

**Resolution No. _/2026 of the Annual General Meeting of XTB S.A. dated 8 May 2026 [draft]
regarding amendments to the Articles of Association of XTB S.A.**

§ 1

1. The Annual 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 Annual 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.

Justification for the draft resolution:

The proposed amendment to the Company's Articles of Association is aimed at rationalising and adjusting the quorum requirements for the General Meeting of Shareholders to the Company's current shareholder structure. This amendment constitutes a necessary and logically justified step in the implementation of the Shareholder's long-term ownership strategy, focused on ensuring a durable, stable, and efficient corporate governance structure of the Company.

The current wording of § 22 of the Company's Articles of Association provides for a qualified quorum requirement, i.e. the presence of shareholders representing at least 2/3 of the total number of votes at the General Meeting, in the case of resolutions concerning amendments to the Articles of Association within the scope of § 15 sections 3, 4, 5 and 6. In other cases, the General Meeting



is valid regardless of the number of shares represented thereat, unless mandatory provisions of law provide otherwise.

The provisions of § 15 sections 3, 4, 5 and 6 of the Articles of Association regulate the personal rights of Mr Jakub Zabłocki, the founder of the Company and the person controlling the Shareholder. In particular, § 15 section 3(a) of the Articles of Association grants Mr Jakub Zabłocki—so long as he holds (together with entities controlled by him within the meaning of the Accounting Act of 29 September 1994) shares representing at least 33% of the total number of votes—the right to appoint and dismiss one member of the Supervisory Board of the Company acting as the Chairperson of the Supervisory Board. The remaining sections of § 15 specify the technical rules for exercising this right, including documentation requirements (section 4), the consequences of failure to exercise this right (section 5), and the consequences of falling below the 33% threshold of total voting rights (section 6).

The proposed new wording of § 22 of the Articles of Association eliminates the qualified quorum requirement, leaving only those cases expressly required under mandatory provisions of law.