



Re: item 13 of the agenda:

**Resolution No. .../2026
of the Ordinary General Meeting of
XTB Spółka Akcyjna
(draft)
of 8 May 2026**

**on authorising the Management Board to acquire treasury shares and on the establishment
of a reserve capital for the acquisition of the Company's treasury 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 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, on the terms set out in this Resolution, within the incentive program for employees having a material impact on the Company's risk profile ("MRT Incentive Program") for the purposes of settlement of the year 2025.

§2

Own Shares will be acquired under the MRT Incentive Plan in accordance with the following rules:

1. The Company may acquire no more than 80 000 (in words: eighty thousand) Own Shares, namely Own Shares representing no more than 0,06805 % 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 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 50.00 (in words: PLN fifty) per one Own Shares and must not be higher than PLN 140.00 (in words: PLN one hundred and forty) per one Own Share, whereas if Own Shares are acquired under the MRT 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 MRT Incentive Plan plus the costs of acquiring the same will not exceed PLN 11,200,000.00 (in words: PLN eleven million two hundred thousand);
5. The authorisation for the Company’s Management Board to acquire Own Shares will remain valid until 30 September 2026, 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 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 MRT Incentive Plan, pursuant to the provisions of Article 362 § 2.3 in conjunction with Article 348 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders decides to create a reserve to finance the Company's acquisition of Own Shares under the MRT Incentive Plan.
2. For the purpose of the reserve referred to in the preceding sentence, the amount of PLN 11,200,000.00 (in words: PLN even million two hundred 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 MRT 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 Ordinary 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 MRT 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 Ordinary General Meeting of Shareholders to adopt a separate resolution.

§4

In order for the Company to acquire Own Shares under the MRT Incentive Plan in order to issue the same to Eligible Persons, the Ordinary 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 MRT 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.

Statement of Reasons for the Draft Resolution:

1. The agenda of the Ordinary 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 MRT Incentive Plan for the settlement of the year 2025. The repurchase of Own Shares will not result in dilution of shareholders, as the acquired shares will subsequently be transferred to the Eligible Persons.
3. 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.
4. 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 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.