DESCRIPTION OF THE REMUNERATION POLICY XTB S.A.

As of May 8, 2026

1. Purpose and scope of the remuneration policy

The remuneration system applied at XTB S.A. (the "Company") has been shaped taking into account the size of the Company, the scope and complexity of its activities, its organizational structure, and the risks associated with the Company's operations.

The remuneration system aims to support the prudent and stable management of the Company and to mitigate incentives for taking excessive risk. When determining, granting, and paying remuneration, the Company's risk profile and the impact of individual positions on the level of this risk are particularly taken into consideration.

The remuneration system covers in particular:

- fixed remuneration of Management Board members;
- fixed remuneration of Supervisory Board members;
- fixed and variable remuneration of persons whose professional activities have a material impact on the Company's risk profile;
- rules for taking risk into account when determining and granting variable remuneration;
- rules for the payment of variable remuneration in the form of shares and restrictions on the disposal of these shares;
- rules for limiting, suspending, or refusing to grant or pay variable remuneration;
- rules for remunerating persons performing control functions.

Detailed remuneration rules are specified in:

- The Policy for Granting Fixed Remuneration for Members of the Management Board and Members of the Supervisory Board at XTB S.A. dated May 8, 2026;
- The Policy for Granting Variable Remuneration at XTB S.A. for persons having a material impact on the risk profile of XTB S.A. dated May 8, 2026.

2. Basic principles of the remuneration system

The Company's remuneration system is applied in compliance with the principle of proportionality. The solutions concerning the determination, granting, and payment of remuneration are adapted to:

- the scale of the Company's operations and the scope of brokerage services provided;
- the risk profile associated with the Company's operations;
- the Company's organizational structure and the scope of responsibility of individual organizational units;
- the impact of individual positions on the level of risk associated with the Company's operations.

The remuneration policy takes into account the long-term interests of the Company, its business strategy, and its risk management strategy, and is designed to ensure that the remuneration system does not encourage risk-taking that exceeds the level acceptable to the Company.

The determination of remuneration also takes into account the principle of equal treatment and the gender neutrality of the remuneration system.

3. Remuneration of Management Board members

The remuneration of Management Board members may include fixed remuneration and variable remuneration, granted on the terms set out in the Variable Remuneration Policy.

3.1. Fixed remuneration

The fixed remuneration of Management Board members is independent of the Company's financial results and may include monetary remuneration and non-monetary benefits, excluding financial instruments granted as part of variable remuneration.

The amount of fixed remuneration for Management Board members is determined by the Supervisory Board. When determining the amount of fixed remuneration, the following are taken into account in particular:

- education, knowledge, qualifications, and professional experience;
- the nature of the function performed;
- the scope of responsibility and potential risk;
- the scope of organizational responsibility;
- the level of market remuneration in companies of a similar scale and specific nature of operations;
- the rules and levels of remuneration for other associates of the Company;
- the quantity and quality of work performed.

The fixed remuneration of Management Board members constitutes a suitably substantial proportion of total remuneration to allow the flexible application of the rules regarding variable remuneration, including its limitation, suspension, or refusal to grant or pay it.

3.2. Variable remuneration

Members of the Management Board are covered by the Variable Remuneration Policy as persons whose professional activities have a material impact on the Company's risk profile.

The decision to grant variable remuneration to Management Board members, its amount, and other significant aspects of its granting is made by the Supervisory Board, taking into account the rules set out in the Variable Remuneration Policy.

4. Remuneration of Supervisory Board members

Members of the Supervisory Board receive fixed remuneration and do not receive variable remuneration.
The amount of remuneration for Supervisory Board members is determined by the General Meeting.
Remuneration may be differentiated depending on the nature of the function performed, in particular taking into account the function of the Chairman of the Supervisory Board and the participation of a Supervisory Board member in the work of Supervisory Board committees.

5. Persons covered by the Variable Remuneration Policy

The Variable Remuneration Policy applies to persons whose professional activities have a material impact on the Company's risk profile, as indicated in the list of positions maintained by the Company.

This category includes, in particular, members of the Management Board and other persons holding positions whose scope of responsibility may have a material impact on the Company's risk profile.
The scope of persons covered by the Variable Remuneration Policy is determined taking into account the nature of their duties, the scope of their responsibility, and the impact of a given position on the Company's risk profile.

6. Remuneration of persons covered by the Variable Remuneration Policy

The remuneration of persons covered by the Variable Remuneration Policy consists of fixed remuneration and, in cases specified in the Policy, variable remuneration.

Fixed remuneration is determined individually, taking into account in particular professional experience, the scope of responsibility, and market conditions.

Fixed remuneration constitutes a suitably substantial proportion of total remuneration, so as to allow the flexible application of variable remuneration, including its limitation, suspension or refusal to grant or pay it.

The ratio of variable remuneration to fixed remuneration for Incentive Scheme participants may not exceed 300% for each participant, subject to the rules defined in the Variable Remuneration Policy.

7. Criteria for granting variable remuneration

When determining the amount of variable remuneration, the following performance outcomes are taken into account:

- the individual's performance;
- the performance of the organizational unit in which the individual performs their duties;
- the performance of the Company and the Group.

The performance assessment includes both financial and non-financial criteria.

Financial criteria include in particular:

- execution of the Company's and Group's budget at the level of consolidated net profit;
- execution of the budget of the relevant organizational unit;
- implementation of tasks bringing additional or unplanned revenues or savings, taking into account the risks associated with their implementation;
- the occurrence of losses that could objectively have been prevented.

Non-financial criteria may include in particular:

- the impact of actions on the Company's reputation;
- competencies;
- the implementation of entrusted tasks;
- the timeliness of their execution;
- actions exposing the Company to excessive or excessively concentrated risk, including ESG-related risks;
- execution of the Company's strategy in areas supervised by the given person.

The performance assessment generally takes into account data covering at least the last three financial years, considering the achievement of objectives in previous years, the economic cycle, and the risks associated with the Company's operations.

In the case of persons cooperating with the Company for less than three years, the assessment is made on the basis of data for the period from the establishment of cooperation.

8. Risk adjustment

When determining and granting variable remuneration, current and future risks, the level of risk borne, the cost of capital, and the need to maintain an appropriate level of liquidity are taken into account.

The total amount of variable remuneration granted to participants must not limit the Company's ability to maintain an adequate level of own funds.

Variable remuneration is granted taking into account the financial situation of the Company and its financial results or the results of the relevant organizational unit.

In the event of negative results or a deterioration in the Company's financial situation, variable remuneration may be reduced, suspended, or not granted.

9. Remuneration of persons performing control functions

The remuneration system for persons performing control functions is shaped in a way ensuring their independence from the results of the activities they control.

Persons performing control functions include, in particular, those responsible for internal control, compliance supervision, internal audit, and risk management.

The objectives of persons performing control functions cannot be linked to the results of the business areas they control.

When assessing the performance of persons performing control functions, the realization of objectives related to their control functions is taken into account in particular.

10. Form of variable remuneration and deferral

Variable remuneration under the Incentive Scheme is paid in the form of shares in XTB S.A., in accordance with the rules set out in the Variable Remuneration Policy.

The granting of variable remuneration in the form of shares serves to align the remuneration of persons covered by the Variable Remuneration Policy with the long-term interests of the Company and its performance.

The ability to dispose of a portion of the granted shares is subject to deferral in accordance with the rules set out in the Variable Remuneration Policy.

As a rule, the ability to dispose of 40% of the variable remuneration is deferred for a period of three years.

For a participant whose total remuneration in the previous financial year exceeded the equivalent of EUR 1,000,000, 60% of the variable remuneration is deferred for a period of three years.

The Variable Remuneration Policy provides an exception for persons whose variable remuneration does not exceed the equivalent of EUR 50,000 and, at the same time, does not exceed 25% of their remuneration.

11. Limitation, suspension, and recovery of variable remuneration

The Company may reduce, defer, or refuse to grant or pay variable remuneration in whole or in part, in particular if:

- the participant has committed a material breach of the law or internal regulations;
- the participant's actions have led to a significant financial or reputational loss for the Company;
- the participant took excessive risk inconsistent with the Company's risk profile;
- significant irregularities occurred in risk management or internal control for which the participant is responsible;
- the financial results serving as the basis for granting variable remuneration turned out to be incorrect or were significantly adjusted.

The Variable Remuneration Policy also provides for mechanisms enabling the recovery of variable remuneration already granted or paid out in cases specified in this Policy.

In the event of a sustained balance sheet loss of the Company, understood as the occurrence of a net loss for at least two consecutive years, it is possible to reduce the amount or suspend the payment of variable remuneration on the principles set out in the Variable Remuneration Policy.

12. Severance and retirement benefits

In the event of early termination of cooperation with a Management Board member, it is possible to grant severance pay under the rules set out in the Variable Remuneration Policy.

The rules for granting severance pay take into account the performance achieved by the given person and are intended to prevent rewarding bad results.

The Variable Remuneration Policy provides for limitations on granting severance pay in cases where the termination of cooperation is related in particular to a material breach of law, regulations or obligations, or to the reasons indicated in this Policy.

The Company does not operate a retirement benefits scheme covered by the Variable Remuneration Policy.

13. Bodies responsible for the remuneration system

The Company's Management Board is responsible for the development, implementation, and updating of the Variable Remuneration Policy.

The Supervisory Board, after obtaining the opinion of the Remuneration Committee, approves the Variable Remuneration Policy and oversees its implementation and execution.

The Supervisory Board reviews the Variable Remuneration Policy at least once a year.

In the case of Management Board members, the decision to grant variable remuneration is made by the Supervisory Board.

In the case of other participants in the Variable Remuneration Policy, the decision to grant variable remuneration is made by the Management Board, in accordance with the principles set out in the Policy.

14. Remuneration Committee

A Remuneration Committee functions within the Company, consisting of members of the Supervisory Board.

The Remuneration Committee supports the Management Board in preparing remuneration solutions consistent with the Variable Remuneration Policy, taking into account the long-term interests of the Company and its shareholders.

The tasks of the Remuneration Committee include, in particular, providing opinions on remuneration solutions and the Variable Remuneration Policy, as well as participating in its periodic review.

The Remuneration Committee also participates in supervising the application of rules regarding variable remuneration in accordance with the scope of competence specified in the regulations in force in the Company.

15. Review and control of the application of the remuneration policy

The application of the Variable Remuneration Policy is subject to review at least once a year.

The review includes, in particular, an assessment of the compliance of the applied rules with applicable legal provisions, the Company's business and risk profile, and adopted remuneration principles.

The results of the review are presented to the competent bodies of the Company in accordance with applicable rules.

The Supervisory Board reviews the Variable Remuneration Policy at least once a year.

16. Documents governing the remuneration system

This description should be read in conjunction with the documents governing the detailed remuneration rules at XTB S.A., in particular:

- The Policy for Granting Fixed Remuneration for Members of the Management Board and Members of the Supervisory Board at XTB S.A. dated May 8, 2026;
- The Policy for Granting Variable Remuneration at XTB S.A. for persons having a material impact on the risk profile of XTB S.A. dated May 8, 2026.

This description presents the most important rules of the remuneration system in force at the Company and does not replace the detailed provisions of the above-mentioned documents.

In the event of discrepancies between this description and the provisions of the relevant policies, the provisions of the relevant policies apply, taking into account strictly applicable legal provisions.

Documents and legal basis

This description was prepared in particular on the basis of:

- Art. 110v and Art. 110w of the Act of July 29, 2005, on Trading in Financial Instruments;
- The Regulation of the Minister of Finance of December 8, 2021, on the estimation of internal capital and liquid assets, risk management system, supervisory review and evaluation, and remuneration policy in a brokerage house and a small brokerage house;

- The Policy for Granting Fixed Remuneration for Members of the Management Board and Members of the Supervisory Board at XTB S.A. dated May 8, 2026;
- The Policy for Granting Variable Remuneration at XTB S.A. for persons having a material impact on the risk profile of XTB S.A. dated May 8, 2026.