



.....  
(city and date)

**FORM ALLOWING TO EXERCISE A VOTING RIGHT BY A PROXY**

The Form concerns exercising a voting right by a Proxy at the Ordinary General Meeting of XTBS.A. with its registered office in Warsaw, convened on May 8<sup>th</sup>, 2026 at 11:30 a.m. at the Company's registered office in Warsaw at ul. Prosta 67.

**Shareholder's data\*:**

**A. Natural person:**

Name and Surname:			
ID series and number			
E-mail:		Phone:	

**B. Legal person or an organizational unit with legal capacity but without legal personality:**

Name:			
Address:			
Registration Court, Unit:			
KRS No.:			
REGON:			
NIP:			
Share capital:			
Foreign entity's details: (to be filled out when a POA is granted by a foreign entity)			
E-mail:		Phone:	

\*(point A or B to be filled out depending on who the Shareholder is)

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**Proxy's details\*\*:**

**A. Natural person:**

Name and Surname:			
ID series and number			
E-mail:		Phone:	

**C. Legal person or an organizational unit with legal capacity but without legal personality:**

Name:			
Address:			
Registration Court, Unit:			
KRS No.:			
REGON:			
NIP:			
Share capital:			
Foreign entity's details: (to be filled out when a POA is granted to a foreign entity)			
E-mail:		Phone:	

\*\* (point A or B to be filled out depending on who acts as a Proxy)

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**GUIDELINES ON GIVING A VOTE BY A PROXY**

**Re: item 2 of the agenda**

**Resolution No. .../2026  
of the Ordinary General Meeting of  
XTB Spółka Akcyjna  
dated 8 May 2026  
(draft)  
on the election of the Chair of the Ordinary General Meeting of  
XTB S.A.**

§ 1

The Ordinary General Meeting appoints ..... as the Chair of the Meeting.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: item 4 of the agenda**

**Resolution No. ..../2026  
of the Ordinary General Meeting  
of XTBS.A. with its registered office in Warsaw  
dated 8 May 2026  
(draft)  
on adopting the agenda**

§1

Annual General Meeting adopts the following agenda of the meeting:

- 1) Opening of the Ordinary General Meeting;
- 2) Election of the Chair of the Ordinary General Meeting;
- 3) Confirmation that the Ordinary General Meeting has been duly convened and has the capacity to adopt resolutions;
- 4) Adoption of the agenda,
- 5) Review and approval of the Management Board's Report on the activities of the XTB Capital Group and of XTBS.A. for the financial year 2025;
- 6) Adoption of a resolution on the approval of the separate financial statements of XTBS.A. for the financial year 2025;
- 7) Adoption of a resolution on the approval of the consolidated financial statements of XTB Capital Group for the financial year 2025;
- 8) Adoption of a resolution on the distribution of profit, determination of the dividend record date and the dividend payment date;
- 9) Adoption of resolutions on granting discharge to the members of the Management Board of the Company in respect of the performance of their duties in the financial year 2025;
- 10) Review and approval of the Report on the activities of the Supervisory Board of the Company for the financial year 2025;
- 11) Adoption of resolutions on granting discharge to the members of the Supervisory Board of the Company in respect of the performance of their duties in the financial year 2025;
- 12) Adoption of a resolution on expressing an opinion on the Remuneration Report for the financial year 2025;
- 13) Adoption of a resolution 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;
- 14) Adoption of a resolution on establishing a new incentive programme for the Company's top employees, its branches and subsidiaries;

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- 15) Adoption of a resolution on amending the Policy of Granting Fixed Remuneration to Members of the Management Board and Members of the Supervisory Board and the Policy of Granting Variable Remuneration, as well as repealing the Rules of the Incentive Scheme for persons having a material impact on the risk profile of XTB;
- 16) Adoption of a resolution regarding amendments to the Articles of Association of the Company;
- 17) Closing of the Ordinary General Meeting.

§2

The Resolution shall enter into force upon its adoption

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: item 5 of the agenda**

**Resolution No. ..../2026  
of the Ordinary General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 8 May 2026  
(draft)**

**on the review and approval of the Management Board's Report on the activities of the XTB Capital Group and of XTB S.A. for the financial year 2025**

**§1**

The Ordinary General Meeting of Shareholders, having considered the Management Board's Report on the activities of the XTB Capital Group and of XTB S.A. for the financial year 2025, whose integral parts include the Sustainability Report of the XTB S.A. Capital Group for the financial year 2025, hereby approves the Management Board's Report on the activities of the XTB Capital Group and of XTB S.A. for the financial year 2025, whose integral parts include the Sustainability Report of the XTB S.A. Capital Group for the financial year 2025.

**§2**

The Resolution shall enter into force upon its adoption

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: item 6 of the agenda**

**Resolution No. ..../2026  
of the Ordinary General Meeting  
of XTBS.A. with its registered office in Warsaw  
dated 8 May 2026  
(draft)**

**on the approval of the separate financial statements of XTBS.A. for the financial year 2025**

§1

XTBS.A. for the financial year 2025, hereby approves the Company's separate financial statements for the financial year 2025, prepared in accordance with the International Financial Reporting Standards, comprising:

- the statement of comprehensive income for the period from 1 January 2025 to 31 December 2025, showing a net profit of PLN 638,894,000,
- the statement of financial position as at 31 December 2025, showing total assets and liabilities of PLN 8,733,280,000;
- the statement of changes in equity for the financial year from 1 January 2025 to 31 December 2025, showing a decrease in equity of PLN 2,168,000;
- the statement of cash flows for the period from 1 January 2025 to 31 December 2025, showing an increase in cash and cash equivalents of PLN 368,623,000;
- notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

§2

The Resolution shall enter into force upon its adoption

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: item 7 of the agenda**

**Resolution No. ..../2026  
of the Ordinary General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 8 May 2026  
(draft)**

**On the approval of the consolidated financial statements of XTB Capital Group for the financial year  
2025**

§1

The Ordinary General Meeting of Shareholders, having reviewed the consolidated financial statements of XTB Capital Group for the financial year 2025, hereby approves the XTB Capital Group's consolidated financial statements for the financial year 2025, prepared in accordance with the International Financial Reporting Standards, comprising:

- the statement of comprehensive income for the period from 1 January 2025 to 31 December 2025, showing a net profit of PLN 644,199,000,
- the statement of financial position as at 31 December 2025, showing total assets and liabilities of PLN 9,086,667,000,
- the statement of changes in equity for the financial year from 1 January 2025 to 31 December 2025, showing a decrease in equity of PLN 3,144,000,
- the statement of cash flows for the period from 1 January 2025 to 31 December 2025, showing an increase in cash and cash equivalents of PLN 374,201,000,
- notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

§2

The Resolution shall enter into force upon its adoption

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: item 8 of the agenda**

**Resolution No. ..../2026  
of the Ordinary General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 8 May 2026**

(draft)

**on the distribution of profit, determination of the dividend record date and the dividend payment date**

§1

1. The Ordinary General Meeting of Shareholders hereby resolves to distribute a dividend in the total amount of PLN 478,506,851.57 (four hundred and seventy-eight million five hundred and six thousand eight hundred and fifty-one zlotys and fifty-seven grosz), i.e. PLN 4.07 (four zlotys and seven grosz) per share, out of the Company's net profit for the financial year 2025, which amounted to PLN 638,894,000.32 (six hundred and thirty-eight million eight hundred and ninety-four thousand zlotys and thirty-two grosz). The remaining portion of the profit, in the amount of PLN 160,387,148.75 (one hundred and sixty million three hundred and eighty-seven thousand one hundred and forty-eight zlotys and seventy-five grosz), shall be retained by the Ordinary General Meeting of Shareholders at the Company's disposal and allocated to reserve capital.
2. 15 June 2026 is hereby determined as the date for establishing the list of shareholders entitled to the dividend (the dividend record date).
3. The dividend shall be paid on 24 June 2026 (the dividend payment date).
4. The dividend shall cover all shares issued by the Company.

§2

The Resolution shall enter into force upon its adoption

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: item 9 of the agenda**

**Resolution No. ..../2026  
of the Ordinary General Meeting  
of XTBS.A. with its registered office in Warsaw  
dated 8 May 2026  
(draft)**

**on granting discharge to the President of the Management Board of the Company, Mr Omar Arnaout**

**§1**

The Ordinary General Meeting of Shareholders hereby grants Mr Omar Arnaout discharge in respect of the performance of his duties as President of the Management Board for the period from 1 January 2025 to 31 December 2025.

**§2**

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Resolution No. ..../2026  
of the Annual General Meeting  
of XT B S.A. with its registered office in Warsaw  
dated 8 May 2026  
(draft)**

**on granting discharge to the Member of the Management Board of the Company, Mr Paweł Szejko**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Paweł Szejko discharge in respect of the performance of his duties as Member of the Management Board for the period from 1 January 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Resolution No. .../2025  
of the Annual General Meeting  
of XT B S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)  
on granting discharge to the Member of the Management Board of the Company,  
Mr Filip Kaczmarzyk**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Filip Kaczmarzyk discharge in respect of the performance of his duties as Member of the Management Board for the period from 1 January 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Resolution No. ..../2025  
of the Annual General Meeting  
of XT B S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)**

**on granting discharge to the Member of the Management Board of the Company, Mr Jakub Kubacki**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Jakub Kubacki discharge in respect of the performance of his duties as Member of the Management Board for the period from 1 January 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Resolution No. ..../2025  
of the Annual General Meeting  
of XTB S.A. with its registered office in Warsaw  
dated 14 May 2025  
(draft)  
on granting discharge to the Member of the Management Board of the Company,  
Mr Andrzej Przybylski**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Andrzej Przybylski discharge in respect of the performance of his duties as Member of the Management Board for the period from 1 January 2025 to 1 July 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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

**on granting discharge to the Member of the Management Board of the Company, Mr Bartosz Osiński**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Bartosz Osiński discharge in respect of the performance of his duties as Member of the Management Board for the period from 1 December 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: Item 10 of the agenda**

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

**on the review and approval of the Report on the activities of the Supervisory Board of the Company  
for the financial year 2025**

§1

The Ordinary General Meeting of Shareholders, having reviewed the Supervisory Board's Report on its activities in the financial year 2025, hereby approves the Report on the activities of the Supervisory Board of XTB S.A. for the financial year 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: Item 11 of the agenda**

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

**on granting discharge to the Chair of the Supervisory Board of the Company, Mr Jan Byrski**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Jan Byrski discharge in respect of the performance of his duties as Chair of the Supervisory Board for the period from 1 January 2025 to 15 January 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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

**on granting discharge to the Chair of the Supervisory Board of the Company,  
Mr Aleksander Chłopecki**

**§1**

The Ordinary General Meeting of Shareholders hereby grants Mr Aleksander Chłopecki discharge in respect of the performance of his duties as Chair of the Supervisory Board for the period from 16 January 2025 to 31 December 2025.

**§2**

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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

**on granting discharge to the Member of the Supervisory Board of the Company, Mr Bartosz Zabłocki**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Bartosz Zabłocki discharge in respect of the performance of his duties as Member of the Supervisory Board for the period from 1 January 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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

**on granting discharge to the Member of the Supervisory Board of the Company,  
Mr Grzegorz Grabowicz**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Grzegorz Grabowicz discharge in respect of the performance of his duties as Member of the Supervisory Board for the period from 1 January 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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

**on granting discharge to the Member of the Supervisory Board of the Company,  
Ms Katarzyna Dąbrowska**

§1

The Ordinary General Meeting of Shareholders hereby grants Ms Katarzyna Dąbrowska discharge in respect of the performance of her duties as Member of the Supervisory Board for the period from 1 January 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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

**on granting discharge to the Member of the Supervisory Board of the Company, Ms Ewa Stefaniak**

§1

The Ordinary General Meeting of Shareholders hereby grants Ms Ewa Stefaniak discharge in respect of the performance of her duties as Member of the Supervisory Board for the period from 1 January 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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

**on granting discharge to the Member of the Supervisory Board of the Company, Mr Jakub Zabłocki**

§1

The Ordinary General Meeting of Shareholders hereby grants Mr Jakub Zabłocki discharge in respect of the performance of his duties as Member of the Supervisory Board for the period from 14 May 2025 to 31 December 2025.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Ad. 12 of the agenda**

**Resolution No. .../2026  
of the Ordinary General Meeting of  
XTB Spółka Akcyjna  
(draft)  
of 8 May 2026  
on expressing an opinion on the Remuneration Report for the financial year 2025**

§1

The Ordinary General Meeting of Shareholders hereby issues a positive opinion on the Remuneration Report for the financial year 2025, prepared by the Supervisory Board of the Company.

§2

The Resolution shall enter into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Ad. 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 Warsaw 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

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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 eleven 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

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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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: Item 14 of the agenda**

**Resolution No. .../2026  
of the Ordinary General Meeting of  
XTB Spółka Akcyjna  
(draft)  
of 8 May 2026  
on establishing an incentive programme for the top employees of the Company,  
its branches and its subsidiaries**

§1

1. The Ordinary General Meeting of Shareholders hereby establishes an incentive programme for the top-performing employees of the Company, its branches and the top-performing employees of its subsidiaries (the "Incentive Scheme").
2. The Incentive Scheme provides for the grant of an additional bonus in the form of the Company's treasury shares for the benefit of 25% of employees who achieve the highest average annual performance rating. The condition for granting the bonus is that the Company achieves a minimum threshold of its consolidated net profit target, set at 70%. In the case of employees of branches and subsidiaries, the relevant branch or subsidiary must achieve a target attainment ratio of at least 70%.
3. The Company's treasury shares granted under the Incentive Scheme shall be transferred to employees in three consecutive years from the date of their grant. The condition for receiving subsequent tranches of shares by an eligible person shall be the continuation of employment with the Company, its branch or its subsidiary.
4. The Company shall acquire treasury shares for the purposes of the Incentive Scheme in subsequent years. The acquisition of treasury shares shall be permissible subject to the Company obtaining prior authorisation from the Polish Financial Supervision Authority, as referred to in Articles 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 amending Regulation (EU) No 648/2012, covering such acquisition of treasury shares, for which the Company shall apply each year for which it intends to grant treasury shares to its employees. The acquisition of treasury shares shall also require an authorisation for the acquisition of treasury shares by the Company adopted by the General Meeting of Shareholders, which shall each time cover the specific year for which the Company intends to grant shares to eligible employees.
5. The Incentive Scheme is established in accordance with Article 24(11) and (11b) of the Personal Income Tax Act of 26 July 1991.
6. The Incentive Scheme shall operate alongside the MRT Incentive Scheme, established pursuant to Article 110v of the Act of 29 July 2005 on Trading in Financial Instruments for persons having a material

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impact on the Company's risk profile. The rules of the MRT Incentive Scheme are set out in a separate resolution.

§2

The Ordinary General Meeting of Shareholders hereby authorises the Management Board of the Company to determine the detailed rules of the Incentive Scheme for the top employees of the Company, its branches and subsidiaries, including, in particular, the adoption of detailed regulations of the Incentive Scheme specifying, inter alia, the rules for employee evaluation and the method of transferring shares.

§ 3

This resolution shall enter into force on the date of its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re: Item 15 of the agenda**

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

**on amending the Policy of Granting Fixed Remuneration and the Policy of Granting Variable Remuneration, as well as repealing the Rules of the Incentive Scheme for persons having a material impact on the risk profile of XTB**

§1

The Ordinary General Meeting hereby resolves to amend the Policy of Granting Fixed Remuneration to members of the Management Board and the Supervisory Board applicable in the Company, in accordance with Appendix 1 to this Resolution.

§2

The Ordinary General Meeting hereby resolves to amend the Policy of Granting Variable Remuneration in XTB S.A., applicable in the Company, in accordance with Appendix 2 to this Resolution.

§ 3

The Ordinary General Meeting hereby resolves to repeal the Rules of the Incentive Scheme for persons having a material impact on the risk profile of XTB S.A., dated 12 April 2024.

§4

This resolution shall enter into force on the date of its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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**Re. item 16 of the agenda**

**Resolution No. .../2026  
of the Ordinary General Meeting of  
XTB Spółka Akcyjna  
(draft)  
of 8 May 2026  
regarding amendments to the Articles of Association of the Company**

§ 1

1. The Ordinary General Meeting of Shareholders, acting pursuant to Article 430 §1 of the Commercial Companies Code, hereby resolves to amend the Company's Articles of Association in such a way that § 22 of the Company's Articles of Association, which currently reads as follows:  
"The General Meeting shall be valid regardless of the number of shares represented thereat, provided that, in order for the General Meeting to adopt a resolution regarding an amendment to the Articles of Association within the scope of § 15 sections 3, 4, 5 and 6, the presence of shareholders representing at least 2/3 of the total number of votes at the General Meeting shall be required."  
shall be replaced with the following wording:  
"Subject to the cases specified in mandatory provisions of law, the General Meeting shall be valid regardless of the number of shares represented thereat."
2. The Ordinary General Meeting of Shareholders, acting pursuant to Article 430 §5 of the Commercial Companies Code, hereby authorizes the Supervisory Board to adopt the consolidated text of the Company's Articles of Association reflecting the amendments resulting from this resolution.

§ 2

This resolution shall enter into force upon its adoption; however, the amendment to the Company's Articles of Association referred to in § 1 of this resolution shall become effective upon its registration in the register of entrepreneurs of the National Court Register.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain from voting	<input type="checkbox"/> At Proxy's sole discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

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