

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)

CURRENT REPORT NO. 7/2023

Warsaw, 9 May 2023

XX ZW Investment Group S.A. announces completion of the sale of shares in the Company through accelerated book-building process and the outcome of such process

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The Management Board of XTB S.A. (the "Company") announces that on 9 May 2023, it was notified by the Company's shareholder – XX ZW Investment Group S.A. (the "Shareholder") (the "Notification"), that on 9 May 2023, the accelerated book-building process directed at certain selected investors meeting specified criteria (the "ABB"), the purpose of which was the sale by the Shareholder of dematerialised ordinary bearer shares in the Company (the "Sale Shares"), has been completed.

Pursuant to the Notification, as a result of the ABB:

1. the sale price of one Sale Share was set at PLN 38; and
2. the final number of the Sale Shares was set at 7,000,000, which constitutes 5.96% of the shares in the share capital of the Company and 5.96% of the total number of votes in the Company.

Following the settlement of the sale transactions within the ABB, the Shareholder will hold 71,629,794 shares in the Company, representing 61.02% of the shares in the Company's share capital and 61.02% of the total number of votes in the Company.

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.

In connection with the ABB, Santander Bank Polska S.A. - Santander Biuro Maklerskie together with Banco Santander S.A. acted as the Sole Global Coordinator and the Joint Bookrunner and Trigon Dom Maklerski S.A. acted as the Joint Bookrunner.

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