



**Draft resolutions to be considered by the  
Ordinary General Meeting of XTB S.A.  
convened on 8 May 2026**

*Update in connection with current reports No. 9/2026 on the update of a draft resolution for the Ordinary General Meeting of XTB S.A. and No. 10/2026 on the extension of the agenda of the Ordinary General Meeting of XTB S.A. at the request of a Shareholder.*

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**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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 409 § 1 of the Polish Code of Commercial Companies and Partnerships ("KSH") and § 9 of the Rules of Procedure of the General Meeting of XTB S.A., the proceedings of the General Meeting shall be presided over by the Chair elected by the shareholders from among persons entitled to participate in the General Meeting. Accordingly, the adoption of a resolution in this matter constitutes a necessary element of a duly convened and conducted General Meeting.



*re: item 4 of the agenda*

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

§ 1

The Ordinary General Meeting adopts the following agenda:

- 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 XTB S.A. for the financial year 2025;
- 6) Adoption of a resolution on the approval of the standalone financial statements of XTB S.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;
- 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) Amendment of the Company's Articles of Association;
- 17) Closing of the Ordinary General Meeting.

§ 2

The Resolution shall enter into force upon its adoption.

Statement of Reasons for the Draft Resolution:

The General Meeting conducts its proceedings in accordance with the adopted agenda. Pursuant to Article 404 § 1 of the Polish Code of Commercial Companies and Partnerships ("KSH"), no resolution may be adopted on matters not included in the agenda unless the entire share capital is represented at the General Meeting and none of those present has raised an objection to the adoption of a resolution. Accordingly, the adoption of the proposed resolution is necessary for the proper conduct of the Ordinary General Meeting.

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**re: item 5 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 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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 395 of the Polish Code of Commercial Companies and Partnerships ("KSH"), the agenda of the Ordinary General Meeting should include, inter alia, the review and approval of the Management Board's report on the Company's activities and the Management Board's report on the activities of the Company's capital group.

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**re: item 6 of the agenda**

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

**on the approval of the standalone financial statements of XTB S.A. for the financial year 2025**

§1

The Ordinary General Meeting of Shareholders, having considered the standalone financial statements of XTB S.A. for the financial year 2025, hereby approves the Company's standalone 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 thousand;
- the statement of financial position as at 31 December 2025, showing total assets and liabilities of PLN 8,733,280 thousand;
- 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 thousand;
- 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 thousand;
- 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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 395 of the Polish Code of Commercial Companies and Partnerships (“KSH”), the agenda of the Ordinary General Meeting should include the review and approval of the Company’s financial statements, as well as the consolidated financial statements of the capital group.

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**re: item 7 of the agenda**

**Resolution No. .../2026  
of the Ordinary General Meeting of  
XTB Spółka Akcyjna  
of 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 thousand;
- the statement of financial position as at 31 December 2025, showing total assets and liabilities of PLN 9,086,667 thousand;
- 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 thousand;
- 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 thousand;
- 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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 395 of the Polish Code of Commercial Companies and Partnerships (“KSH”), the agenda of the Ordinary General Meeting should include the review and approval of the Company’s financial statements, as well as the consolidated financial statements of the capital group.

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**DISCLAIMER**

This is a translation of a document originally issued in the Polish language. The Polish original should be referred to in matters of interpretation. Neither the Company nor its shareholders are responsible for translation errors, if any, or for any discrepancies between the original document and this translation into English.

*re: item 8 of the agenda*

**Resolution No. .../2026  
of the Ordinary General Meeting of  
XTB Spółka Akcyjna  
of 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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 395 of the Polish Code of Commercial Companies and Partnerships ("KSH"), the agenda of the Ordinary General Meeting should include the adoption of a resolution on the distribution of profit or the coverage of loss. The recommendation of the Supervisory Board of the Company, consistent with the earlier recommendation of the Management Board, is in line with the dividend policy of XTB which provides for recommending to the General Meeting the payment of a dividend in the range of 50–100% of the Company's standalone net profit for a given financial year, taking into account factors such as the need to maintain the right capital adequacy ratios of the Company and the capital required for the development of the Group, as well as having regard to the guidelines of the Polish Financial Supervision Authority.



*re: item 9 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 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.

**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 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.



**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 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.

**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 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.



**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 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.

**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.

Statement of Reasons for the Draft Resolutions:

Pursuant to Article 395 § 2(3) of the Polish Code of Commercial Companies and Partnerships ("KSH"), the agenda of the Ordinary General Meeting should include granting discharge to the members of the Company's governing bodies, i.e. the Management Board and the Supervisory Board, in respect of the performance of their duties in the previous financial year.



*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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 395 of the Polish Code of Commercial Companies and Partnerships ("KSH"), the agenda of the Ordinary General Meeting should include the review and approval of the Company's financial statements, the consolidated financial statements of the capital group, as well as the Management Board's reports on the Company's activities and, in the Company's view, also the Supervisory Board's report on its activities for the previous financial year.

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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.

**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.

**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.



**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.

**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.

**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.

**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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 395 § 2(3) of the Polish Code of Commercial Companies and Partnerships ("KSH"), the agenda of the Ordinary General Meeting should include granting discharge to the members of the Company's governing bodies, i.e. the Management Board and the Supervisory Board, in respect of the performance of their duties in the previous financial year.



*re: item 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.

Statement of Reasons for the Draft Resolution:

Pursuant to Article 90g of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies, the Supervisory Board of the Company shall annually prepare a Remuneration Report providing a comprehensive overview of remuneration, including all benefits, irrespective of their form, received by or due to individual members of the Management Board and the Supervisory Board in the last financial year, in accordance with the Remuneration Policy. The General Meeting shall adopt a resolution giving an opinion on the Remuneration Report. Such resolution shall have an advisory character.

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**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 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 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.

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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 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.

### Statement of Reasons for the Draft Resolution:

The Company introduces an Incentive Scheme for all its employees and the employees of its subsidiaries. The Incentive Scheme shall consist in the Company granting eligible persons the right to a bonus following the end of a given financial year and the evaluation of the participants' performance. The bonus shall be granted in the form of a specified number of shares in XTB. The number of shares granted to a given employee shall be determined in accordance with the rules set out in the regulations of the Incentive Scheme adopted by the Management Board, taking into account, inter alia, the level of the annual performance rating, the position held and the length of service with the Company.

The Company shall conclude a participation agreement with each participant in the Scheme, setting out in detail the terms and conditions of participation in the Incentive Scheme. Shares granted as part of the bonus shall be acquired by participants in three tranches. A participant shall acquire shares in each subsequent tranche upon fulfilment of the conditions set out in the Incentive Scheme, in particular after the lapse of the

relevant deferral period and provided that the participant remains in a legal relationship with the Company at the time the shares are delivered. The shares shall be delivered by way of crediting of the relevant tranche of shares to the participant's securities account. Only at that moment shall the participant become the legal owner of the shares delivered to them. As a rule, one third of the shares granted to a participant shall be delivered after the expiry of the first year following the end of the year for which the bonus was granted; a further one third after the expiry of the second year; and the final one third after the expiry of the third year. Such a structure of the Scheme, under which the vesting of rights occurs after a specified period following their grant, is consistent with market practice. This structure enables the objectives of the Scheme to be achieved to a greater extent (by rewarding actions that contribute to the long-term improvement of the Company's performance). Prior to the delivery of individual tranches of shares, the participant shall not be entitled to freely dispose of the shares. The participant shall acquire full rights to a given tranche only upon fulfilment of the conditions for its delivery, at the moment it is credited to their securities account.

The objective of the Incentive Scheme is to foster the long-term retention of participants within the Company, reward outstanding performance and enhance motivation for continued service.

The adoption of the Incentive Scheme is justified by the need to align the long-term interests of key employees with the Company's objectives and to strengthen the team's focus on the sustainable growth of the value of XTb. The Scheme constitutes an effective incentive tool that supports the implementation of strategic projects with deferred benefits, reduces the risk of short-term decision-making at the expense of development and reinforces an ownership culture, which directly translates into greater employee engagement and proactivity. As an element of the Company's employment policy, it enhances the competitiveness of the recruitment offering and increases the retention of key talent, thereby reducing turnover costs and supporting workforce stability during periods of intensive growth. The Company expects to derive benefits from the implementation of the Incentive Scheme, in particular through increased employee engagement and improved efficiency.

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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.

Statement of Reasons for the Draft Resolution:

The amendments to the aforementioned policies and rules are intended to clarify and systematise the MRT Incentive Scheme applicable in the Company. The proposed changes are also aimed at simplifying the existing regulatory framework. The Company has resolved to repeal the Rules of the Incentive Scheme for persons having a material impact on the risk profile of XTB as its provisions have been incorporated into the Policy of Granting Variable Remuneration, in order to simplify and standardise the documentation. In addition, amendments have been introduced to ensure compliance with the applicable provisions of law.

**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 XTB S.A.**

§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.

**Statement of Reasons 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 1 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.

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