



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)

DISCLAIMER

This English language translation of the Polish version of Current Report No. 34 dated 23 October 2024 has been prepared solely for the convenience of English speaking readers. Despite all the efforts devoted to this translation, certain discrepancies, omissions or approximations may exist. In case of any differences between the Polish and the English versions, the Polish version shall prevail. XTB, its representatives and employees decline all responsibility in this regard.

CURRENT REPORT NO. 34/2024

Warsaw, 23 October 2024

Convening of the Extraordinary General Meeting of XTB S.A.

The Management Board of XTB S.A. (the "Company"), pursuant to Articles 398 and 399 § 1 in conjunction with Articles 402¹ and 402² of the Commercial Companies Code, hereby convenes an Extraordinary General Meeting of Shareholders of the Company to be held on 19 November 2024 at 11:30 at the Company's registered office in Warsaw, at Prosta 67.

The content of the notice on convening the Extraordinary General Meeting of the Company, the content of the draft resolutions and the documents to be discussed at the Extraordinary General Meeting are attached to this current report.

Legal basis:

Article 56.1.2 of the Act on Public Offering – current and periodic information.

Announcement of convocation of Extraordinary General Meeting XTB S.A.

The Management Board of XTB Spółka Akcyjna (hereinafter referred to as the "XTB" or the "Company"), with its registered office in Warsaw at ul. Prosta 67, 00-838 Warsaw, register of commercial entities kept by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register, under No. KRS 0000217580, Tax Identification Number (NIP): 527-24-43-955, share capital of PLN 5 878 462,55 (Fully paid up), acting pursuant to Art. 398, Art. 399 § 1 in connection with Art. 402¹ and Art. 402² of the Commercial Companies Code (hereinafter referred to as the "CCC"), hereby convenes Extraordinary General Meeting of XTB S.A. on **November 19, 2024, at 11:30 a.m.**, at the Company's registered office in Warsaw at ul. Prosta 67 (hereinafter referred to as the "Extraordinary General Meeting").

1. 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 a 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 right of the shareholder to request that certain matters be placed on the agenda of the Extraordinary General Meeting (Art. 402² item 2 letter a) of the CCC)

- 2.1. A shareholder or shareholders representing at least one twentieth of the Company's share capital may request that certain matters be included in the agenda of the Company's Extraordinary General Meeting. Such request should be submitted to the Company's Management Board no later than twenty-one days before the date of the Extraordinary General Meeting. It should contain a justification or a draft of resolution pertaining to the proposed item of the agenda.
- 2.2. The request may be submitted in writing (that is delivered personally, upon confirmation of receipt, or send to the XTB with a confirmation of dispatch and confirmation of receipt requested) at the Company's registered office at ul. Prosta 67, 00-838 Warsaw, or in electronic form sent to the Company's e-mail address generalassembly@xtb.com. The date of filing the aforementioned request with the Company shall be the date of its receipt by the Company, and in case of the electronic mail - the date of receipt of the aforementioned request in the Company's e-mail system.
- 2.3. A shareholder or shareholders who request adding items to the agenda of the meeting should deliver, together with the request, documents confirming their identity and the authority to request adding items to the agenda of the Extraordinary General Meeting, in particular:

- a) a deposit certificate or a certificate of right to participate in the Extraordinary General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the XTB and on the date of making the request he holds an adequate number of shares,
 - b) in the case of shareholders – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the shareholder;
 - c) in the case of shareholders other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such a shareholder, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such shareholder, who file the request on its behalf, to represent the said shareholder, including the original or copies of identity cards, pages of the passport enabling identification of such representative or representatives authorised to request adding items to the agenda of the Extraordinary General Meeting on behalf of the shareholder.
- 2.4. In the case of foreign entities with the domicile in a country where such proper registers are not maintained, instead of the original or copy of the current excerpt from the register, as referred to in point 2.3. above, the original or copies of other documents confirming the existence of the entity, issued not earlier than 30 days prior to the date of submission of such documents, and the valid documents confirming the authority of the representative or representatives of such entity, who requested adding items to the agenda of the Extraordinary General Meeting on behalf of the shareholder to file such request on behalf of the shareholder shall be filed.
- 2.5. The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).
- 2.6. The XTB may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to file the above-mentioned request, in particular in case of any doubt as to the contents or accuracy of any copies of the documents referred to in this section, the Company or a person (or persons) designated by the Company to register the shareholders, may request – prior to the commencement of the shareholder's request, to be provided with the originals of such copies or their certified copies attested by a notary public, or any other entity authorised for such purposes, and to enable the Company to make and keep a copy of such originals or certified copies.
- 2.7. In the case of: (i) failure to provide (or provision of invalid) documents referred to in this section; or (ii) refusal to present the original or certified copies of such documents, or refusal to make a copy thereof in the cases referred to in point 2.6. above, the relevant shareholder or representative of such shareholder may be denied the right to add items to the agenda of the Extraordinary General Meeting.
- 2.8. Any documents referred to in this section, drawn up in a foreign language, shall be accompanied by their certified translation prepared by a sworn translator.
- 2.9. The Management Board of the XTB shall promptly, and in no event later than eighteen days prior to the scheduled date of the Extraordinary General Meeting, announce changes to the agenda implemented at the request of a shareholder or shareholders. The new amended agenda will be published in current report via Electronic Information Transmission System (ESPI) and on the XTB's website www.ir.xtb.com (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).
- 3. Right to submit drafts of resolutions concerning matters placed on the agenda of the Extraordinary General Meeting or those that are to be placed on the agenda prior to the date of the Extraordinary General Meeting (Article 402² item 2 letter b) of the CCC) and right to submit drafts of resolutions concerning matters placed on the agenda during the Extraordinary General Meeting (Article 402² item 2 letter c) of the CCC)**
- 3.1. Before the date of the Extraordinary General Meeting a shareholder or shareholders representing at least one twentieth of the Company's share capital may submit to the XTB in writing (that is

deliver personally, upon confirmation of receipt, or send to the XTB with a confirmation of dispatch and confirmation of receipt requested) to the following address: XTB Spółka Akcyjna with its registered office in Warsaw ul. Prosta 67, 00-838 or by electronic mail to the e-mail address generalassembly@xtb.com draft resolutions concerning any items on the agenda of the Extraordinary General Meeting, or matters that are to be added to the agenda.

- 3.2. A shareholder or shareholders who submit draft resolutions should deliver, together with the request, documents confirming their identity and the authority to submit draft resolutions, in particular:
- a) a deposit certificate or a certificate of right to participate in the Extraordinary General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the XTB and on the date of making the request he holds an adequate number of shares,
 - b) in the case of shareholders – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the shareholder;
 - c) in the case of shareholders other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such a shareholder, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such shareholder, who submits the drafts mentioned in point 3.1 on its behalf at the Extraordinary General Meeting, to represent the said shareholder, including the original or copies of identity cards, pages of the passport enabling identification of such representative or representatives authorised to submit draft resolutions.
- 3.3 In the case of foreign entities with the domicile in a country where such proper registers are not maintained, instead of the original or copy of the current excerpt from the register, as referred to in point 3.2. above, the original or copies of other documents confirming the existence of the entity, issued not earlier than 30 days prior to the date of submission of such documents, and the valid documents confirming the authority of the representative or representatives of such entity, to submit draft resolutions on behalf of the shareholder.
- 3.4 The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).
- 3.5 The XTB may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to file the above-mentioned request, in particular in case of any doubt as to the contents or accuracy of any copies of the documents referred to in this section, the Company or a person (or persons) designated by the Company to register the shareholders, may request – prior to the commencement of the shareholder's request, to be provided with the originals of such copies or their certified copies attested by a notary public, or any other entity authorised for such purposes, and to enable the Company to make and keep a copy of such originals or certified copies.
- 3.6 In the case of: (i) failure to provide (or provision of invalid) documents referred to in this section; or (ii) refusal to present the original or certified copies of such documents, or refusal to make a copy thereof in the cases referred to in point 3.5 above, the relevant shareholder or representative of such shareholder may be denied the right to add items to the agenda of the Extraordinary General Meeting.
- 3.7 Any documents referred to in this section, drawn up in a foreign language, shall be accompanied by their certified translation prepared by a sworn translator.
- 3.8 Furthermore, during the Extraordinary General Meeting, each shareholder may submit draft resolutions concerning the matters included in the agenda.
- 3.9 The Management Board of the XTB shall promptly announce changes to the agenda implemented at the request of a shareholder or shareholders prior to the scheduled date of the Extraordinary General Meeting. The new resolutions drafts will be published in current report via Electronic Information Transmission System (ESPI) and on the XTB's website www.ir.xtb.com (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).

4. Shareholder's right to ask questions regarding matters on the agenda of the general meeting (Article 402² item 2 letter h of the CCC)

- 4.1. Shareholders have the right to ask questions regarding matters on the agenda of the general meeting.
- 4.2. Pursuant to Article 428 of the Commercial Companies Code, the Management Board is obliged to provide a shareholder, at his request, with information about the company, if it is justified for the assessment of the matter included in the agenda, and the Management Board refuses to provide information if this could cause damage to the company, its related company or a subsidiary company or cooperative, in particular by disclosing technical, commercial or organizational secrets of the enterprise, and a Member of the Management Board may refuse to provide information if the provision of information could constitute the basis of his criminal, civil or administrative liability.
- 4.3. The answer is deemed to have been given if the relevant information is available on the company's website in a place dedicated to asking questions by shareholders and providing them with answers.
- 4.4. In the event of a shareholder's request for information regarding the company, submitted during the general meeting, the Management Board may provide information in writing outside the general meeting if there are important reasons for this. The Management Board is obliged to provide information no later than two weeks from the date of submitting the request during the general meeting, and if a shareholder submits a request for information about the company outside the general meeting, the Management Board may provide the shareholder with information in writing, taking into account the abovementioned limitations (i.e. the Management Board refuses to provide information if it could harm the company, its related company or a subsidiary company or cooperative, in particular by disclosing technical, commercial or organizational secrets of enterprises).

5. Exercising voting rights by proxy (Article 402² item 2 letter d of the CCC)

- 5.1 Shareholders may participate in the Extraordinary General Meeting and vote personally or through proxies.
- 5.2 The power of attorney must be provided on paper or electronically.
- 5.3 A template power of attorney and a template vote by proxy form are available on the following website: www.ir.xtb.com (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).
- 5.4 The Company does not require shareholders to extend powers of attorney by means of the above form. At the same time, the Company's Management Board hereby give notice that shareholders should extend powers of attorney together with instructions as to the manner of voting to their representative, the Company shall not verify whether or not the proxies exercise the voting rights in line with the instructions provided by the shareholders. Therefore, the Company Management Board hereby advise that the voting instruction should only be given to the proxy.
- 5.5 In the case of power of attorney granted by the shareholder, authorising the representative to participate and exercise the voting right at the General Meeting, for the purpose of identification of the shareholder and the attorney representing it – the document confirming such power of attorney shall be accompanied, and produced or submitted to the person(s) designated for registration of shareholders, together with the following documents:
 - a) in the case of shareholders – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the shareholder;
 - b) in the case of shareholders other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such a shareholder, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such shareholder, who granted the power of attorney with authority to represent the shareholder

- at the General Meeting, including the original or copies of identity cards, pages of the passport enabling identification, or any other official and valid document confirming the identity of such representative or representatives granting the authority to represent the shareholder at the General Meeting;
- c) in the case of attorneys – natural persons – original or copy of identity card, any pages of the passport enabling his/her identification, or any other valid official document evidencing the identity of the attorney;
 - d) in the case of attorneys other than natural persons – original or copy of the current excerpt from the relevant register, or any other document confirming the existence of such an attorney, issued not earlier than 30 days prior to the date of submission of such documents, and confirming the authority of the representative or representatives of such attorney, who appeared on its behalf at the General Meeting, to represent the said attorney, including the original or copies of identity cards, pages of the passport enabling identification, or any other official and valid document confirming the identity of such representative or representatives authorised to represent the attorney.
- 5.6 In the case of foreign entities with the domicile in a country where such proper registers are not maintained, instead of the original or copy of the current excerpt from the register, as referred to above, the original or copies of other documents confirming the existence of the entity, issued not earlier than 30 days prior to the date of submission of such documents, and the valid documents confirming the authority of the representative or representatives of such entity, who appeared on its behalf at the Extraordinary General Meeting, to represent the entity.
- 5.7 The XTB may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to participate and vote at the Extraordinary General Meeting, in particular in case of any doubt as to the contents or accuracy of any copies of the documents referred to in this section, the Company or a person (or persons) designated by the Company to register the shareholders, may request – prior to the commencement of the Extraordinary General Meeting, to be provided with the originals of such copies or their certified copies attested by a notary public, or any other entity authorised for such purposes, and to enable the Company to make and keep a copy of such originals or certified copies.
- 5.8 In the case of: (i) failure to provide (or provision of invalid) documents referred to in this section; or (ii) refusal to present the original or certified copies of such documents, or refusal to make a copy thereof in the cases referred to in point 4.7 above, the relevant shareholder or representative of such shareholder may be denied the right to participate in the Extraordinary General Meeting
- 5.9 Any documents referred to in this paragraph (or in other provisions hereof), drawn up in a foreign language, shall be accompanied by their certified translation prepared by a sworn translator.
- 5.10 Any powers of attorney granted in electronic form shall be furnished/notified to the Management Board using means of electronic communication. Such a notice shall be sent by email to the following address of the Company: generalassembly@xtb.com, at or before 23:59 on the day preceding the date of the Extraordinary General Meeting (failure to meet this deadline, shall not prevent the attorney from participating in the Extraordinary General Meeting on the basis of a power of attorney executed in writing). Such a notice shall be accompanied by a scanned copy of the power of attorney and the documents referred to in point 4.5 above. The notice shall also specify the email address for the purpose of contacts between the Company and the shareholder and his/her attorney. The Management Board has the right to verify any notices provided in such manner and to take any action necessary to identify the shareholder and the attorney, and to confirm the adequate authority. Such verification may involve, in particular, asking the shareholder or his/her attorney a question over the telephone or by email. These principles shall be applied accordingly to any changes or revocations of such powers of attorney. Any of the aforementioned notices which do not meet the requirements stipulated herein shall be without any legal effect for the Company. The Company shall not be liable for any errors made while completing the instrument of power of attorney or any action taken by any person using such

powers of attorney. The provisions of points 4.6-4.9 above shall apply accordingly to any power of attorney granted in the electronic form.

6. The possibility and the manner of participation in the Extraordinary General Meeting by means of electronic communication (Article 402² item 2 letter e of the CCC)

The Management Board of XTB does not offer the possibility to participate in the Extraordinary General Meeting through electronic means of communication.

7. Taking floor at the Extraordinary General Meeting through electronic means of communication (Article 402² item 2 letter f of the CCC)

The Management Board of XTB does not offer the possibility to take floor at the Extraordinary General Meeting through electronic means of communication.

8. Voting by mail or electronic means of communication (Article 402² item 2 letter g of the CCC)

The Management Board of XTB does not offer the possibility to vote using mail or electronic means of communication.

9. Date of registration of attendance at the Extraordinary General Meeting (Article 402² item 3 of the CCC)

The date of registration of attendance at the Extraordinary General Meeting is 3 November 2024 (the "Record Date").

10. The right to participate in the Extraordinary General Meeting (Article 402² item 4 of the CCC)

- 10.1. Only the persons who are shareholders of the XTB on the Record Date have the right to participate in the Extraordinary General Meeting.
- 10.2. Pledges and users with voting rights have the right to participate in the Extraordinary General Meeting if the establishment of a limited property right for them is registered in the securities account on the day of the registration of participation in the general meeting.
- 10.3. At the request of a holder of dematerialized bearer shares of the XTB submitted not earlier than after the publication of the notification on convening the Extraordinary General Meeting and not later than on the first business day following the Record Date, that is not later than on 4 November 2024, the entity keeping the securities account shall issue a registered certificate confirming the right to participate in the general meeting.
- 10.4. The XTB points out that the Extraordinary General Meeting can only be attended by the persons who:
 - a) were shareholders of the Company on the Record Date, that is on 3 November 2024 and
 - b) not earlier than after the publication of the notification on convening the Extraordinary General Meeting and not later than on the 4 November 2024, requested the entity keeping the securities account to issue a registered certificate confirming the right to participate in the general meeting.
- 10.5. A list of the shareholders authorised to participate in the Extraordinary General Meeting will be made available at the premises of the Management Board of the XTB at ul. Prosta 67, 00-838 Warsaw, between 10:00 and 14:00 hours for three business days (also excluding Saturdays) preceding the date of the General Meeting, that is 14-18 November 2024.
- 10.6. Each shareholder may request to be provided, by email and free of charge, with the aforementioned list, by notifying their address for such purpose. In addition, the list may be reviewed by each shareholder at the offices of the Management Board and copies of the list shall be issued, at the request of shareholders, against payment of the cost of its preparation.

- 10.7. Each shareholder may request a copy of proposals on matters included in the agenda within a week before the Extraordinary General Meeting.
- 10.8. In demanding that the list of shareholders be made available at the premises of the Company or sent by e-mail, the demanding shareholder should identify himself and authenticate his status as a shareholder of the XTB. This can be achieved by presenting the certificate confirming the right to participate in the Extraordinary General Meeting or the deposit certificate.

11. Access to documents and website address (Article 402² item 5 and 6 of the CCC)

- 11.1. The draft resolutions to be adopted by the Extraordinary General Meeting with substantiations (where necessary) and opinions of the Supervisory Board of the XTB, as well as the full text of documents to be presented to the Extraordinary General Meeting will be published on a XTB's website at such time as will make it possible to read and evaluate these documents.
- 11.2. Comments of the Management Board of the XTB or the Supervisory Board of the XTB concerning the items on the agenda of the Extraordinary General Meeting, or the matters that are to be added to the agenda prior to the date of the Extraordinary General Meeting, will be made available on the XTB's website promptly upon their completion.
- 11.3. At the same time, Management Board of the XTB informs that the paper version of documentation for shareholders will not be provided.
- 11.4. All details relating to the Extraordinary General Meeting will be available at the XTB's website at www.ir.xtb.com (under „Ład Korporacyjny”/ „Walne Zgromadzenie”).
- 11.5. Meeting of the Extraordinary General Meeting will be broadcasted online through a dedicated website which address will be indicated via a website not later than 7 days before the Extraordinary General Meeting's date.



**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.

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.

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.

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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Ewa Stefaniak

Graduate of the Warsaw School of Management in the field of accounting and controlling. She holds a qualification certificate to keep accounting books issued by the Minister of Finance of the Republic of Poland.

From 1991 to 1995, she held the position of chief accountant in the following companies: Contract sp. z o.o., Hotel and Lodging sp. z o.o. and Contingsult sp. z o.o. From September 1996 to May 2006, she worked at ING investment Management (Poland) S.A. as chief accountant/portfolio controller. From September 2006 to October 2019, she was employed at X-Trade Brokers Dom Maklerski S.A. (now XTB S.A.) as chief accountant. From 2008 to 2015, she served as a Member of the Management Board at XTB S.A.

According to her statement, Ewa Stefaniak is not engaged in any form of activity competing with the Company, as well as does not participate in a competing company as a partner in a civil partnership, a partnership or as a member of a body of a capital company, and does not participate in another competing legal person as a member of its body, and is not listed in the Register of Insolvent Debtors, maintained pursuant to the Act on the National Court Register.

At the same time, according to the statement submitted, Ewa Stefaniak meets the requirements for members of the audit committee set forth in the Act of May 11, 2017 on auditors, audit firms and public supervision, as well as with regard to the existence of actual and significant ties of the candidate with a shareholder holding at least 5% of the total number of votes in the company.

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Katarzyna Dąbrowska

She started her career in 2003 in the audit department at Deloitte. From 2005 to 2015, she was associated with BZWBK Asset Management and BZWBK TFI S.A. (now Santander TFI S.A.) - first as an analyst, then as a manager and Stock Market Manager. She managed funds investing in the CEE region and Turkey. She has been recognized for the results of her work by industry dailies - she received the Parkiet - Golden Portfolio award twice - in 2014 and 2012, as well as the Fund of the Year title in 2012 and 2009 from Puls Biznesu. She currently manages a venture capital fund - Inventures. She serves on the Supervisory Boards of Inventures' portfolio companies - Sidly Healthcare sp. z o.o. 2019-2021, Napoleon sp. z o.o. 2018-2021, Ecommerce factory S.A. 2019 - 2024, Trustmate S.A. from 2022, Edrone sp. z o.o. from 2024.

She graduated in 2004 with a master's degree from the Poznań University of Economics, majoring in management and marketing, with a specialization in capital investment and corporate financial strategies.

According to the statement submitted, Katarzyna Dąbrowska does not conduct in any form any activity competitive to the Company, nor does she participate in a competitive company as a partner in a civil partnership, partnership or as a member of a body of a capital company, nor does she participate in any other competitive legal person as a member of its body, and she is not listed in the Register of Insolvent Debtors, maintained pursuant to the Act on the National Court Register.

At the same time, according to the statement submitted, Katarzyna Dąbrowska meets the requirements for members of the audit committee set forth in the Act on Statutory Auditors, Audit Firms and Public Supervision of May 11, 2017, as well as with regard to the existence of actual and material ties of the candidate with a shareholder holding at least 5% of the total number of votes in the company.

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