



## **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**

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## **CURRENT REPORT NO. 37/2024**

Warsaw, 19 November 2024

# **Appointment of the Supervisory Board for a new term of office**

The Management Board of XTB S.A. (the "Company", "XTB") announces that on 19 November 2024 the Extraordinary General Meeting of the Company appointed the following persons as members of the Supervisory Board for a common term of office from 20 November 2024 until the end of 20 November 2027: Ms. Ewa Stefaniak, Ms. Katarzyna Dąbrowska, Mr. Bartosz Zabłocki and Mr. Grzegorz Grabowicz. Furthermore, the Company announces that also today, i.e. on 19 November 2024, the Company has received a declaration from Mr. Jakub Zabłocki, according to which Mr. Jakub Zabłocki, exercising the power provided for in Article 15.3(a) of the Articles of Association of the Company, has appointed Mr. Jan Byrski as the Chairman of the Supervisory Board for a common term of office of the Supervisory Board from 20 November 2024 until the end of 20 November 2027.

Below, the Company provides information about the education, skills and positions previously held and a description of the professional career of the named executive officers.

### **Mr. Jan Byrski**

He specializes in the law of financial innovation (FinTech), including in the payment, banking and insurance markets, in legal aspects of information protection (personal data, professional secrets, business secrets), IT and TMT, as well as in conducting proceedings before the President of the National Bank of Poland, the Chairman of the Polish Financial Supervision Authority (KNF) and the President of UODO and in proceedings before administrative courts. He advises companies and financial institutions on the Polish and international markets.

He is a legal expert of the Polish Insurance Union (PIU) and the Foundation for the Development of Non-Cash Transactions (FROB). He is a member of IAPP and SABI-IOD. Vice-Chairman of the PIIT FinTech

Committee. Member of UKNF working groups on the development of financial innovation (FinTech) and MC working groups, including distributed registries and blockchain. Participated in parliamentary work on the adaption of Polish law to the PSD 2 Directive, the Interchange Fee Regulation (IF Reg), RODO and numerous amendments to the Personal Data Protection Act and the Payment Services Act. Speaker at conferences, seminars and trainings in Poland and abroad. Member of the Advisory Board of the monthly magazine IT in Administration.

Author and co-author of numerous academic and popular publications, including the monograph "Legally Protected Secrecy in Banking Activities" (C.H. Beck 2010), which was awarded the first prize by the National Bank of Poland in the Scientiae Legis Excellentia competition for the best doctoral thesis in economic law, and the post-doctoral thesis "Outsourcing in the Activities of Payment Service Providers" (C.H. Beck 2018). Individual recommendations in Chambers & Partners Europe 2020 2021 Banking & Finance: Regulatory Poland, FinTech Legal Poland 2020 and 2021 and Legal 500 EMEA Poland 2020 and 2021 in the category: Data Protection and Privacy.

University Professor at the Institute of Law at the Cracow University of Economics. Graduate of the Faculty of Law at the Jagiellonian University. Participant in the German Law School of the Jagiellonian University and the Universities of Heidelberg and Mainz, as well as the Austrian Law School of the Jagiellonian University and the University of Vienna. Scholarship from the Foundation for Polish-German Cooperation at the Ruhr University of Bochum. Scholarships at the Ernst-Moritz-Arndt University of Greifswald, the Johann Gutenberg University of Mainz and the Max Planck Institute for Intellectual Property and Competition Law.

Member of the Supervisory Board of XTB in the previous term of office who meets the independence criteria set out in Article 20 (2) of the Articles of Association.

According to the declaration submitted, the aforementioned supervisor does not carry out any activity in competition with the Company in any form, nor does he 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, or as member of a body of any other competing legal person and is not entered in the Register of Insolvent Debtors, maintained pursuant to the Act on the National Court Register.

### **Ms. Katarzyna Dąbrowska**

She started her career in 2003 in the audit department of Deloitte. From 2005 to 2015, she worked for 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 her achievements by the industry's daily newspapers - she has twice received the Parkiet – Golden Portfolio award – in 2014 and 2012, as well as the Fund of the Year title from Puls Biznesu in 2012 and 2009. She currently manages a venture capital fund – Inventures. She is a member of the Supervisory Board 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 from the Poznan University of Economics in 2004 with a Master's degree in Management and Marketing, specializing in capital investment and corporate financial strategies.

According to the submitted declaration, Katarzyna Dąbrowska does not engage in any form of competitive activity with the Company, nor does she participate in a competitive company as a partner in another competitive legal entity as a member of its body, nor is she registered 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 Dabrowska meets the requirements for members of the Audit Committee set out in the Act of 11 May, 2017 on Auditors, Audit Firms and Public Supervision, as well as the requirements regarding 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.

**Ms. Ewa Stefaniak**

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

In 1991 - 1995 she held the position of Chief Accountant in the following companies: Kontrakt 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 in ING Investment Management (Poland) S.A. as a Chief Accountant/Portfolio Controller. From September 2006 to October 2019 she worked in X-Trade Brokers Dom Maklerski S.A. (now XTB S.A.) as Chief Accountant. From 2008 to 2015 she was a member of the Management Board of XTB S.A.

According to the declaration submitted, Ewa Stefaniak does not carry out any activity in competition with the Company in any form, nor does she participate in a competitive company as a partner in a civil partnership, a partnership or as a member of the management body of a capital company, nor does she participate in any other competitive legal entity as a member of its body, nor is she registered in the Register of Insolvent Debtors, kept pursuant to the Act on the National Court Register.

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

**Mr. Grzegorz Grabowicz**

He has been a member of the Management Board and Chief Financial Officer of Mabion S.A. since January 2019. He gained his knowledge and experience in management through a series of jobs: from 1998 to 2003 he worked in the audit department of Deloitte, in 2003 he was the Financial Controller of BFF Polska S.A. (formerly Magellan S.A.), from 2004 to 2017 he was the CFO of BFF Polska S.A. (formerly Magellan S.A.) and Vice President of the Management Board of BFF Polska S.A. From 2004 to 2017 he was CFO of BFF Polska S.A. and Vice President of the Management Board of BFF Polska S.A. From 2010 to 2013 he was President of the Management Board of MEDFinance S.A. From 2007 to 2017 he was a member of the Supervisory Board of Magellan Czech Republic and Magellan Slovakia. From 2013 to 2017 he was the Chairman of the Supervisory Board of MEDFinance S.A. From 2014 to October 2018 Mr. Grzegorz Grabowicz was a member of the Supervisory Board of Skarbiec Holding S.A.. From October 2017 to August 2020 he was a member of the Supervisory Board of Develia S.A. (formerly LC Corp S.A.) and from June 2018 to May 2019 he was a member of the Supervisory Board of Medicalgorithmics S.A.. Since May 2020, he has been a member of the Supervisory Board of PRAGMAGO S.A.

In 1998 he graduated from the Faculty of Management and Marketing at the University of Lodz, specialising in accounting and obtained the title of Master of Management and Marketing. In 2010 he

completed a programme organized by Nottingham Trent University and WSB at the University of Poznan, obtaining an EMBA (Executive Master of Business Administration) degree. Mr. Grzegorz Grabowicz is also a qualified auditor.

A member of the Supervisory Board of XTB from the previous term of office who meets the independence criteria set out in Article 20 (2) of the Articles of Association.

**Mr. Bartosz Zabłocki**

He began his career in 2002 at Contract Administration sp z o.o., where he held the position of brand protection specialist until 2007. Since 2005, he has been a partner in Kancelaria Prawna P. Grzelka & Wspólnicy sp. k. Since 2006, Bartosz Zablocki has also been running his own business: 'Globetroter Bartosz Zablocki'. He has been a member of the Management Board of Kamienica sp. z o.o. since March 2021.

Graduate of the Faculty of Law and Administration of the University of Lodz.

Member of the Supervisory Board of XTB from the previous term of office who does not meet the independence criteria set out in Article 20 (2) of the Articles of Association.

Following the appointment of the above person, the composition of the XTB Supervisory Board for the new term is as follows:

- |                       |   |                                    |
|-----------------------|---|------------------------------------|
| • Jan Byrski          | – | Chairman of the Supervisory Board, |
| • Ewa Stefaniak       | – | Member of the Supervisory Board,   |
| • Katarzyna Dąbrowska | – | Member of the Supervisory Board,   |
| • Bartosz Zabłocki    | – | Member of the Supervisory Board,   |
| • Grzegorz Grabowicz  | – | Member of the Supervisory Board.   |

Legal basis:

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