

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 28 JUNE 2024

The Management Board of XTPL S.A. with its registered office in Wrocław (the “Company” or “Issuer”), acting pursuant to Article 398, Article 399 § 1 in conjunction with Article 402¹ and 402² of the Act of 15 September 2000 – Commercial Companies Code (“CCC”), hereby convenes the Annual General Meeting of the Issuer to be held on 30 June 2022 at noon in the Issuer's headquarters in Wrocław at ul. Stabłowicka 147, 54-066 Wrocław, Poland (“General Meeting”).

1. Date, time and place and detailed agenda of the General Meeting:

1.1. **date of the General Meeting:** 28 June 2024;

1.2. **time of the General Meeting:** noon, 12:00;

1.3. **place of the General Meeting:** The General Meeting is to be held at the Issuer's registered office – ul. Stabłowicka 147, 54-066 Wrocław Poland;

1.4. detailed agenda of the General Meeting:

1.4.1. Opening the General Meeting.

1.4.2. Electing the Chairman of the General Meeting.

1.4.3. Confirming that the General Meeting has been duly convened and has the capacity to adopt resolutions.

1.4.4. Adopting the agenda.

1.4.5. Considering the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2023.

1.4.6. Considering the standalone financial statements of XTPL S.A. for the financial year of 2023.

1.4.7. Considering the consolidated financial statements of XTPL Group for the financial year of 2023.

1.4.8. Considering the Management Board's proposal on the covering of the loss for the financial year of 2023.

1.4.9. Considering the report on the activities of the Supervisory Board of XTPL S.A. for the financial year of 2023 and the result of the Supervisory Board's assessment of the financial statements and the Management Board's report on the activities for the financial year of 2023.

1.4.10. Adopting a resolution on approval of the Supervisory Board's report on activities for the financial year of 2023.

1.4.11. Adopting a resolution on approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2023.

1.4.12. Adopting a resolution on approval of the standalone financial statements of XTPL S.A. for the financial year of 2023.

1.4.13. Adopting a resolution on approval of the consolidated financial statements of XTPL S.A. for the financial year of 2023.

1.4.14. Adopting a resolution on covering of the loss of XTPL S.A. for the financial year of 2023.

1.4.15. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2023.

1.4.16. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2023.

1.4.17. Discussion on the Remuneration Report.

1.4.18. Adopting a resolution on the adoption of a remuneration policy.

1.4.19. Adopting of a resolution on the adoption of an incentive program for members of the Management Board and top management in the Company.

1.4.20. Adopting of a resolution on the issuance of series B registered subscription warrants with full exclusion of preemptive rights of existing shareholders, a conditional increase in the Company's share capital with



full exclusion of preemptive rights of existing shareholders in connection with the issuance of series W ordinary bearer shares, and on amendments to the Company's Articles of Association.

- 1.4.21. Adopting of a resolution on the adoption of the Regulations of the Company's General Meeting.
- 1.4.22. Adopting a resolution on amendments to the Articles of Association.
- 1.4.23. Adopting a resolution on a consolidated text of the Articles of Association.
- 1.4.24. Adopting of a resolution to rescind the resolutions of the Extraordinary General Meeting of Shareholders numbered 07/04/2018, 10/04/2019 and 04/11/2020 and to determine the remuneration of members of the Supervisory Board.
- 1.4.25. Adopting of resolutions on changes in the composition of the Supervisory Board.
- 1.4.26. Closing the General Meeting.

The proposed resolutions are presented in the attachment to the notice and can be downloaded from <https://ir.xtpl.com/pl/spolka/walne-assembly/>

The list of proposed changes to the Company's Articles of Association, resulting from the draft resolutions indicated in point 1.4.6 of the above agenda is attached to this notice and can be downloaded at <https://ir.xtpl.com/pl/spolka/walne-zgromadzenie/>.

Amendments to the Company's Articles of Incorporation are proposed - see "Statement of Amendments to the Articles of Incorporation" in the Appendix for details.

2. Precise description of procedures for participation in the General Meeting:

2.1. Shareholder's right to request that specific matters be put on the General Meeting's agenda:

A shareholder or shareholders representing at least one twentieth of the Company's share capital may request that specific matters be put on the General Meeting's agenda.

The request should be submitted to the Company's Management Board no later than 21 (twenty one) days before the date of the General Meeting. The request should include justification or a draft resolution regarding the proposed agenda item. The request may be submitted in writing at the Management Board's secretariat in the registered office of the Company (ul. Stabłowicka 147, 54-066 Wrocław) or emailed to investors@xtpl.com.

The shareholder(s) should attach to the request a personal certificate evidencing their right to participate in the General Meeting or a depository certificate (*świadcstwo depozytowe*) issued by the entity maintaining the securities account for the shareholder (in paper or electronic version, including as a scan) confirming the shareholder's or shareholders' ownership of part of the Company's share capital required to submit the above request as at the date of its submission. A shareholder who is a natural person should additionally attach to the request a copy of their personal ID, passport or other official identity document. A shareholder or shareholders who are legal persons or other organizational units without legal personality, are required to attach to the request originals or copies of documents evidencing the representation of those entities (e.g. copies of extracts from relevant registers or powers of attorney). The obligation to attach the documents referred to in the preceding sentence concerns both the written and electronic form of the request and applies as appropriate (i.e. paper documents to be submitted as a original or a copy, or a PDF scan to be emailed).

The date of submitting the request will be the date of its receipt by the Company; where the electronic form is used, it will be the date when the request is received by the Company's electronic mail system (when it is registered in the Company's email server).

The Management Board is required make public any changes in the agenda introduced at the shareholders' request. The changes shall be announced immediately, but no later than 18 (eighteen) days before the date of the General Meeting. The notice is made in a manner appropriate for convening the General Meeting.



2.2. Shareholder's right to submit draft resolutions on matters added to the agenda of the General Meeting or matters that are to be put on the agenda before the date of the General Meeting:

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit to the Company, in writing, at the secretariat of the Company's Management Board (ul. Stabłowicka 147, 54-066 Wrocław) or electronically to investors@xtpl.com, draft resolutions regarding matters added to the agenda of the General Meeting or matters to be put on the agenda. The Company shall immediately publish the draft resolutions on its website <https://ir.xtpl.com/pl/spolka/walne-zgromadzenie/>.

The shareholder(s) should attach to the request a personal certificate evidencing their right to participate in the General Meeting or a depository certificate (*świadectwo depozytowe*) issued by the entity maintaining the securities account for the shareholder (in paper or electronic version, including as a scan) confirming the shareholder's or shareholders' ownership of part of the Company's share capital required to submit the above request as at the date of its submission. A shareholder who is a natural person should additionally attach to the request a copy of their personal ID, passport or other official identity document. A shareholder or shareholders who are legal persons or other organizational units without legal personality, are required to attach to the request originals or copies of documents evidencing the representation of those entities (e.g. copies of extracts from relevant registers or powers of attorney). The obligation to attach the documents referred to in the preceding sentence concerns both the written and electronic form of the request and applies as appropriate (i.e. paper documents to be submitted as a original or a copy, or a PDF scan to be emailed).

The date of submitting the request will be the date of its receipt by the Company; where the electronic form is used, it will be the date when the request is received by the Company's electronic mail system (when it is registered in the Company's email server).

2.3. Shareholder's right to submit draft resolutions on matters added to the agenda during the General Meeting:

Each shareholder present at the General Meeting shall have the right to submit draft resolutions on matters added to the agenda during the General Meeting.

The Company's Management Board advises that each shareholder has the right to propose changes and supplements to the draft resolutions included in the agenda of the General Meeting until the Chairman of the Meeting closes the discussion on agenda item covering the draft resolution to which the proposal relates.

Proposals with a brief justification should be submitted in writing, separately for each draft resolution, with the name and surname (business name) of the shareholder, to the General Meeting Chairman. The General Meeting Chairman may allow the proposal to be presented orally.

Proposed changes and supplements that are formal, technical or linguistic nature may be submitted orally with a brief justification, unless – due to the scope of the proposed changes – the General Meeting Chairman orders submission of the proposal in writing.

2.4. The manner of exercising voting rights through a proxy, including in particular the forms used during proxy voting, and the method of notifying the Company via electronic means of communication about appointing a proxy:

A shareholder may participate in the General Meeting and exercise their voting rights personally or by proxy. The proxy shall exercise all the shareholder's rights at the General Meeting, unless the power of proxy states otherwise.

The Company's shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise the rights attached to the shares registered in that account. The Company's shareholder whose shares are registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each of such accounts.



The proxy may grant powers of substitution if the power of attorney document so permits.

A shareholder may vote differently from each share held.

A proxy may represent more than one shareholder at the General Meeting and vote differently from shares belonging to each shareholder.

The power of proxy to participate in the Company's General Meeting and to exercise voting rights shall be granted in writing or in electronic form. An electronic power of proxy shall not require a qualified electronic signature to be valid. The electronic power of proxy granted by a shareholder who is a natural person shall contain data enabling identification of the shareholder, including: the shareholder's name, address and personal identity number – PESEL, and if the shareholder does not have the PESEL number: data from the shareholder's identity document, i.e. document number, date of issue and the issuing authority. The electronic power of proxy granted by a shareholder who is not a natural person shall contain the shareholder's data such as (business) name, registered office, address, number from the relevant register (e.g. KRS number) as well as the data (as in the previous sentence) of the persons representing that shareholder, who have granted the power of proxy. A power of proxy drawn up only in a foreign language shall be translated into Polish by a sworn translator. A power of proxy not translated by a sworn translator into Polish shall not have any binding legal effects for the Company.

In accordance with the Terms of Reference of the Company's General Meeting, the notice of granting an electronic power of proxy by the shareholder should be emailed to the Company's Management Board to investors@xtpl.com, no later than at the end of day preceding the day of the General Meeting. The Company may not guarantee that it will be able to verify the identity of any shareholders who grant their powers of proxy on the day of the General Meeting.

The notice shall be accompanied by the power of proxy document and a scan of the identity document(s) of the shareholder or the persons representing them, where the shareholder is not a natural person. The notice shall indicate: the proxy, i.e. their name and address of residence – when the proxy is a natural person, or the (business) name, headquarters, address, KRS number (or the number of another register) as well as names of the individuals acting on behalf of the proxy holder that is not a natural person.

In addition, by the date stated above, the shareholder shall email the following documents to the Company, in the form of scans (in PDF format): ID card, passport or another identity document or an up-to-date or full extract from the court register or another register of the legal entity, which will allow the proxy and the shareholder to be identified by the principal.

If there are any doubts as to the completeness, reliability or authenticity of the copies of the above documents, the Company's Management Board reserves the right to demand the following documents from the proxy, when preparing the attendance list: where the shareholder is a natural person – the original of the ID card, passport or another official identity document of the shareholder; where the shareholder is not a natural person – the original or a copy of an extract from the relevant register or another document confirming the authorisation of the natural person(s) to represent the shareholder at the General Meeting, certified as a true copy of the original by a notary or another entity authorized to issue such certification.

The above rules shall apply mutatis mutandis to a notice given to the Company on revocation of the power of proxy, provided that the shareholder who has revoked the power of proxy shall immediately notify this fact to the Company's Management Board via email sent to investors@xtpl.com, and in the case of a power of proxy granted in writing – also by a written documents handed in person or sent by registered mail to the Company's address.

Power of proxy template has been published at <https://ir.xtpl.com/pl/spolka/walne-zgromadzenie/>.

The form of proxy document has been published at <https://ir.xtpl.com/pl/spolka/walne-zgromadzenie/>.



The use of these forms is optional. The manner of appointing a proxy shall be selected at the shareholder's discretion and the Company shall not be liable for errors in completing the power of proxy template and any actions taken by the persons using the powers of proxy.

If the shareholder grants a power of proxy with instructions on how to vote at the General Meeting, the Company's Management Board shall not verify whether the proxies exercise their voting rights in accordance with the instructions they have received from the shareholder.

Members of the Management Board and employees of the Company may act as proxies at the General Meeting. If the proxy at the General Meeting is a member of the Management Board, a member of the Supervisory Board, liquidator or employee of the Company, the power of proxy may authorize its holder to represent the shareholder at one General Meeting only. The proxy is required to disclose to the shareholder the circumstances indicating any actual or potential conflict of interests. In such a case, no power of substitution may be granted, and the proxy shall vote in accordance with the instructions obtained from the shareholder.

The Company may, at its discretion, allow a shareholder who is a natural person to grant a power of proxy to participate in the General Meeting and exercise voting rights to a designated employee of the Company. A shareholder interested in using this option should contact the Company no later than three days before the date of the General Meeting by sending an email to investors@xtpl.com.

2.5. Information on the possibility and manner of participation in the General Meeting using electronic communication means:

It is not possible to participate in the General Meeting using electronic communication means.

2.6. Information on speaking at the General Meeting using electronic communication means:

It is not possible to speak at the General Meeting using electronic communication means.

2.7. Information on exercising voting rights by correspondence or using electronic communication means:

The Terms of Reference of the General Meeting do not provide for the possibility of exercising voting rights by correspondence. It is not possible to exercise voting rights using electronic communication means.

2.8. The shareholder's right to ask questions regarding matters on the agenda of the General Meeting:

During the General Meeting, the Management Board is required to provide shareholders, at their request, with information concerning the Company, if it is justified for the assessment of the matter included in the agenda. However, the Management Board will refuse to provide information if it could harm the Company, in particular if it involved revealing technical, commercial or organizational secrets of the business. An answer is considered given if the requested information is available on the Company's website at a place where shareholders can ask questions and receive answers.

3. Date of registration of participation in the General Meeting:

The date of registration of participation in the General Meeting is 12 June 2024 ("**Registration Date**"). The date of registration of participation in the General Meeting is the same for holders of bearer shares and registered shares, however it should be noted that the Company has not issued registered shares.

4. Information that the right to participate in the General Meeting is held by persons who are shareholders of the Company on the Registration Date.

4.1. General information:

At the request of an entitled holder of dematerialized bearer shares of the Company, submitted not earlier than after publication of the notice calling the General Meeting, i.e. not earlier than 31 May 2024 and no later than the first weekday after the Registration Date, i.e. no later than 13 June 2024, the entity maintaining the securities account shall issue name certificates confirming the respective shareholders' rights to participate in the General Meeting.



Entitled to participate in the General Meeting will only be those persons who were shareholders of the Company 16 (sixteen) days before the date of the General Meeting, i.e. on 12 June 2024.

Shareholders are advised to collect the certificate on the right to participate in the General Meeting and take it with them to the General Meeting. The certificate of the right to participate in the General Meeting is not necessary for shareholders to be admitted to participation in the General Meeting provided that they are on the list drawn up by the KDPW (Krajowy Depozyt Papierów Wartościowych, Central Securities Depository of Poland). However, if a shareholder has collected certificate from the entity maintaining the securities account, and has not been included in the list, the presentation of the certificate will be considered by the Company necessary and sufficient to admit such shareholder to the General Meeting.

4.2. List of eligible shareholders

The list of eligible shareholders as well as pledgees and users who have the right to vote and participate in the General Meeting is determined by the Company on the basis of the list prepared by the entity maintaining its securities account.

The list of shareholders eligible to participate in the General Meeting, signed by the Company's Management Board, including names/ business names of the eligible shareholders, their residence addresses or registered offices, number, type and numbers of shares and number of votes, will be available at the office of the Company's Management Board (ul. Stabłowicka 147, 54-066 Wrocław) for three weekdays prior to the date of the General Meeting.

A shareholder of the Company may see the list of shareholders at the Company Management Board's secretariat or may request that the list of shareholders be sent to them free of charge subject to reimbursement of the related costs. A shareholder may also request that the list of shareholders be sent to them to the address for electronic notices or by sent by e-mail to a specified e-mail address. The request for sending the list of shareholders should be submitted in writing at the Management Board's secretariat in the registered office of the Company (Stabłowicka 147, 54-066 Wrocław) or emailed to investors@xtpl.com.

The request should be accompanied by copies of documents confirming the identity of the shareholder or persons acting on their behalf, including:

- 4.2.1. shareholders who are not natural persons – must confirm their entitlement to act on behalf of the entity, enclosing an up-to-date excerpt from the relevant register;
- 4.2.2. shareholders who are natural persons – must attach a copy of the shareholder's identity document;
- 4.2.3. proxy acting on behalf of a shareholder – must present documents relating to the shareholder, as indicated in the above points, and attach an authorisation to submit such a request, signed by the shareholder, alongside a copy of the proxy's identity document; where the proxy is not a natural person – an excerpt from the relevant register should be provided, confirming the authorization of the individual acting in the name of the proxy that is not a natural person.

In the case of shareholders who request the list via email, they above documents should be sent in PDF format.

If the right to vote from the shares is vested in a pledgee or a user, this fact shall be specified in the list of shareholders at the pledgee's/ user's request.

4.3. Registration of shareholders present at the General Meeting

Upon arrival at the General Meeting, each eligible participant shall report their presence (at the shareholder registration point) to the shareholder service team, and their name shall be put on the attendance list.

Proxies of legal persons are asked to call at the shareholder registration point no later than 30 minutes before the start of the General Meeting.

When the list of participants of the General Meeting is prepared, the following steps are taken:

- 4.3.1. checking the identity of the shareholder or their proxy (if the shareholder is represented by a proxy, this should be specified in the attendance list);
- 4.3.2. specifying the number of shares held by the participant;
- 4.3.3. determining the number of votes available to the participant;
- 4.3.4. obtaining the participant's signature on the attendance list;
- 4.3.5. giving the participant a voting card, voting instructions and other materials for the meeting.

5. Indication of where and how a person eligible to participate in the General Meeting may obtain a full text of the documentation to be presented to the General Meeting and draft resolutions or, if no resolutions are to be adopted, comments of the company's management board or supervisory board, concerning matters put on the agenda of the General Meeting or matters that are to be added to the agenda before the date of the General Meeting:

The persons eligible to participate in the General Meeting may obtain a full text of the documentation to be presented to the General Meeting alongside draft resolutions at <https://ir.xtpl.com/pl/spolka/walnezgromadzenie/> and at the Company's registered office (ul. Stabłowicka 147, 54-066 Wrocław).

A shareholder of the Company shall have the right to demand receipt of certified copies of the proposals on any matters included in the agenda within a week before the General Meeting.

6. Indication of the website where details of the General Meeting will be made available:

Information about the General Meeting will be available at <https://ir.xtpl.com/pl/spolka/walnezgromadzenie/>

7. Appendices:

- 7.1. Draft resolutions with a rationale.
- 7.2. The Management Board's proposal the loss cover.
- 7.3. Supervisory Board's report on its activities.
- 7.4. Report on the Remuneration of Management Board and Supervisory Board Members.
- 7.5. Auditor's assessment of the Report on the Remuneration Management Board and Supervisory Board Members.
- 7.6. List of amendments to the Articles of Association.
- 7.7. Draft consolidated text of the Articles of Association.
- 7.8. Template of a power of proxy for a shareholder.
- 7.9. Form of proxy.
- 7.10. Information on the number of shares and votes.
- 7.11. Draft opinion of the Management Board.