



XTB S.A.

(joint stock company with its registered office in Warsaw and address at Prosta 67, 00-838 Warszawa, entered into the Register of Business Entities of the National Court Register under No. 0000217580)

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CURRENT REPORT NO. 30/2024

Warsaw, 3 September 2024

Notification from XX ZW Investment Group S.A. regarding the commencement of the sale of a portion of its shares of the Company through an accelerated book-building process

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THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, OR JAPAN OR IN ANY OTHER
JURISDICTION WHERE TO DO SO WOULD BE RESTRICTED OR PROHIBITED BY LAW.***

The Management Board of XTB S.A. (the “Company”) announces that on 3 September 2024, it was notified by the Company’s shareholder – XX ZW Investment Group S.A. (the “Shareholder”) (the “Notification”), that after the submission of the Notification, an accelerated book-building process directed to selected investors meeting specified criteria, i.e. in Poland, and outside the United States of America in reliance on Regulation S under the U.S. Securities Act of 1933, as amended, exclusively to: (i) qualified investors within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “Prospectus Regulation”) (including as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018) or to (ii) investors who acquire securities for a total consideration of at least EUR 100,000 per investor, for which reason (and in each case) the requirement to publish a prospectus will not apply, in accordance with Articles 1(4)(a) and/or 1(4)(d) of the Prospectus Regulation (the “ABB”) will begin. The purpose of the ABB will be the sale by the Shareholder of approximately 8,400,000 dematerialised ordinary bearer shares in the Company constituting approximately 7.14% of the shares in the Company’s share capital and representing approximately 7.14% of the total number of votes in the Company (the “Sale Shares”). Assuming the sale of all Sale Shares within the ABB, the Shareholder will hold 51,472,869 shares in the Company, representing approximately 43.78% of the shares in the Company’s share capital and approximately 43.78% of the total number of votes in the Company.

In connection with the ABB, Santander Bank Polska S.A. - Santander Biuro Maklerskie together with BANCO SANTANDER, S.A., and UBS AG London Branch act as the Global Coordinators and the Joint Bookrunners.

Pursuant to the Notification:

- The book-building process will begin immediately and can be completed at any time.
- The sale price and the final number of the Sale Shares will be announced after the closing of the book-building process.
- The Shareholder reserves the right to change the terms and dates of the ABB at any time, to suspend the ABB, and/or to cancel the ABB at any time.
- The Shareholder's intention is to remain a strategic investor in the Company and support the Company in its dynamic growth.
- In connection with the ABB, the Shareholder has undertaken, subject to standard practice exceptions, to comply with a lock-up undertaking in respect of the shares remaining in the Company for a period of 180 days from the date of the settlement of the sale transactions of the Sale Shares within the ABB.

This material does not constitute an advertisement within the meaning of Article 22 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

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Legal basis:

Article 17 paragraph 1 MAR – inside information.