

DISCLAIMER

This English language translation of the Polish version of Current Report No. 22 dated 19th May 2025 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.

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

NOT FOR RELEASE, PUBLICATION, OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO 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 19 May 2025, 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 ("ABB") 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, and in the United States of America to Qualified Institutional Buyers as defined in and pursuant to Rule 144A under the U.S. Securities Act of 1933, as amended, will begin.

The ABB process will be directed 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 purpose of the ABB will be the sale by the Shareholder of approximately 9,405,540 dematerialised ordinary bearer shares in the Company constituting approximately 8.00% of the shares in the Company's share capital and representing approximately 8.00% 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 42,067,329 shares in the Company, representing approximately 35.78% of the shares in the Company's share capital and approximately 35.78% 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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This material (and the information therein) does not contain or constitute or form part of any offer or invitation, or any solicitation or recommendation of an offer, for securities, and under no circumstances shall it form the basis of a decision on whether or not to invest in the securities of the Company.



Legal basis

Article 17 paragraph 1 MAR – inside information.