory Board. In connection with the appointment of the Supervisory Board for a new term, it is necessary to assess the individual suitability of individual candidates for Supervisory Board members and the collective suitability of the Supervisory Board, in accordance with the requirements of the aforementioned Ordinance.

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*to point 8 of the agenda*

**Resolution No. .../2024  
of the Extraordinary General Meeting of Shareholders  
of XTB Spółka Akcyjna  
dated November 19, 2024**

**regarding an authorisation for the Management Board to buy own shares and regarding  
creating a reserve to buy the Company's own shares**

§1

Acting on the basis of Article 393.6 in conjunction with Article 362 § 1.8 and Article 396 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders authorises the Management Board of the Company to acquire the Company's fully paid-up shares listed on the regulated market operated by the GPW [*the Polish Stock Exchange*] of the nominal value of PLN 0.05 (in words: five groszy) each share, marked with code ISIN PLXTRDM00011 (the “**Own Shares**”) pursuant to the rules set out in this Resolution, under the Incentive Plan.

§2

Own Shares will be acquired under the Incentive Plan in accordance with the following rules:

1. The Company may acquire no more than 284,286 (in words: two hundred eighty-four thousand two hundred and eighty-six) Own Shares, namely Own Shares representing no more than 0,242% of the Company's share capital as at the date of adopting this Resolution;
2. The Company may acquire Own Shares in any manner whatsoever subject to applicable provisions of law, including but not limited to acquiring Own Shares directly by the Company, acquiring Own Shares with the intermediation of an investment firm, or otherwise, both in

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transactions effected on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. [*the Warsaw Stock Exchange*] and in transactions effected outside the regulated market;

3. The purchase price for Own Shares must not be lower than PLN 35.00 (in words: PLN thirty five) per one Own Shares and must not be higher than PLN 110.00 (in words: PLN one hundred and ten) per one Own Share, whereas if Own Shares are acquired under the Incentive Plan taking into account the respective provisions of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the “MAR”) Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the “Delegated Regulation”) or other regulations which will supersede or amend the MAR or the Delegated Regulation, the purchase price for Own Shares will take into account the respective provisions of the MAR and the Delegated Regulation or regulations superseding or amending the MAR or the Delegated Regulation;
4. Own Shares will be acquired for remuneration, for a purchase price to be paid by the Company from the reserve as referred to in §3 below, to be created for this purpose from the amount which pursuant to Article 348 § 1 of the Commercial Companies Code may be assigned for distribution among the shareholders, namely the total maximum purchase price for all Own Shares under the Incentive Plan plus the costs of acquiring the same will not exceed PLN 9,950,000.00 (in words: PLN nine million nine hundred and fifty thousand);
5. The authorisation for the Company’s Management Board to acquire Own Shares will remain valid until 30 September 2025, but no longer than until the amount of the funds assigned to acquire Own Shares as referred to above is exhausted (the “**Authorisation Period**”), whereas Own Shares may be acquired under the Inactive Plan freely during the Authorisation Period, including in stages or tranches;
6. The Company’s Management Board may cease acquiring Own Shares before the end of the Authorisation Period or before the amount of the funds assigned for acquiring Own Shares is

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exhausted, or resign from acquiring Own Shares in full or in part or abandon the implementation of this Resolution any time, at its own discretion, in the view of the Company's interest;

7. Own Shares acquired by the Company under the Incentive Plan will be offered to the Eligible Persons under the plan.

### §3

1. In order to finance the acquisition of Own Shares under the Incentive Plan, pursuant to the provisions of Article 362 § 2.3 in conjunction with Article 348 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders decides to create a reserve to finance the Company's acquisition of Own Shares under the Incentive Plan.
2. For the purpose of the reserve referred to in the preceding sentence, the amount of PLN 9,950,000.00 (in words: PLN nine million nine hundred and fifty thousand) is hereby transferred from the profit for the last financial year plus retained earnings from previous years and the amounts transferred from the supplementary capital and reserves created from profit which are available for payment of dividend, and less the amounts from the profit for the last financial year which pursuant to the law or the articles of association should be assigned for the reserve created under this Resolution in order to implement the Incentive Plan, while the reserve from profit will be reduced respectively by the amount of the reserve created pursuant to this Resolution, taking into account the requirements set out in Article 363 § 6 of the Commercial Companies Code.
3. The Extraordinary General Meeting of Shareholders hereby decides that after the expiry of the Authorisation Period or in the events specified in § 2.6 above, the funds gathered as the reserve created pursuant to this Resolution which are not used in order to acquire Own Shares under the Incentive Plan will be transferred to capitals/reserves from which they were transferred to the reserve created pursuant to this Resolution, and the reserve created pursuant to this Resolution as referred to in this §3 shall be released with no requirement for the General Meeting of Shareholders to adopt a separate resolution.

### §4

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In order for the Company to acquire Own Shares under the Incentive Plan in order to issue the same to Eligible Persons, the Extraordinary General Meeting of Shareholders hereby authorises the Company's Management Board (and the Supervisory Board where relevant provisions require also an action by the Supervisory Board) to acquire Own Shares in accordance with the rules set out in this Resolution and to take any legal and factual actions necessary in order to acquire Own Shares, including but not limited to determining detailed rules for acquiring Own Shares within the scope not specified in this Resolution, including to determine the manner of acquiring Own Shares, and to conclude an agreement for intermediation in acquiring Own Shares with the selected investment firm, as well as to offer Own Shares to the Eligible Persons.

## §5

The acquisition of Own Shares under the Incentive Plan is allowable on the condition that the Company obtains a prior permission from Komisja Nadzoru Finansowego [*the Polish Financial Supervision Authority*] as referred to in Article 77 and 78 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 regarding such acquisition of Own Shares.

## §6

This resolution comes into force on the date it is adopted.

### Justification for the draft resolution:

1. The agenda of the Extraordinary General Meeting of Shareholders comprises adopting a resolution to authorise the Management Board to acquire own shares and to create a reserve to acquire own shares of the Company.
2. The Company will acquire Own Shares in order to offer the same to the Eligible Persons under the Company's Incentive Plan for the settlement of the year 2024. This solution will be an alternative to increasing the Company's share capital due to issuing new shares.
3. This will enable to reduce the costs which the Company would have to incur in relation to issuing shares. Such costs are generated, inter alia, in relation to the necessity of registering the shares in a deposit maintained by Krajowy Depozyt Papierów Wartościowych S.A. [*the Central*

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*Securities Depository of Poland*] or the procedure to apply for admission and introduction of the shares to trading on the regulated market operated by Giełda Papierów Wartościowych z siedzibą w Warszawie S.A. [*the Warsaw Stock Exchange*]. The Company's acquisition of own shares also takes less time than the process of issuing shares. It also does not result in diluting the existing shareholding.

4. Pursuant to Article 362 § 1.8 of the Commercial Companies Code, a joint-stock company may acquire own shares on the basis and within the scope of an authorisation granted by the general meeting of shareholders. The authorisation must specify the terms and conditions for the acquisition, including the maximum number of shares to be acquired, the authorisation period which must not exceed five years, and the maximum and minimum amount to be paid for the shares acquired.
5. Therefore, an item regarding authorisation for the Company's Management Board for the Company to acquire own shares and to create the reserve for the share acquisition programme has been included in the agenda of the Extraordinary General Meeting of Shareholders. The draft resolution specifies the number and nominal value of such shares, their proportion to the share capital, as well as the amount of the remuneration paid in exchange for the shares acquired.

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*Ad. 9 of the agenda*

**Resolution No. ..../2024  
of the Extraordinary General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated November 19, 2024  
(draft)  
on the amendment of the Policy regarding the verification and selection of persons being  
members of the Management Board and the Supervisory Board as well as the Key Employees  
of XTB S.A.**

§ 1

Extraordinary General Meeting hereby adopts the amended Policy regarding the verification and selection of persons being members of the Management Board and the Supervisory Board as well as the Key Employees of XTB S.A. adopted by the resolution of the Supervisory Board no. 54/RN/2024 dated October 22, 2024.

§ 2

The resolution shall come into force upon its adoption.

Justification for the draft resolution:

In connection with the update of the Methodology for Assessing the Suitability of Members of Bodies of Entities Supervised by the Financial Supervision Commission, it is necessary to modify the Company's Policy regarding the verification and selection of persons being members of the Management Board and the Supervisory Board as well as the Key Employees of XTB S.A.

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