

CURRENT REPORT No. 20/2025

Warsaw, May 14, 2025

XTB S.A.

joint stock company with its registered office in Warsaw,
Prosta 67, 00-838 Warsaw

DISCLAIMER

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Resolutions adopted by the Ordinary General Meeting of XTB S.A. on 14 May 2025

The Management Board of the XTB S.A. (the "Company") hereby submits the resolutions adopted by the Ordinary General Shareholders' Meeting of the Company held on 14 May 2025 (the "OGM"). At the same time, the Management Board of the Company announces that the OGM did not waive consideration any of the items on the agenda and that no objections were raised to the minutes. The Company also announces that no resolutions were put to the vote at the OGM and were not passed.

Detailed legal basis § 19 paragraph 1 point 6 - 9 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities [...].



Legal basis

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



Annex to current report no. 20/2025

Content of the resolutions adopted by the Annual General Meeting of XTB S.A. convened on 14 May 2025

Resolution No. 1 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

(draft)

on appointing of the Chairperson of the Annual General Meeting of XTB S.A.

§ 1

Annual General Meeting elects Mr. Paweł Małkiński as the Chairperson of the Annual General Meeting

§ 2

The Resolution shall come into force on the moment it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 082 188 votes were cast in favour of the resolution,
- there were no votes against,
- there were no abstentions,



Resolution No. 2 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on adopting the agenda

§1

Annual General Meeting adopts the following agenda of the meeting:

- 1) Opening of the Annual General Meeting;
- 2) Appointment of the Chairperson of the Annual General Meeting:
- 3) Asserting that the Annual General Meeting has been convened correctly and is capable of adopting resolutions;
- 4) Adoption of the agenda;
- 5) Review and approval of the Management Board's Report concerning the activity of the XTB Capital Group and the XTB S.A. Company for 2024:
- 6) Adoption of the resolution on approval of the XTB S.A. Company standalone financial statements for 2024;
- 7) Adoption of the resolution on approval of the consolidated financial statements of XTB S.A. Group for 2024;
- 8) Adoption of the resolution concerning profit distribution;
- Adoption of the resolutions concerning granting the vote of approval for the members of the Company's Management Board for performance of their duties in the year 2024;
- 10) Review and approval of the report concerning the activity of the Company's Supervisory Board in 2024;
- Adoption of the resolution concerning granting the vote of approval for the members of the Company's Supervisory Board for performance of their duties in the year 2024;
- 12) Adoption of a resolution concerning expressing an opinion on the Report on the remuneration for 2024;
- 13) Adoption of a resolution on appointment of Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board;
- 14) Adoption of a resolution on assessment of the suitability of Mr. Jakub Wojciech Zabłocki and the collective suitability of the Supervisory Board;
- 15) Adoption of a resolution on establishment of the rules for remunerating Members of the Supervisory Board;
- 16) Closing of the Annual General Meeting.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 082 188 votes were cast in favour of the resolution,
- there were no votes against,
- there were no abstentions,



Resolution No. 3 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on reviewing and approval of the Management Board's Report concerning the activity of the XTB Capital Group and the XTB S.A. Company for 2024

§1

Annual General Meeting, having considered the Management Board Report on the activities of the XTB Group and XTB S.A. for 2024, of which the Sustainability Statement of the XTB S.A. Capital Group for 2024 is an integral part, hereby approves the Management Board Report on the activities of the XTB Group and XTB S.A. for 2024, of which the Sustainability Statement of the XTB S.A. Capital Group for 2024 is an integral part.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 069 102 votes were cast in favour of the resolution,
- 7 539 votes were cast against,
- 5 547 votes were abstentions,



Resolution No. 4 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on approval of the XTB S.A. Company standalone financial statements for 2024

§′

Annual General Meeting, after reviewing of the XTB S.A. Company standalone financial statements (Standalone Annual Report) for 2024, hereby approves the XTB S.A. Company standalone financial statements (Standalone Annual Report) for 2024 prepared in accordance with International Financial Reporting Standards, consisting of:

- standalone comprehensive income statement for the period of 1 January 2024 31 December 2024 which shows net profit in the amount of PLN 855 202 thousand,
- standalone statement of financial position on 31 December 2024, with total assets of and total equity and liabilities of PLN 6 411 608 thousand,
- standalone statement of changes in equity for the period from 1 January 2024 31 December 2024 presenting increase of the equity capital in the amount of PLN 264 618 thousand,
- standalone cash flow statement which presents increase of the net cash and cash equivalence between 1 January 2024 and 31 December 2024 by the net amount of PLN 148 885 thousand,
- additional explanatory notes to the standalone financial statements.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 069 102 votes were cast in favour of the resolution,
- 7 539 votes were cast against,
- 5 547 votes were abstentions,



Resolution No. 5 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on approval of the consolidated financial statements of XTB S.A. Group for 2024

§1

Annual General Meeting, after reviewing of XTB S.A. Group consolidated financial statements (Consolidated Annual Report) for 2024, hereby approves XTB S.A. Group consolidated financial statements (Consolidated Annual Report) for 2024 prepared in accordance with International Financial Reporting Standards, consisting of:

- consolidated comprehensive income statement for the period of 1 January 2024 –
 31 December 2024 which shows net profit in the amount of PLN 856 856 thousand,
- consolidated statement of financial position on 31 December 2024, with total assets of and total equity and liabilities of PLN 6 645 632 thousand,
- consolidated statement of changes in equity for the period from 1 January 2024 31 December 2024 presenting increase of the equity capital in the amount of PLN 268 978 thousand,
- consolidated cash flow statement which presents increase of the cash funds between
 1 January 2024 and 31 December 2024 by the net amount of PLN 203 368 thousand,
- additional explanatory notes to the consolidated financial statements.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 069 102 votes were cast in favour of the resolution,
- 7 539 votes were cast against,
- 5 547 votes were abstentions,



Resolution No. 6 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on profit distribution, dividend date and the day of payment of the dividend

§1

- 1. The Annual General Meeting of Shareholders decides to pay a dividend from the Company's net profit for 2024, which amounted to PLN 855,201,841.72 (eight hundred and fifty-five million, two hundred and one thousand, eight hundred and forty-one zloty and seventy-two grosz), in the amount of 640,752,417.95 PLN (six hundred forty million seven hundred fifty-two thousand four hundred seventeen zloty and ninety-five grosz), i.e. 5.45 PLN (five zloty and forty-five grosz) per share. The remaining profit in the amount of PLN 214,449,423.77 (two hundred and fourteen million, four hundred and forty-nine thousand, four hundred and twenty-three zlotys and seventy-seven grosz) The Annual General Meeting of Shareholders decides to keep it at the Company's disposal, allocating it to the reserve capital.
- 2. The 16th of June 2025 is determined as the day according to which the list of shareholders entitled to the dividend is determined (divided date).
- 3. The payment of the dividend will be made on 25th of June 2025 (the day of payment of the dividend).
- 4. All shares issued by the Company are entitled to the dividend.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 082 188 votes were cast in favour of the resolution,
- there were no votes against,
- there were no abstentions,



Resolution No. 7 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the President of the Management Board Mr. Omar Arnaout

§1

Annual General Meeting hereby grants Mr. Omar Arnaout the vote of approval for performance of his duties as the President of the Management Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 055 450 votes were cast in favour of the resolution,
- there were no votes against,
- 26 738 votes abstentions,



Resolution No. 8 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Management Board Mr. Paweł Szejko

§1

Annual General Meeting hereby grants Mr. Paweł Szejko the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 - 31 December 2024.

82

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 047 034 valid votes were cast, with:

- 63 020 296 votes were cast in favour of the resolution,
- there were no votes against,
- 26 738 votes abstentions,



Resolution No. 9 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Management Board Mr. Filip Kaczmarzyk

§1

Annual General Meeting hereby grants Mr. Filip Kaczmarzyk the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 - 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 055 450 votes were cast in favour of the resolution,
- there were no votes against,
- 26 738 votes abstentions,



Resolution No. 10 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Management Board Mr. Jakub Kubacki

§1

Annual General Meeting hereby grants Mr. Jakub Kubacki the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 - 31 December 2024.

82

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 029 818 votes were cast in favour of the resolution,
- there were no votes against,
- 52 370 votes abstentions,



Resolution No. 11 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Management Board Mr. Andrzej Przybylski

§1

Annual General Meeting hereby grants Mr. Andrzej Przybylski the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 - 31 December 2024.

82

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 072 201 valid votes were cast, with:

- 63 045 463 votes were cast in favour of the resolution,
- there were no votes against,
- 26 738 votes abstentions,



Resolution No. 12 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on reviewing and approval of the report concerning the activity of the Company's Supervisory Board in 2024

§1

Annual General Meeting, after reviewing of the report concerning the activity of the Company's Supervisory Board in 2024, hereby approves the report concerning the activity of the XTB S.A.'s Supervisory Board in 2024.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 069 102 votes were cast in favour of the resolution,
- 7 539 votes against,
- 5 547 votes abstentions,



Resolution No. 13 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Chairman of the Company's Supervisory Board Mr. Jan Byrski

§1

Annual General Meeting hereby grants Mr. Jan Byrski the vote of approval for performance of his duties as the Chairman of the Supervisory Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 61 741 167 votes were cast in favour of the resolution,
- 1 304 296 votes against,
- 36 725 votes abstentions,



Resolution No. 14 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Company's Supervisory Board Mr. Jakub Leonkiewicz

§1

Annual General Meeting hereby grants Mr. Jakub Leonkiewicz the vote of approval for performance of his duties as a Member of the Supervisory Board for the period of 1 January 2024 – 19 November 2024.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 61 741 167 votes were cast in favour of the resolution,
- 1 304 296 votes against,
- 36 725 votes abstentions,



Resolution No. 15 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Company's Supervisory Board Mr. Łukasz Baszczyński

§1

Annual General Meeting hereby grants Mr. Łukasz Baszczyński the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2024 – 19 November 2024.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 61 741 167 votes were cast in favour of the resolution,
- 1 304 296 votes against,
- 36 725 votes abstentions,



Resolution No. 16 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Company's Supervisory Board Mr. Bartosz Zabłocki

§1

Annual General Meeting hereby grants Mr. Bartosz Zabłocki the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2024 - 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 61 741 167 votes were cast in favour of the resolution,
- 1 304 296 votes against,
- 36 725 votes abstentions,



Resolution No. 17 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Company's Supervisory Board Mr. Grzegorz Grabowicz

§1

Annual General Meeting hereby grants Mr. Grzegorz Grabowicz the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2024 – 31 December 2024.

82

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 61 741 167 votes were cast in favour of the resolution,
- 1 304 296 votes against,
- 36 725 votes abstentions,



Resolution No. 18 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Company's Supervisory Board Mrs. Katarzyna Dąbrowska

§1

Annual General Meeting hereby grants Mrs. Katarzyna Dąbrowska the vote of approval for performance of her duties as the Member of the Supervisory Board for the period of 20 November 2024 – 31 December 2024.

82

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 61 741 167 votes were cast in favour of the resolution,
- 1 304 296 votes against,
- 36 725 votes abstentions,



Resolution No. 19 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on granting the vote of approval for the Member of the Company's Supervisory Board Mrs. Ewa Stefaniak

§1

Annual General Meeting hereby grants Mrs. Ewa Stefaniak the vote of approval for performance of her duties as the Member of the Supervisory Board for the period of 20 November 2024 – 31 December 2024.

82

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 61 741 167 votes were cast in favour of the resolution,
- 1 304 296 votes against,
- 36 725 votes abstentions,



Resolution No. 20 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

concerning expressing an opinion on the Remuneration Report for 2024

§1

Annual General Meeting hereby gives a positive opinion on the Remuneration Report for 2024 prepared by the Supervisory Board of the Company.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 55 440 405 votes were cast in favour of the resolution,
- 7 631 796 votes against,
- 9 987 votes abstentions,



Resolution No. 21 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on appointment of Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board

§1

Pursuant to § 15 (2) of the Articles of Association, the Annual General Meeting determines the number of members of the Supervisory Board for the term of office from 20 November 2024 to the end of 20 November 2027 to be no more than 6 members.

§2

The Annual General Meeting, pursuant to § 15 section 3 (c) of the Company's Articles of Association, having considered the Company's preliminary assessment of suitability with regard to the candidate's fulfilment of the requirements referred to in the Regulation of the Minister of Finance of 24 September 2024 on detailed technical and organisational conditions for investment firms, state-owned banks conducting brokerage activities, banks referred to in Article 70(2) of the Act on trading in financial instruments, and custodian banks, and with the candidate's CV, confirms the candidate's suitability to serve as a Member of the Supervisory Board, in accordance with the requirements of the aforementioned Regulation and appoints Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board for the period of the joint term of office of the Supervisory Board that commenced on 20 November 2024 and will last until the end of 20 November 2027.

§3

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 039 011 votes were cast in favour of the resolution,
- 33 190 votes against,
- 9 987 votes abstentions,



Resolution No. 22 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on assessment of the suitability of Mr. Jakub Wojciech Zabłocki and the collective suitability of the Supervisory Board

§1

In connection with the changes made by the Ordinary General Meeting of Shareholders to the composition of the Supervisory Board, in the preceding resolution, after reviewing the preliminary assessment of suitability presented by the Company with regard to the assessment of Mr. Jakub Wojciech Zabłocki's fulfilment of the requirements referred to in the Regulation of the Minister of Finance of 24 September 2024 on the detailed technical and organisational conditions for investment firms, state-owned banks conducting brokerage activities, banks referred to in Article 70(2) of the Act on Trading in Financial Instruments, and custodian banks, trust banks, as well as the collective suitability of the Supervisory Board, it is hereby declared that Mr. Jakub Wojciech Zabłocki is suitable to fulfil his role

in accordance with the requirements of the aforementioned Regulation, and it is hereby declared that the Supervisory Board is collectively suitable to fulfil its role in accordance with the requirements of the aforementioned Regulation.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 63 082 188 votes were cast in favour of the resolution,
- there were no votes against,
- there were no abstentions,



Resolution No. 23 of the Annual General Meeting of XTB S.A. with its registered office in Warsaw dated 14 May 2025

on establishment of the rules for remunerating Members of the Supervisory Board

§1

- 1. The Ordinary General Meeting of Shareholders determines the rules for remunerating the Supervisory Board, subject to paragraph 3 below, as follows:
 - a) The Chairman of the Supervisory Board is entitled to a monthly remuneration of PLN 10,000.00 (in words: ten thousand zlotys) gross;
 - b) other Members of the Supervisory Board are entitled to a monthly remuneration of PLN 6,000.00 (in words: six thousand zlotys) gross.
- 2. The remuneration indicated in paragraph 1 above shall be paid in arrears for each month of service on the Supervisory Board in a given year.
- 3. Mr Jakub Wojciech Zabłocki shall not receive remuneration for serving as a member of the Supervisory Board.

§2

The Resolution shall come into force on the day it has been passed.

At the close of voting, the opening speaker of the meeting announced that, on the vote of the 63 082 188 shares represented at the meeting, representing 53.65% of the share capital, a total of 63 082 188 valid votes were cast, with:

- 62 202 788 votes were cast in favour of the resolution,
- 869 413 votes against,
- 9 987 votes abstentions,