

[Trusted signature of Karolina Irena Lang dated 02.04.2024 at 14:55:02 (GMT+2)]

**STATUTES
OF THE XTB FOUNDATION**

**Chapter I.
General provisions**

§ 1.

The XTB Foundation [*Fundacja XTB*] with the registered office in Warsaw, ul. Prosta 67, hereinafter referred to as the “Foundation”, was established by a notarial deed prepared by notary Klaudia Najgowska, in a notary’s office in Warsaw at ul. Ogrodowa 9, with register A No. 4862/2020, and operates on the basis of the Act on Foundations dated 6 April 1984 (Journal of Laws of 2018, item 1491), hereinafter referred to as the “Act on Foundations”, and these Statutes, hereinafter referred to as the “Statutes”.

§ 2.

The Foundation has a legal personality.

§ 3.

The Foundation operates in the Republic of Poland and abroad, in accordance with applicable provisions of law.

§ 4.

1. The registered office of the Foundation is situated in Warsaw.
2. For the purpose of pursuing its statutory objectives, the Foundation may form branch offices and representative offices in the Republic of Poland as well as be a member of Polish and foreign organisations, in accordance with applicable provisions of law.

§ 5.

The Foundation uses a stamp with its name and address.

§ 6.

The Foundation is supervised by the Minister of Development.

§ 7.

The Foundation may establish certificates and awards, and grant the same along with other prizes and distinctions, to natural and legal persons whose activities contribute to the pursuance of the statutory objectives of the Foundation.

Chapter II.

Objectives and rules for operation of the Foundation

§ 8.

The objectives of the Foundation are:

- a. increasing entrepreneurship and innovation, in particular in the area of new technologies and financial market;
- b. increasing economic, financial and new technology awareness and knowledge, as well as increasing trust in and respect for financial institutions;
- c. scientific and research activities and promoting solutions developed in the course of the business of the XTB group of companies, in particular in the area of new technologies and financial market;
- d. support for and organisation of all types of initiatives relating to promotion of financial institutions and new technologies;
- e. financial support, transfer of knowledge, or business advice for selected entrepreneurs;
- f. activities in the area of corporate social responsibility, sustainable development, and animal and nature protection;
- g. promoting employment and education and ensuring equal opportunities for development;
- h. initiating and supporting activity of employees of the XTB group of companies related to the statutory objectives of the Foundation, employee volunteering and any type of social, educational and sport activity;
- i. charitable and social activity, in particular aimed at equality of opportunities and assistance for the disabled and excluded.

§ 9.

The objectives of the Foundation are pursued by:

- a. financing and organising programmes, projects, conferences, meetings, social initiatives, any other activities related to the objectives of the Foundation;
- b. cooperating with external partners and media with a view to pursuing the objectives of the Foundation;
- c. conducting activities promoting the Foundation;
- d. conducting research and scientific activities;
- e. financial, organisational and technical support for non-governmental organisations and other entities or individuals whose activities correspond to the objectives of the Foundation;
- f. publishing scientific and educational as well as social publications;
- g. developing and disseminating new technology solutions;
- h. granting scholarships and scientific grants, as well as establishing awards;
- i. raising funds designated for the activities of the Foundation;
- j. providing financial and non-financial support within the scope of the established objectives of the Foundation.

§ 10.

The Foundation does not engage in business activities.

Chapter III.

Assets and income of the Foundation

§ 11.

Assets of the Foundation comprise:

- a. The founding capital in the amount specified in the notarial deed establishing the Foundation.
- b. Financial resources, movables, real properties, or property rights received or acquired by the Foundation in the course of its activity, including resources from its assets and property rights.
- c. Financial resources, movables, real properties, or property rights originating from donations, legacies, bequests, grants, and subsidies, and other gratuitous increments, including those originating from the Founder.

§ 12.

1. Resources originating from the assets of the Foundation shall be designated for the statutory activities only.
2. Resources offered to the Foundation by third parties may be designated for any statutory activities, unless otherwise specified by the person offering the resources.

Chapter IV.

Bodies of the Foundation

§ 13.

The bodies of the Foundation are:

- a. The Management Board of the Foundation.
- b. The Council of the Foundation.

§ 14.

1. The Council of the Foundation comprises from 2 to 5 members, appointed and removed by the Founder; the Founder shall also appoint the Chair, the Vice Chair, and the Secretary of the Council of the Foundation.
2. The term of office of the members of the Council of the Foundation shall be three years. Term of office other than specified above may be also determined by the Founder.
3. After the term of office, the members of the Council of the Foundation shall perform their duties until new members of the Council of the Foundation are elected by the Founder.
4. If a new member of the Council of the Foundation is appointed during a term of office, the mandate of such a member shall expire together with the mandates of the remaining members.
5. A mandate of a member of the Council of the Foundation shall expire in the event of:
 - a. a voluntary resignation from the office submitted to the Founder in the form of a written declaration of will;
 - b. a removal from the office by the Founder submitted in writing;

- c. death of the member or the member's losing the capacity to hold the office.

§ 15.

1. Meetings of the Council of the Foundation shall be held as required, but no less than once a year.
2. The Council of the Foundation makes decisions in the form of resolutions.
3. Resolutions shall be adopted by simple majority of votes in the presence of at least half of the members of the Council of the Foundation. In case of an equal number of votes, the Chair shall have a casting vote.
4. Members of the Management Board and other invited persons may participate in the meetings of the Council of the Foundation with the Chair's consent.

§ 16.

1. The Council of the Foundation is a body with the rights to initiate, supervise and opine on the activities of the Foundation. The tasks of the Council of the Foundation include, but are not limited to the following:
 - a. putting forward motions regarding the operation of the Foundation;
 - b. expressing opinions with regard to matters put forward by the Management Board of the Foundation;
 - c. supervision over and control of the activities of the Foundation;
 - d. approving annual reports on the activities of the Foundation, including financial statements;
 - e. appointing and removing members of the Management Board of the Foundation;
 - f. amending the statutes of the Foundation;
 - g. making decisions in all other matters not reserved for the competences of other bodies.

§ 17.

Members of the Council of the Foundation shall serve on a voluntary basis or for remuneration determined by the Founder.

§ 18.

1. The Management Board of the Foundation comprises from 1 to 3 members, appointed and removed by the Council of the Foundation; the Council of the Foundation shall also appoint the President of the Management Board of the Foundation.
2. The term of office of the members of the Management Board of the Foundation shall be three years. Term of office other than specified above may be also determined by the Council of the Management Board.
3. After the term of office, the members of the Management Board of the Foundation shall perform their duties until new members of the Management Board are elected by the Council of the Foundation.
4. If a new member of the Management Board of the Foundation is appointed during a term of office, the mandate of such a member shall expire together with the mandates of the remaining members.
5. A mandate of a member of the Management Board of the Foundation shall expire in the event of:

- a. a voluntary resignation from the office submitted to the Founder in the form of a written declaration of will;
- b. a removal from the office by the Founder submitted in writing;
- c. death of the member or the member's losing the capacity to hold the office.

§ 19.

1. Meetings of the Management Board of the Foundation shall be held as required, but no less than once a quarter. The dates of the meetings shall be determined by the President who shall notify the same and the agenda to the remaining members of the Management Board of the Foundation.
2. Meetings of the Management Board of the Foundation shall be convened at a request of the Council of the Foundation, the Minister supervising the Foundation, or majority of the members of the Management Board of the Foundation. In such an event, the meeting shall be convened no later than within 21 days after the date the request is received by the Management Board of the Foundation.
3. The Management Board of the Foundation makes decisions in the form of resolutions.
4. Resolutions shall be adopted by simple majority of votes in the presence of at least half of the members of the Management Board of the Foundation. In case of an equal number of votes, the President shall have a casting vote.
5. Members of the Management Board and other invited persons may participate in the meetings of the Council of the Foundation with the Chair's consent.

§ 20.

1. The Management Board leads the operations of the Foundation and represents the Foundation before third parties.
2. The scope of activities of the Management Board of the Foundation includes but is not limited to the following:
 - a. leading the day-to-day operations of the Foundation;
 - b. taking actions aimed at pursuing the statutory objectives of the Foundation;
 - c. preparing plans of action and budget of the Foundation;
 - d. managing the assets of the Foundation;
 - e. resolving organisational regulations of the Foundation.
3. The Management Board of the Foundation shall submit to the Council of the Foundation, on an annual basis, the annual report on the activities of the Foundation.

§ 21.

1. Two members of the Management Board acting jointly are, and if the Management Board comprises one member only – the sole member of the Management Board is, authorised to make declarations of will on behalf of the Foundation.
2. Each member of the Management Board of the Foundation may conduct, acting individually, matters not exceeding the ordinary course of business of the Foundation. In legal relationships between members of the Management Board of the Foundation and the Foundation, the Foundation shall be represented by an attorney appointed by the Council of the Foundation.

§ 22.

Members of the Management Board of the Foundation shall serve on a voluntary basis or for remuneration determined by the Founder.

Chapter V.

Final provisions

§ 23.

1. Amendments to the Statutes shall be made by the Council of the Foundation in accordance with the provisions of the Statutes.
2. The Foundation may merge with another foundation with consent from the Council of the Foundation.

§ 24.

1. The Foundation shall be liquidated if:
 - a. the statutory objectives have been completed;
 - b. its financial resources and assets have been exhausted, which occurs where continued operation of the Foundation would result in its insolvency;
 - c. it is so decided by the Founder.
2. A decision on the mode of liquidating the Foundation, in particular on assigning the resources remaining after the liquidation of assets, shall be made by the Founder. The Council of the Foundation shall adopt a relevant resolution to reflect the decision of the Founder.
3. The Management Board of the Foundation shall carry out the liquidation and submit a certified copy of the respective resolution of the Council of the Foundation to the Minister supervising the Foundation.
4. Resources remaining after the liquidation of the Foundation may be assigned for the statutory objectives of the Foundation only.

[Electronic signature of Paweł Szejko dated 2024.04.02 at 13:44:53 +02'00']

[Electronic signature of Andrzej Przybylski, Member of the Management Board of XTB S.A., dated 2024.04.03, 14:07:53 +02'00]

[Electronic signature of Sylwia Kozoń dated 2024.04.04 12:39]