

**Appendix No. 2
to ESPI current report no. 33/2024 dated June 28, 2024**

**Content of draft resolutions submitted by shareholders
during the AGM on June 28, 2024**

**Resolution No. 02/06/2024
of the Annual General Meeting
of the company under the business name XTPL S.A. with its registered office in Wrocław
of June 28, 2024
on the adoption of the agenda of the Annual General Meeting**

The Annual General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław (“**Company**”) hereby adopts the following agenda:

1. Opening the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Confirming that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda.
5. Considering the Management Board’s report on XTPL S.A. and XTPL Group activities for the financial year of 2023.
6. Considering the standalone financial statements of XTPL S.A. for the financial year of 2023.
7. Considering the consolidated financial statements of XTPL Group for the financial year of 2023.
8. Considering the Management Board’s proposal on the covering of the loss for the financial year of 2023.
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.
10. Adopting a resolution on approval of the Supervisory Board’s report on activities for the financial year of 2023.
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.
12. Adopting a resolution on approval of the standalone financial statements of XTPL S.A. for the financial year of 2023.
13. Adopting a resolution on approval of the consolidated financial statements of XTPL S.A. for the financial year of 2023.
14. Adopting a resolution on covering of the loss of XTPL S.A. for the financial year of 2023.
15. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2023.
16. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2023.
17. Discussion on the Remuneration Report.
18. Adopting a resolution on the adoption of a remuneration policy.
19. Adopting of a resolution on the adoption of an incentive program for members of the Management Board and top management in the Company.

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.
21. Adopting of a resolution on the adoption of the Regulations of the Company's General Meeting.
22. Adopting a resolution on amendments to the Articles of Association.
23. Adopting a resolution on a consolidated text of the Articles of Association.
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.
25. Adopting of resolutions on changes in the composition of the Supervisory Board.
26. Closing the General Meeting.

**Resolution No. 16/06/2024
of the Annual General Meeting
of the company under the business name XTPL S.A. with its registered office in Wrocław
of June 28, 2024
on the adoption of a remuneration policy**

1. Pursuant to Article 90d(1) in conjunction with Article 90e(4) of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, the Annual General Meeting of XTPL S.A. adopts the Remuneration Policy for Members of the Management Board and Supervisory Board of XTPL S.A., which is attached to this resolution.
2. The Policy on Remuneration of Members of the Management Board and Supervisory Board of XTPL S.A. in force at XTPL S.A. is repealed in its entirety. Remuneration Policy for Members of the Management Board and Supervisory Board of XTPL S.A. adopted by the Annual General Meeting of XTPL S.A. by way of Resolution No. 15/06/2020 of the Annual General Meeting of XTPL spółka akcyjna with its registered office in Wrocław dated June 30, 2020, amended by Resolution No. 03/11/2020 of the Extraordinary General Meeting of XTPL S.A. dated November 5, 2020.
3. The resolution shall come into force upon its adoption.

Appendix to Resolution No. 16/06/2024 on adoption of the remuneration policy - Remuneration Policy for Members of the Management Board and Supervisory Board of XTPL S.A.

"REMUNERATION POLICY FOR MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF XTPL S.A.

1. GENERAL PROVISIONS

- 1.1. *The purpose of implementing the policy for remuneration of members of the management and supervisory boards (the "Remuneration Policy") is to establish the principles for remuneration of members of the management and supervisory boards of XTPL S.A., based in Wrocław (the "Company"), which are important due to their impact on the implementation of the business*



strategy, long-term interests and stability of the Company's operations.

- 1.2. *The Company pays remuneration to members of the Company's management and supervisory boards only in accordance with the Remuneration Policy.*
- 1.3. *The system of remuneration of the Company's management and supervisory board members set forth in the Remuneration Policy and the amount of their remuneration correspond to market conditions and are aimed at enabling the recruitment and retention of persons who meet the criteria required to manage the Company, as well as preventing conflicts of interest between the members of the management and the Company. The Company establishes principles for preventing conflicts of interest and strives to ensure that the terms of remuneration of the Company's management and board of directors are set so as to enable these principles to be realized to the greatest extent possible. The Company applies the following measures to avoid or manage conflicts:*
 - 1.3.1. *internal procedures,*
 - 1.3.2. *Implement detailed management processes governing the reporting and resolution of conflicts of interest,*
 - 1.3.3. *Consideration of shareholder comments on the draft Remuneration Policy,*
 - 1.3.4. *accepting possible deviations from the application of the Remuneration Policy in accordance with Section 11 of the Remuneration Policy in order to possibly prevent the occurrence of conflicts of interest.*
- 1.4. *The remuneration system for members of the Company's management and supervisory boards corresponds to the principles adopted in establishing the Company's employee remuneration system.*
- 1.5. *Matters not covered by the Remuneration Policy shall be governed by the provisions of the Act on Public Offering and the Conditions for Introducing Financial Instruments to the Organized Trading System and on Public Companies, the Act of June 26, 1974, the Labor Code, as amended ("LC"), the Act of September 15, 2000. Commercial Companies Code, as amended, or the Civil Code Act of April 23, 1964, as amended.*

2. THE IMPACT OF THE REMUNERATION POLICY ON THE ACHIEVEMENT OF THE COMPANY'S GOALS

- 2.1. *The principles for shaping the remuneration of members of the Company's management and supervisory boards provided for in the Remuneration Policy are intended to ensure fair remuneration for the Company's supervisory board members and to motivate the Company's management board members to actively engage in activities aimed at developing, implementing and executing the Company's business strategy, ensuring the Company's development and achieving positive financial results.*
- 2.2. *The remuneration policy supports the realization of the Company's goals, building a steady increase in the Company's market value, and thus the value of the shares held by the Company's shareholders, and the stability of the Company's enterprise, in particular through:*
 - 2.2.1. *Determining the remuneration of members of the Company's management and supervisory boards, taking into account, among other things, the responsibilities of the*

position, understood as the impact of the position on the overall operations of the Company, the planning and implementation of the business strategy and the financial results achieved by the Company, as well as the building of the Company's market value in the long term and the impact on its stability;

2.2.2. *To define clear and comprehensive rules for determining the variable remuneration of members of the Company's Management Board, the payment of which depends on the achievement of certain objectives, which should refer, among other things, to the implementation of the Company's strategy or the achievement of certain financial and non-financial results;*

2.2.3. *To allow the variable remuneration to be made conditional on the fulfillment of objectives that take into account social interests, the Company's contribution to environmental protection and the taking of actions aimed at preventing and eliminating the negative social effects of the Company's activities, which should influence the consolidation of the Company's image as a socially responsible entity and a reliable business partner.*

3. LEGAL RELATIONSHIP LINKING MEMBERS OF THE MANAGEMENT AND SUPERVISORY BOARDS WITH THE COMPANY

3.1. *Members of the Company's Board of Directors are bound to the Company by a corporate relationship of appointment to the Company's Board of Directors. The term of office of the Company's Management Board is 3 years, with a common term of office for all members of the Management Board. Members of the Management Board are appointed and dismissed by the Company's Supervisory Board.*

3.2. *The company and a given board member may additionally have an employment relationship, established on the basis of an employment contract. Employment contracts with members of the management board are concluded for an indefinite period of time. In special cases, it is permissible to conclude employment contracts for a trial period or a fixed period. In employment contracts with members of the management board, the Company does not use notice periods longer than those specified in the Code of Civil Procedure. Employment contracts with members of the Company's management board do not provide for terms of termination other than those specified in the Code of Civil Procedure.*

3.3. *Remuneration is paid to members of the Company's Board of Directors on the basis of and in accordance with:*

3.3.1. *employment contract between the board member in question and the Company;*

3.3.2. *the employment contract between the board member in question and the Company and the resolution of the*

of the Company's supervisory board on determining the remuneration of a board member;

3.3.3. *resolution of the supervisory board on the appointment of a member of the Company's management board or determination of the remuneration of the Company's*



management board members, if the Company and the management board member have not entered into an employment contract;

with the remuneration of the board member specified in the employment contract being in accordance with the terms and conditions set forth in the relevant resolution of the Company's supervisory board.

- 3.4. *Members of the Company's supervisory board are bound to the Company by a corporate relationship of appointment to the Company's supervisory board. The term of office of the Company's supervisory board is 3 years, with a common term of office for all members of the supervisory board. Members of the supervisory board are appointed and dismissed by the general meeting of the Company.*
- 3.5. *The Company does not enter into contracts with members of the supervisory board, including those serving on the audit committee, to serve on the supervisory board.*
- 3.6. *Remuneration is paid to members of the Company's supervisory board on the basis of and in accordance with the resolution of the general meeting on the appointment of a member of the Company's supervisory board or the resolution on determining the amount and principles of remuneration of members of the supervisory board.*

4. RULES FOR DETERMINING REMUNERATION

- 4.1. *When determining the remuneration of members of the Company's management and supervisory boards, the following shall be taken into account:*
 - 4.1.1. *the value of average monthly remuneration (arithmetic average) of the Company's employees who are not members of the Company's management and supervisory boards, from the period of completed 12 consecutive calendar months immediately preceding the date of appointment of a member of the Company's management or supervisory boards to serve on the Company's management or supervisory boards, respectively;*
 - 4.1.2. *The responsibilities of the position, understood as the impact of the position on the overall operations of the Company, the planning and implementation of the business strategy and the financial results achieved by the Company;*
 - 4.1.3. *Building the Company's market value in the long term and influencing its stability.*
- 4.2. *The value of the monthly fixed remuneration of a member of the Company's management or supervisory board may not exceed 10 times the average monthly remuneration (arithmetic average) of the Company's employees who are not members of the Company's management and supervisory boards, from the period of the completed 12 consecutive calendar months immediately preceding the date of appointment of the member of the Company's management or supervisory board to serve on the Company's management or supervisory board, respectively.*

5. FIXED REMUNERATION COMPONENTS

- 5.1. *Members of the Company's Board of Directors, in consideration of their function and work for the Company, shall receive remuneration in a fixed monthly amount determined by a resolution of the Company's Supervisory Board. The amount of remuneration of the Company's management board*

members may vary.

- 5.2. *Fixed remuneration should be such a part of the total remuneration of the Company's management board members that it is possible to have a flexible policy on variable remuneration depending on the Company's performance and achievements, including reducing the amount of these components or not paying them.*
- 5.3. *Members of the Company's supervisory board shall receive remuneration for their functions at a fixed monthly amount set by a resolution of the Company's general meeting. The remuneration of the chairman, vice-chairmen and members of the Company's supervisory board, including those serving as members of the Company's audit committee, may vary.*
- 5.4. *In the event that the appointment, dismissal, resignation from the Company's supervisory board or termination of the mandate for other reasons occurs during a calendar month, the remuneration of a member of the Company's supervisory board shall be calculated in proportion to the number of days in office during that calendar month. The principle provided for in the preceding sentence shall apply mutatis mutandis to members of the Company's board of directors, except for members of the board of directors employed by the Company under an employment contract, to whom the Civil Code shall apply accordingly.*

6. VARIABLE COMPONENTS OF REMUNERATION

- 6.1. *Members of the Company's Board of Directors are remunerated on the basis of variable remuneration components in the form of granted financial instruments and a patent application award.*
- 6.2. *The Company's Supervisory Board may by resolution decide to grant bonuses to members of the Company's Management Board, instead of or in addition to the components indicated in Section 6.1. above, for periods of not less than a quarter, based on the financial and/or non-financial criteria referred to in Section 6.3. below.*
- 6.3. *The amount of variable remuneration depends on the fulfillment of the objectives set by the Company's supervisory board, which should refer, in particular, to one or more of the following financial or non-financial criteria:*
 - 6.3.1. *Net profit, profit before interest, taxes and depreciation, sales revenue, gross margin, net profitability of the Company;*
 - 6.3.2. *achieving either a change in the Company's production or sales volume;*
 - 6.3.3. *reduce losses, reduce management costs or the cost of the Company's operations;*
 - 6.3.4. *The implementation of its human resources policy and the growth of employee involvement;*
 - 6.3.5. *occur with ideas and projects, the implementation of which in the Company will improve the procedures used, organization of work;*
 - 6.3.6. *Implementation of the Company's business strategy;*
 - 6.3.7. *patent applications;*

- 6.3.8. *value and valuation of the Company or the market price of the Company's shares;*
- 6.3.9. *customer satisfaction;*
- 6.3.10. *leadership;*
- 6.3.11. *receipt by the Company of awards and titles, obtaining positive assessments in internal and external ratings and audits, implementation of new management systems, obtaining quality certificates or certificates of compliance with international standards - in terms that take into account, among other things, special achievements, efficiency of operations, innovation, productivity of human, physical and financial capital, contribution to national and regional development, as well as responsible and sustainable management, care for the environment and prevention of negative social effects of the Company's activities;*
- 6.3.12. *Meeting environmental goals, such as increasing environmental investment, conducting sustainable energy management, reducing waste;*
- 6.3.13. *Participate and actively work within programs and associations aimed at protecting social and environmental interests.*
- 6.4. *Verification of compliance with criteria of a financial nature is based on the financial data presented by the Company in the periodic report or financial statements of the Company for the relevant period to which the criterion applies, or on other reliable financial data, including those resulting from financial and management accounting systems.*
- 6.5. *Verification of the fulfillment of criteria of a non-financial nature involves obtaining data confirming the fulfillment of standards and objective measures of performance of a specific task, allowing to assess the effectiveness of the actions taken by a board member in meeting such criteria and their results.*
- 6.6. *The variable remuneration of a member of the Company's Management Board for a given fiscal year may not exceed 6 times (six times) the **average monthly** fixed remuneration to which that member of the Company's Management Board is entitled for the same fiscal year, subject to sections 6.7. and 7.4 below.*
- 6.7. *In the event that a given member of the Company's Management Board is awarded variable remuneration in the form of financial instruments under an incentive program in a given fiscal year, due to the possible variable value of such financial instruments over time, the value of the variable remuneration awarded in a given year may not exceed 100 times (one hundred times) the fixed remuneration.*
- 6.8. *Payment of variable remuneration may be deferred in special cases.*
- 6.9. *The Company may demand reimbursement of variable remuneration if it is shown that it was awarded to a member of the Company's Board of Directors improperly or on the basis of data that turned out to be incorrect.*
- 6.10. *Members of the Company's supervisory board are not remunerated on the basis of variable*

remuneration components.

- 6.11. *Since members of the Company's supervisory board are not remunerated on the basis of variable remuneration components, the Remuneration Policy does not specify the mutual proportion of fixed and variable components of their remuneration.*

7. PATENT APPLICATION AWARD FOR BOARD MEMBERS

- 7.1. *Members of the Company's Board of Directors may receive an award for a patent application in accordance with the rules under the Incentive Patent Program Procedure (the "Incentive Patent Program Procedure").*
- 7.2. *The purpose of rewarding members of the Company's Board of Directors with a patent application award is to motivate them to come up with their own scientific ideas and realize their scientific professional potential, so that in this way they contribute to the Company's market value in the scientific field as well, thereby increasing the value of the shares held by the Company's shareholders.*
- 7.3. *The Incentive Patent Program procedure has been introduced for an indefinite period. It provides for the granting of a patent application award to an author or team of authors when the Company's patent application is filed with the patent office. The award is one-time in nature and is set at a fixed amount to be divided among the authors of the patent application, according to the individual percentage contribution of each author.*
- 7.4. *The amount of awards for patent applications for a given member of the Board of Directors in a given fiscal year may not exceed the fixed one-month salary of the relevant member of the Company's Board of Directors.*

8. FINANCIAL INSTRUMENTS FOR BOARD MEMBERS

- 8.1. *Members of the Company's Board of Directors may receive additional compensation in the form of financial instruments, including securities or derivative financial instruments, based on financial and/or non-financial criteria.*
- 8.2. *The rules for granting remuneration in the form of financial instruments to members of the Board of Directors, as well as the situations in which the Company may demand their reimbursement, shall be determined by the general meeting and/or the Supervisory Board of the Company by resolution.*
- 8.3. *The Company allows for the possibility of implementing incentive programs for members (member) of the Company's management in the future. The incentive program may be implemented on the basis of financial instruments (securities, derivative rights, derivative financial instruments), entitling to receive a cash settlement or to take up other financial instruments, and its implementation should depend on the financial and/or non-financial criteria described in Section 6.3. of the Remuneration Policy, in particular, such as net profit, EBITDA, sales revenue, gross margin, net profitability, price of the Company's shares.*
- 8.4. *Receipt of financial instruments need not be subject to the passage of a specific period of time, provided that for a minimum period of one year after their acquisition or acquisition, the possibility of exercising rights from such instruments is restricted or their marketability is limited only to the*



possibility of their disposal to the Company with the approval of the relevant authority.

- 8.5. *The awarding of remuneration in the form of financial instruments contributes to the business strategy, long-term interests and stability of the Company in particular due to the fact that:*
- 8.5.1. *It allows not only to adequately motivate members of the Company's management to increase their commitment and take actions aimed at achieving the Company's financial goals and maintaining or increasing its value, but also to ensure the Company's stability, which is an important aspect from the point of view of shareholders and potential investors.*
- 8.5.2. *members of the Company's Board of Directors, whose remuneration depends on the Company's performance, have a keen interest in improving the Company's financial and market situation, and their interests are directly linked to those of the Company - especially if they are allowed to take up shares in the Company, which positively affects all stakeholders;*
- 8.5.3. *The introduction of an appropriate deferral of the receipt of real benefit from these instruments (deferral of the exercise of rights from financial instruments and restriction of their marketability) makes it possible to retain members of the Company's management, i.e. people who are key to the implementation of the Company's business strategy. Establishing long-term cooperation with them (deferral term, criteria measured over longer periods) ensures not only more effective and smooth management of the Company, but also its stability and realization of long-term interests.*

9. ONE-TIME/EXTRAORDINARY WAGES

- 9.1. *The Company allows one-time payments to members of the Company's Board of Directors, granted under extraordinary circumstances or as a result of generally applicable regulations. These benefits include:*
- 9.1.1. *grant to members of the Company's management board a one-time additional benefit in an amount not exceeding 40% of 12 times the monthly fixed salary of the respective member of the Company's management board, with such benefit not to be granted more than once in a given calendar year;*
- 9.1.2. *To grant members of the Company's management board a voluntary severance payment for the termination of the legal relationship linking a given member of the Company's management board with the Company, in an amount not exceeding six times his or her monthly fixed salary - independent of the benefits available under the law.*
- 9.2. *In addition to the benefits indicated in Sections 9.1.1. and 9.1.2. above, other benefits are allowed as part of the one-time/extraordinary remuneration, including but not limited to:*
- 9.2.1. *termination payments, including retirement and disability benefits,*

- 9.2.2. *death gratuities (for the benefit of family members),*
- 9.2.3. *bonuses paid on a one-time basis at the start of cooperation (sign-on fee) or to keep a particular member of the authority in office (retention bonus),*
- 9.2.4. *Compensation for relocation / relocation in connection with the assumption or change of position,*
- 9.2.5. *non-compete compensation*
- 9.2.6. *additional components of remuneration under generally applicable laws, such as vacation pay under the employment contract.*

10. FRINGE BENEFITS AND REIMBURSEMENT

10.1. *Fringe benefits for members of the Company's Board of Directors, if such benefits are offered to the Company's employees, may include, in particular, the provision of opportunities:*

- 10.1.1. *Group life and accident insurance coverage;*
- 10.1.2. *Additional health insurance coverage, including for their family members;*
- 10.1.3. *the use of the standard sports program offered in the market, including for their family members;*
- 10.1.4. *use of English lessons, and for foreigners - Polish;*
- 10.1.5. *use of Company business property for private purposes, if such authorization is granted;*
- 10.1.6. *Other fringe benefits if introduced at the Company; and*
- 10.1.7. *compensation for refraining from competitive activities after the termination of the legal relationship of a member of the Company's management or supervisory board with the Company, if an appropriate non-competition agreement is concluded.*

10.2. *Members of the Company's Board of Directors employed by the Company under an employment contract:*

- 10.2.1. *Are entitled to benefits accruing to employees under labor laws;*
- 10.2.2. *may participate in employee pension and equity plans/programs, under the terms and conditions of such plans/programs applicable to the Company's employees, in accordance with generally applicable laws.*

10.3. *Members of the Company's board of directors may participate in employee pension plans/programs, under the terms and conditions of such plans/programs applicable to the Company's employees, in accordance with generally applicable laws.*

10.4. *Members of the Company's Board of Directors and Supervisory Board are entitled to be reimbursed by the Company for business expenses incurred in connection with their function or duties performed for the Company.*

11. WAIVER OF REMUNERATION POLICY

11.1. *If it is necessary to realize the Company's long-term interests and financial stability or to guarantee its profitability, the Company's board of directors may decide to temporarily waive the application of the Remuneration Policy.*

11.2. *The Company's Supervisory Board may decide to temporarily waive the application of the Remuneration Policy in the event that:*

- 11.2.1. *Its financial situation allows it; and*

- 11.2.2. *is justified by the exceptional commitment of the board member concerned to the Company's business strategy and his contribution to the Company's market value; or*
- 11.2.3. *it is necessary in order to recruit to the Company a person who meets the criteria required to manage the Company and who, given his or her knowledge, skills and professional experience, can significantly contribute to the implementation of the Company's business strategy and to the increase of the Company's market value; or*
- 11.2.4. *another legitimate situation will occur.*
- 11.3. *The decision to temporarily waive the application of the Remuneration Policy shall be made by the Company's supervisory board upon a proposal of the Company's management board or at least two members of the Company's supervisory board by a ¾ majority vote.*
- 11.4. *The period of waiver of the Remuneration Policy is determined by the Company's Supervisory Board. The Remuneration Policy cannot be permanently waived. If the reasons justifying the temporary waiver of the Remuneration Policy are no longer temporary, the supervisory board initiates a decision-making process to review the Remuneration Policy in accordance with Section 12 of the Remuneration Policy.*
- 11.5. *The Company's Board of Directors will determine in a resolution on temporary waiver of the Remuneration Policy:*
 - 11.5.1. *period for which the Remuneration Policy will not be applied;*
 - 11.5.2. *The scope of the waiver of the Remuneration Policy; and*
 - 11.5.3. *The impact of the waiver of the Remuneration Policy on individual components of remuneration.*
- 11.6. *Waiver of the Remuneration Policy may include only the following:*
 - 11.6.1. *fixed and variable remuneration that may be awarded to members of the Company's management and supervisory boards, including with respect to the components of remuneration and their amounts;*
 - 11.6.2. *criteria for awarding compensation in terms of financial and non-financial performance;*
 - 11.6.3. *The mutual proportion of fixed and variable remuneration;*
 - 11.6.4. *The Company's ability to demand the return of variable remuneration components;*
 - 11.6.5. *The main features of supplementary pension and early retirement programs;*
 - 11.6.6. *How the Remuneration Policy contributes to the achievement of the objectives set forth in point 2.*

12. DESCRIPTION OF THE DECISION-MAKING PROCESS CARRIED OUT TO ESTABLISH, IMPLEMENT AND REVIEW THE REMUNERATION POLICY

- 12.1. *The remuneration policy was prepared on the basis of the rules for remuneration of members of the Company's management and supervisory boards in effect on the date of its adoption, in accordance with the procedure provided for in the Company's internal regulations.*
- 12.2. *The decision-making process conducted to establish the Compensation Policy included:*
 - 12.2.1. *Verification of the Company's rules for remuneration and cooperation with members of the Company's management and supervisory boards, including monitoring of the performance of individual board members by the Company's supervisory board,*

- 12.2.2. *strategic, legal and economic analysis, based on consultations within the Company and with independent external advisors,*
- 12.2.3. *Development of a Remuneration Policy by the Company's Board of Directors on the basis of assumptions developed jointly with the Supervisory Board, after taking into account the opinion of shareholders,*
- 12.2.4. *To give an opinion on the draft Remuneration Policy by the Company's Supervisory Board,*
- 12.2.5. *Submission of this Remuneration Policy to a vote of the General Meeting,*
- 12.2.6. *Adoption of the Remuneration Policy by the General Meeting by resolution.*
- 12.3. *The Company's Supervisory Board monitors the implementation of the Remuneration Policy on an ongoing basis, the compliance of the manner in which remuneration is paid with the objectives of the Remuneration Policy, and verifies that the criteria adopted realistically contribute to the Company's business strategy, its long-term interests and the stability of the Company.*
- 12.4. *In a situation where the provisions of the Remuneration Policy or its material assumptions are changed, the decision-making process described in Section 12.2 of the Remuneration Policy above is carried out.*
- 12.5. *The remuneration policy replaces the Company's previous remuneration policy in its entirety.*

13. DESCRIPTION OF SIGNIFICANT CHANGES INTRODUCED IN RELATION TO THE PREVIOUSLY APPLICABLE REMUNERATION POLICY

- 13.1. *This Remuneration Policy contains changes compared to the Company's existing remuneration policy, adapting the principles of remuneration of members of the bodies to the dynamic development of the Company and the constantly changing market realities, as well as organizing the existing remuneration system and clarifying some of the existing provisions.*
- 13.2. *Changes made to the Company's previous remuneration policy include:*
 - 13.2.1. *description of the measures taken to avoid or manage conflicts of interest related to the Remuneration Policy (Section 1.3.),*
 - 13.2.2. *explain how the Remuneration Policy and the criteria referred to in Section 6.3. of the Remuneration Policy contribute to the business strategy, long-term interests and stability of the Company (Section 2.2.),*
 - 13.2.3. *Allowing the Company's supervisory board to grant bonuses to members of the Company's management board for periods of not less than a quarter (Section 6.2.),*
 - 13.2.4. *Determination of clear, comprehensive and differentiated financial and non-financial performance criteria for the award of variable remuneration components, including criteria for taking into account social interests, the company's contribution to environmental protection and taking measures aimed at preventing and eliminating the negative social effects of the company's activities (Section 6.3.),*
 - 13.2.5. *indicating the methods used to determine to what extent the criteria referred to in Section 6.3 of the Report have been met (Sections 6.4. and 6.5.),*
 - 13.2.6. *Determining the maximum proportion between variable and fixed components of remuneration (sections 6.6. and 6.7.),*
 - 13.2.7. *Regarding deferral periods and the company's ability to demand the return of variable*

- remuneration components (sections 6.8. and 6.9.),
- 13.2.8. *Revise the rules for granting remuneration in the form of financial instruments and indicate how granting remuneration in this form contributes to the business strategy, long-term interests and stability of the Company (item 8),*
- 13.2.9. *Allowing the Company to pay one-time/extraordinary remuneration to members of the Company's Board of Directors (Item 9),*
- 13.2.10. *Regarding the duration of the derogation from the application of the Remuneration Policy (Section 11.4.),*
- 13.2.11. *Indication of the elements that may be covered by the waiver of the Remuneration Policy (Section 11.6.),*
- 13.2.12. *describing the decision-making process carried out to establish, implement and review the compensation policy (item 12).*
- 13.3. *During the discussion of the Company's 2023 remuneration report, the Company's shareholders did not raise any objections or proposals for changes to the existing remuneration policy."*

**Resolution No. 17/06/2024
of the Annual General Meeting
of the company under the business name XTPL S.A. with its registered office in Wrocław
of June 28, 2024**

on adoption in the Company of an incentive program for members of the Board of Directors and top managers

In order to create mechanisms that will encourage and motivate members of the Board of Directors and the Company's top management to implement the Company's strategy and financial objectives, and to ensure that they are more strongly associated with the Company, resulting in a stable increase in the value of the Company and its shares, the Ordinary General Meeting of Shareholders of XTPL S.A., with its registered office in Wrocław, resolves to adopt and introduce a new incentive program in the Company for members of the Board of Directors and top management, on whose actions the achievement of the financial objective provided for therein directly depends, under the conditions set forth below:

§ 1

1. LEGAL BASIS OF THE PROGRAM

- 1) *The incentive program (the "**Program**", "**Incentive Program**") for members of the Management Board and top management of XTPL S.A. with its registered office in Wrocław (the "**Company**", "**XTPL**") will be implemented on the basis of a resolution of the Company's General Meeting of Shareholders on the adoption of an incentive program for members of the Management Board and top management in the Company (the "**Resolution on Adoption of the Program**").*
- 2) *The General Meeting of Shareholders of the Company authorizes the Supervisory Board of the Company to adopt a model program entry agreement to be entered into by the Company with Program Participants (the "**Program Entry Agreement**").*

- 3) *In case of doubts related to the interpretation and application of the Program's provisions, the General Meeting authorizes the Supervisory Board to interpret its provisions.*

2. PROGRAM PARTICIPANTS

- 1) *The Program will involve:*
- a) *members of the Company's Management Board serving on the Board of Directors as of the date of the Resolution adopting the Program; and*
 - b) *persons who are employees or associates of the Company, who are members of the Company's top management or persons appointed to the Company's Management Board after the date of adoption of the Resolution adopting the Program, indicated by the Company's Management Board and approved by the Supervisory Board.*
- 2) *Immediately after the adoption of the Resolution to adopt the Program, the Management Board shall prepare and submit to the Supervisory Board for approval a list of persons to whom a proposal to join the Program will be made, and which will determine the number of Warrants assigned to a given person (as defined below). Subsequently, but no later than within 3 (three) months from the adoption of the Program Adoption Resolution, the Company will submit to the persons indicated on the list approved by the Supervisory Board a proposal to conclude an Agreement to join the Program.*
- 3) *The warrants will be distributed to persons who are offered to join the Program as follows:*
- a) *40% of the total pool of Warrants will be allocated to the members of the Board of Directors serving on the Board of Directors as of the date of adoption of the Resolution on adoption of the Program and distributed among them proportionally,*
 - b) *The remaining portion of the Warrants (60%) will be distributed by the Supervisory Board, acting on the proposal of the Management Board, to the other Program Participants indicated in paragraph 1(b) above, but the Supervisory Board does not have to distribute the entire pool, retaining a portion for future Program Participants or for distribution to Program Participants at a later time.*
- 4) *The date on which the Participant joins the Program will be the effective date of the Program Enrollment Agreement or any other date specified therein.*
- 5) *The Board of Directors shall enroll in the list of Program Participants (the "Participant List") the persons who enter into a Program Participation Agreement with the Company (the "**Participants**", "**Program Participants**") and shall offer Warrants to the Participants within 3 (three) months of joining the Program.*
- 6) *New persons, including new members of the Board of Directors appointed after the date of adoption of the Resolution adopting the Program, may join the Program and be placed on the List of Program Participants by the Supervisory Board upon the proposal of the Board of Directors. The Board of Directors may request that new persons be added to the Program once in each Year of achievement of the Financial Goals (as defined below), but no later than June 30, 2026. Placement of new persons on the List of Program Participants does not affect the number of previously allocated and issued Warrants. Under the above rules, the Supervisory Board may also decide to distribute the previously undistributed portion of the Warrants among the Program Participants referred to in paragraph 3) b) above.*
- 7) *The total number of Program Participants may not exceed 15 people.*
- 8) *The List of Participants of the Program will contain the identification data of the Program Participants and the number of Warrants to be offered to a given Program Participant. The information indicated in the List of Participants is confidential and subject to disclosure only to members of the Company's bodies and Company employees involved in the Program, to the extent necessary for its implementation.*

3. SUBSCRIPTION WARRANTS AND SHARES

- 1) In order to implement the Program, the Company will issue, pursuant to a separate resolution of the General Meeting, up to 70,500 (seventy thousand five hundred) registered subscription warrants (the "**Warrants**") with the right to acquire newly issued bearer shares of the Company with a nominal value of PLN 0.10 (ten cents) each (the "**Shares**") under the conditional capital.
- 2) The warrants will be issued in one or more tranches during the Financial Target Years.
- 3) The warrants will be offered and taken up free of charge.
- 4) One Warrant will give the right to acquire one Share.
- 5) The Warrants will be non-transferable, except for their sale to the Company for redemption without consideration. The Warrants will not be inheritable.
- 6) Shares taken up in exercise of the Warrants will be taken up exclusively for cash contributions. Acquisition of the Shares by the Program Participants in exercise of their rights under the Warrants will be at the issue price, which will be calculated on the basis of the volume-weighted average price of the Company's shares in the NewConnect alternative trading system operated by the Warsaw Stock Exchange. and on the regulated market operated by the WSE for the period from the first day of trading of its shares in the NewConnect alternative trading system operated by the WSE to the day preceding the day of the announcement of the convening of the Company's Ordinary General Meeting with the agenda including the draft of this Resolution (inclusive), less 60%.
- 7) Warrants that are not exercised within the timeframes specified in the Program or in respect of which the Warrant Conditions (as defined below) are not fulfilled will be redeemed without consideration pursuant to a resolution of the Management Board adopted with the approval of the Supervisory Board, but in any case unexercised Warrants will be redeemed without consideration on December 31, 2028.

4. CONDITIONS FOR EXERCISING RIGHTS FROM WARRANTS

The right to exercise the Warrants, i.e. the right to subscribe for the corresponding number of Shares, will be vested only if all of the following conditions (collectively, the "**Warrant Exercise Conditions**") are met:

- a) Company's achievement of both Financial Objectives (as defined below),
- b) Approval of the Company's financial statements for the fiscal year in which the Financial Objectives were met, and
- c) the existence on the part of the Participant of an **uninterrupted** legal relationship in terms of employment with the Company (under an employment contract, contract of mandate or any other contract) or appointment to serve as a member of the Board of Directors in the Company, from the date of joining the Program until the date of approval of the Company's financial statements for the fiscal year in which the Financial Objectives have been achieved ("**Uninterrupted Employment**"), provided that a change of legal relationship is permitted during this period, provided that their continuity is maintained. For the avoidance of doubt, this condition will not be considered fulfilled if the legal relationship in question is terminated before or on the date of approval of the Company's financial statements for the fiscal year in which the Financial Objectives were achieved.

5. FINANCIAL OBJECTIVES.

- 1) The Incentive Program will be implemented on the basis of Financial Targets that can be achieved in any of the three consecutive years coinciding with the Company's fiscal years, i.e. 2024, 2025 and 2026 (each separately as a "Financial Target **Year**" or collectively as "Financial **Target Years**").
- 2) The following financial targets for the Program ("**Financial Targets**") are set:

- a) achievement by the Company of revenues from sales of products and services (excluding revenues from subsidies) at a level greater than or equal to PLN 100,000,000 (one hundred million); and
 - b) Achieving the Company's EBITDA profitability (calculated without the Incentive Program and accounting one-time events related to the revaluation of assets) at 20% or higher; and
 - c) Achieving an earnings per share ratio of greater than or equal to PLN 4.00 (ratio calculated according to the formula: net income [calculated without the effects of the Incentive Program and accounting one-time events related to the revaluation of assets] divided by the total of all shares).
- 3) The Financial Targets will only be met if all Financial Targets are achieved in one and the same Financial Target Year.

6. DEADLINE FOR RERIALIZATION OF WARRANTS

Holders of the Warrants shall have the right to submit a declaration of exercise of the Warrants within 3 (three) months after the last of the Conditions for Exercise of the Warrants referred to in Section 4(a) and 4(b) has been fulfilled, provided, however, only that they have Uninterrupted Employment in the Company from the date of joining the Program until the end of the date on which the Company's financial statements for the fiscal year in which the Financial Objectives are fulfilled are approved.

7. LOCK-UP

- 1) The disposition of Shares taken up under the Program will be subject to the following contractual restrictions established between the Company and the Participant:
 - a) during the 6 (six) consecutive months immediately following the month in which the Shares were acquired, the disposal of the Shares will be excluded;
 - b) in the first quarter (three consecutive months) after the 6 (six) months referred to in letter a) above, the Program Participant will be able to sell no more than 33% of the pool of Shares included in the Program, in the next quarter another 33% of the pool of Shares included in the Program, and in the 3rd (third) quarter 34% of the pool of Shares included in the Program.
- 2) The restriction on transferability does not apply to the sale of Shares to an entity that intends to acquire control of a block of at least 40% of the Company's shares in one or related transactions, including a tender offer for the sale or exchange of the Company's shares.
- 3) Detailed rules for limiting the transferability of Shares will be set forth in the Program Agreement.

8. FUNDING

The Company will not provide financial support to Program Participants to finance the subscription price for Shares.

9. AUTHORIZATION FOR THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

- 1) The General Meeting authorizes and empowers the Board of Directors to take all actions necessary to implement the Program.
- 2) The Supervisory Board will supervise the implementation of the Incentive Program at the Company and all actions of the Management Board aimed at or related to the implementation of the Incentive Program.
- 3) Adoption of a model Program Accession Agreement requires a decision of the Supervisory Board. The Company shall be represented by the Supervisory Board in its relations with the members of the Management Board arising from the implementation of the Program, including conclusion of the Program Accession Agreements.

- 4) *The deadlines provided for in the Resolution, within which the Management Board or the Supervisory Board should perform a certain action, are instructional in nature, and their violation does not result in the invalidity or ineffectiveness of the action taken in violation of the deadline.*

10. COSTS

The costs of operation of the Incentive Program shall be borne by the Company. This does not apply to cash contributions to be made to cover Shares or taxes and other possible fees that are charged directly to the Program Participant.

11. STOCK CHANGES

In the event of a split or reverse split of the Company's shares and a change in the par value of the Company's shares, the number of Warrants and Shares will change in the same proportion. The issue price of the Shares will also change proportionally (decrease or increase, respectively).

§ 2

The resolution comes into force upon adoption.

Justification:

The establishment of the Program at the Company is intended to introduce conditions for the acquisition of Company shares by members of the Board of Directors and members of the Company's top management who, due to their professional activities performed at the Company, directly contribute to the achievement of the financial goals set for the Company, and can also contribute to the Company's additional growth and value creation, while maintaining a long-term relationship with the Company.

The issue price proposed in the draft Resolution, at which Shares may be taken up in exercise of the Warrants, has been calculated on the basis of the volume-weighted average price of the Company's shares in the NewConnect alternative trading system operated by the Warsaw Stock Exchange. (the "WSE") and on the regulated market operated by the WSE for the period starting from the first day of trading of its shares in the NewConnect alternative trading system operated by the WSE until the day preceding the day of the announcement of the convening of the Company's Annual General Meeting with an agenda including the draft of this Resolution (inclusive), less 90%.

Resolution No. 18/06/2024

Annual General Meeting

of the company under the business name XTPL S.A. with its registered office in Wrocław

dated June 28, 2024

on the issue of registered series B subscription warrants to the exclusion of all pre-emptive rights of existing shareholders, on a conditional increase of the Company's share capital to the exclusion of all pre-emptive rights of existing shareholders in connection with the issue of ordinary series W bearer shares, and on amendments to the Company's Articles of Association

In order to enable the implementation of Resolution No. 17/06/2024 of the Ordinary General Meeting of Shareholders of XTPL spółka akcyjna with its registered office in Wrocław, dated June 28, 2024, on the adoption of an incentive program for members of the Management Board and top management in the Company (the "**Resolution on Adoption of the Program**"), acting pursuant to Art. 398, art. 393(5), art. 448 and 449 and art. 453 § 2 and § 3 of the Act of September 15, 2000 of the Code of Commercial Companies, hereinafter the "CCC", the Ordinary General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław (the "**Company**") resolves as follows:

§ 1

Issuance of subscription warrants

(1) Subject to the registration by the competent registry court of the conditional share capital increase adopted pursuant to § 2 of this Resolution, the Company shall issue no more than 70,500 (seventy thousand five hundred) Series B registered subscription warrants (the "**Series B Warrants**") with the right to subscribe for newly issued shares of the Company, excluding the subscription rights of existing shareholders in full.

(2) Eligible to acquire Series B Warrants shall be the participants in the incentive program for members of the Board of Directors and top management of the Company established by the Resolution adopting the Program (the "**Program**", the "**Incentive Program**"), the number of whom shall be determined in accordance with the terms and conditions of the Program.

3 Series B warrants will be issued free of charge, in one or more tranches.

4 The Series B Warrants shall be in non-documentary form and shall be registered in the securities depository in accordance with the Act on Trading in Financial Instruments of July 29, 2005. The Management Board is authorized to conclude with the National Depository for Securities S.A. in Warsaw ("**NDS**") an agreement on registration of the Series B Warrants with the securities depository.

(5) Each Series B Warrant shall entitle its holder to subscribe for one Series W ordinary bearer share of the Company with a nominal value of PLN 0.10 (ten cents) per share, to be issued under the conditional increase of the Company's share capital referred to in § 2 of this Resolution. The issue price shall be calculated on the basis of the volume-weighted average price of the Company's shares in the NewConnect alternative trading system operated by the Warsaw Stock Exchange and on the regulated market operated by the WSE for the period starting from the first day of trading of its shares in the NewConnect alternative trading system operated by the WSE to the day preceding the day of the announcement of the convening of the Company's Ordinary General Meeting with the agenda including the draft of this Resolution (inclusive), less 60%.

6 The rights of the Series B Warrants shall be exercisable on the dates and under the terms and conditions specified in the Incentive Program, with the right to exercise the Series B Warrants expiring no later than December 31, 2028. Series B Warrants that are not exercised on the dates and under the terms and conditions specified in the Incentive Program or in relation to which the conditions for their exercise specified in the Program are not fulfilled shall be redeemed without consideration on the basis of a resolution of the Management Board adopted with the approval of the Supervisory Board, but in any case the unexercised Series B Warrants shall be redeemed without consideration on December 31, 2028.

7 Series B Warrants shall not be convertible into bearer subscription warrants. The transferability of the Series B Warrants shall be entirely excluded, except for their disposal to the Company for redemption without consideration. The Series B Warrants will not be inheritable.

8 In the interest of the Company, the Company's existing shareholders shall be deprived of their subscription rights to all Series B Warrants in full. The justification for the exclusion of the subscription right is the necessity to implement the Incentive Program. The written opinion of the Board of Directors justifying the reasons for depriving existing shareholders of the subscription rights to the Series B Warrants was attached to the Resolution, and the Annual General Meeting of the Company took note of its contents.

9. the Management Board and the Supervisory Board of the Company (within the scope of Article 379 of the Commercial Companies Code) are obliged and authorized and empowered to take all necessary actions related to the issuance and issuance of Series B Warrants to the participants of the Incentive Program under the terms and conditions set forth herein.

10 In view of the fact that the offering of the Series B Warrants will be addressed to individually identified persons who are participants in the Incentive Program, in a number not exceeding 149, it does not require the preparation, approval and disclosure of a prospectus in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the

Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (the "**Regulation 2017/1129**").

§ 2

Conditional increase in share capital

1 The Company's share capital shall be conditionally increased by an amount not less than PLN 0.10 (ten cents) and not more than PLN 7,050 (seven thousand and fifty zlotys) through the issuance of not less than 1 (one) and not more than 70,500 (seventy thousand and five hundred) series W ordinary bearer shares ("**Series W Shares**") with a nominal value of PLN 0.10 (ten cents) each, in order to grant the right to subscribe for Series W Shares by holders of Series B Warrants.

(2) A conditional increase in the Company's share capital shall be made in order to grant the right to subscribe for Series W Shares to holders of Series B Warrants allocated to participants in the Incentive Program.

(3) Each Series B Warrant will entitle the holder to acquire one Series W Share.

4 The right to subscribe for Series W Shares will be exercisable by holders of Series B Warrants on the dates and under the conditions specified in the Incentive Program, but no later than December 31, 2028.

5. the issue price per Series W Share shall be calculated on the basis of the volume-weighted average price of the Company's shares in the NewConnect alternative trading system operated by the Warsaw Stock Exchange and on the regulated market operated by the WSE for the period from the first day of trading of its shares in the NewConnect alternative trading system operated by the WSE to the day preceding the day of the announcement of the convening of the Ordinary General Meeting of the Company with the agenda including the draft of this Resolution (inclusive), less 90%.

6 Series W Shares shall be issued only for cash contributions to holders of Series B Warrants who submit a written declaration to acquire Series W Shares, in accordance with Article 451 § 1 of the Commercial Companies Code, and make full payment for Series W Shares.

7 No special rights will be granted to Series W Shares.

8 Series W shares will participate in dividends according to the following rules:

- a) Series W Shares issued no later than on the dividend date established in the resolution of the Company's General Meeting of Shareholders on the distribution of the Company's profit shall participate in dividends beginning with the profit for the previous fiscal year immediately preceding the fiscal year in which such Series W Shares were issued;
- b) Series W Shares issued after the dividend date established in the resolution of the Company's General Meeting of Shareholders on the distribution of the Company's profit shall participate in dividends starting from the profit for the fiscal year in which such Series W Shares were issued.

9 In the interest of the Company, the Company's existing shareholders shall be entirely deprived of their subscription rights to all Series W Shares. The justification for the exclusion of the subscription right is the necessity to implement the Incentive Program. A written opinion of the Management Board justifying the reasons for depriving existing shareholders of their subscription rights to the Series W Shares and the proposed issue price for the Series W Shares and the method of determining it was attached to the Resolution, and the Company's Ordinary General Meeting took note of its contents.

10. Series W shares will be dematerialized and registered in a securities depository in accordance with the Act on Trading in Financial Instruments of July 29, 2005.

11 It is resolved and agreed that the Company shall apply for the admission and introduction of the Series W Shares to trading on the regulated market operated by the Warsaw Stock Exchange or any other regulated market or alternative trading system on which the Company's shares are listed.

12 To the extent not specified in this Resolution or not delegated to the competence of the Company's Supervisory Board by the Resolution or by law, and taking into account the terms and objectives set forth in the Incentive Program, the Company's Management Board shall be authorized to determine the detailed terms and conditions of the issuance of the Series W Shares and to take all factual and legal actions for the purposes of dematerialization and applying for the admission and introduction of the Series W Shares to trading on the regulated market, including entering into an agreement with the NDS for the registration of the Series W Shares in the securities depository.

§ 3

Amendment of the Articles of Association

In connection with the conditional increase of the Company's share capital referred to in § 2 of the Resolution, the Ordinary General Meeting of Shareholders of the Company resolves to amend the Articles of Association of the Company so that §5a - §5c receive the following new wording:

"§ 5a Contingent capital (1)

1. The Company's conditional share capital is no more than PLN 18,262.20 (eighteen thousand two hundred and sixty-two zlotys and twenty cents) and is divided into no more than 182,622 (one hundred and eighty-two thousand six hundred and twenty-two) series R ordinary bearer shares with a nominal value of PLN 0.10 (ten cents) each.
2. The purpose of the conditional share capital increase referred to in paragraph 1 above is to grant the right to subscribe for series R shares to holders of subscription warrants issued by the Company pursuant to Resolution No. 07/04/2019 of the Extraordinary General Meeting of April 24, 2019.
3. The holders of subscription warrants referred to in paragraph 2 will be authorized to subscribe for series R shares.
4. The right to subscribe for R shares may be exercised no later than April 23, 2029.

§ 5b Contingent capital (2)

1. The Company's share capital is conditionally increased by an amount of not less than PLN 0.10 (ten cents) and not more than PLN 7,050 (seven thousand and fifty zlotys) through the issuance of not less than 1 (one) and not more than 70,500 (seventy thousand and five hundred) series W ordinary bearer shares with a nominal value of PLN 0.10 (ten cents) each.
2. The purpose of the conditional share capital increase referred to in paragraph 1 above is to grant the right to subscribe for series W shares to holders of subscription warrants issued by the Company on the basis of Resolution No. 18/06/2024 of the Ordinary General Meeting of June 28, 2024 on the issue of series B registered subscription warrants to the exclusion of all pre-emptive rights of existing shareholders, a conditional increase of the Company's share capital to the exclusion of all pre-emptive rights of existing shareholders in connection with the issue of series W ordinary bearer shares and on amendments to the Company's Articles of Association.
3. The holders of subscription warrants referred to in paragraph 2 will be authorized to take up series W shares.
4. The right to subscribe for series W shares may be exercised no later than December 31, 2028."

§ 5c Total contingent capital

In connection with the conditional increase of the Company's share capital indicated in § 5a and § 5b, the nominal value of the conditional increase of the Company's share capital is a total of no more than PLN 25,312.20 (twenty-five thousand three hundred and twelve zlotys twenty cents)."

§ 4

The resolution becomes effective upon adoption, with the amendment to the Articles of Association becoming effective on the date of its registration by the registry court.

Justification:

The adoption of the resolution is closely related to and necessary for the implementation of the Program. The rationale for amending the wording of the Company's Articles of Incorporation is the desire to carry out the Program based on the shares issued under the conditional capital.

The issue price per series W share proposed in the draft Resolution was calculated on the basis of the volume-weighted average price of the Company's shares in the NewConnect alternative trading system operated by the Warsaw Stock Exchange. (the "WSE") and on the regulated market operated by the WSE for the period starting from the first day of trading of its shares in the NewConnect alternative trading system operated by the WSE to the day preceding the day of announcement of the convening of the Company's Annual General Meeting with an agenda including the draft of this Resolution (inclusive), less 60%.

**Resolution No. 19/06/2024
of the Annual General Meeting
of the company under the business name XTPL S.A. with its registered office in Wrocław
of June 28, 2024
on adoption of the Regulations of the General Meeting of the Company**

§ 1

The Annual General Meeting of XTPL S.A., a company with its registered office in Wrocław (the "**Company**"), acting pursuant to § 15(1)(4) of the Company's Articles of Association, resolves to repeal the existing bylaws of the Company's General Meeting and adopt new bylaws of the Company's General Meeting in the following wording:

***"REGULATIONS OF THE GENERAL MEETING OF XTPL S.A.
WITH ITS REGISTERED OFFICE IN WROCLAW***

- 1. General provisions**-----
- 1.1. For the purposes of the regulations, the following phrases shall be understood as follows: -----
 - 1.1.1. Chairman - the person elected to preside over a particular AGM; -----
 - 1.1.2. Supervisory Board - the supervisory board of the Company; -----
 - 1.1.3. Bylaws - the rules of procedure of the General Assembly; -----
 - 1.1.4. Company - XTPL S.A. with its registered office in Wrocław, Poland;-----
 - 1.1.5. Articles of Association - the Articles of Association of the Company;-----
 - 1.1.6. Participant - a shareholder or his proxy entitled to participate in the General Meeting;-----
 - 1.1.7. General Meeting, AGM - the general meeting of shareholders of the Company; -----
 - 1.1.8. Board of Directors - the management of the Company. -----
- 1.2. The Regulations set forth the rules for conducting the General Meeting and the procedure and conditions for its adoption of resolutions, taking into account the provisions of law and the Articles of Association. Detailed

rules for participation in the General Meeting by means of electronic communication are defined in separate regulations adopted by the Supervisory Board. -----

2. **Convening the AGM**

2.1. The General Meeting is convened by the Board of Directors, whereby: -----

2.1.1. The Board of Directors shall convene the Annual General Meeting within the timeframe that allows the holding of the Annual General Meeting within the timeframe stipulated by law, in particular the Commercial Companies Code; -----

2.1.2. The Management Board shall convene an Extraordinary General Meeting on its own initiative or at the request of the Supervisory Board or shareholder(s) representing at least one-twentieth of the Company's share capital. -----

2.2. The Supervisory Board may convene an Annual General Meeting if the Management Board fails to convene it within the timeframe specified in Section 2.1.1. above, and an ExtraAnnual General Meeting if it deems it advisable to convene it. -----

2.3. Shareholder(s) representing at least half of the share capital or at least half of the total votes in the Company may convene an ExtraAnnual General Meeting. The shareholders shall appoint the Chairman of this meeting. -

2.4. Shareholder(s) representing at least 1/20 (one-twentieth) of the share capital may request that an ExtraAnnual General Meeting of Shareholders be convened and that certain matters be placed on the agenda of this meeting. The request should be submitted to the Management Board in writing or in electronic form. -----

2.5. If two Annual General Meetings are convened in the same fiscal year (one by the Management Board and the other by the Supervisory Board), only the General Meeting that was convened on the earlier date should be held as the Annual General Meeting, and only that General Meeting is authorized to adopt resolutions reserved for the powers of the Annual General Meeting. A General Meeting that has been convened for a later date should be held only if the agenda of that General Meeting, as defined by the body that convened it, includes items not included in the agenda of the Annual General Meeting held. -----

2.6. The agenda shall be determined by the entity convening the General Meeting, with the proviso that shareholder(s) representing at least 1/20 (one-twentieth) of the share capital may (may) demand that certain matters be placed on the agenda of the General Meeting under the rules set forth in the Commercial Companies Code. -----

2.7. Detailed rules related to attendance at the General Meeting shall each time be specified in the notice convening the General Meeting. -----

3. **Participation in the AGM**-----

3.1. A shareholder may attend the General Meeting and exercise his voting rights in person or by proxy. A specimen power of attorney and a form allowing the exercise of voting rights by proxy will be posted each time on the Company's website. -----

- 3.2. *A shareholder granting a power of attorney to participate in the General Meeting and exercise voting rights in electronic form should notify the Board of Directors of this fact by e-mail sent to the address indicated in the notice convening the General Meeting by the end of the day preceding the day of the General Meeting at the latest, attaching the power of attorney document. A notice submitted by a shareholder who is a natural person should include a scan of an ID card or passport containing data enabling identification of the shareholder who is a natural person. A notice submitted by a shareholder who is not a natural person should include a copy of the relevant register or a scan of it in PDF format, which must show that the power of attorney was signed by persons authorized to represent the shareholder.*-----
- 3.3. *The proxy may grant a further power of attorney, if it follows from the content of the power of attorney.* -----
- 3.4. *A proxy may represent more than one shareholder and vote differently on each shareholder's shares.*-----
- 3.5. *A shareholder who revoked a power of attorney shall immediately inform the Board of Directors by e-mail sent to the address indicated in the notice convening the General Meeting, and in the case of a power of attorney granted in writing - also in writing handed in person or sent by registered mail to the Company's address. A statement of revocation of a proxy granted in writing is effective as long as it is delivered to the Company before the commencement of the General Meeting.* -----
- 3.6. *The documents described above should be drawn up in Polish or translated into Polish by a sworn translator.--*

4. *List of shareholders*-----

- 4.1. *Persons who are shareholders of the Company as of 16 (sixteen) days before the date of the General Meeting, as well as pledgees and users with voting rights, have the right to participate in the General Meeting, if on that date the pledge or usufruct in their favor is registered in the securities account. In order to participate in the General Meeting, shareholders should report to the investment company that maintains their securities account a request for the issuance of a registered certificate of the right to participate in the General Meeting. The Company shall determine the list of shareholders entitled to participate in the General Meeting on the basis of the list prepared by the National Securities Depository.* -----
- 4.2. *The list of shareholders is a list of shareholders authorized to participate in the General Meeting, including the names and surnames or companies (names) of the authorized entities, place of residence (registered office), type, number of shares and the number of votes entitled from the shares. An individual may provide a delivery address or an electronic delivery address instead of a residence.* -----
- 4.3. *The list of shareholders shall be made available for inspection at the premises of the Board of Directors for 3 (three) weekdays immediately preceding the General Meeting from 10:00 a.m. to 3:00 p.m. and at the place and time of the General Meeting.* -----
- 4.4. *A shareholder may review the list of those entitled to participate in the General Meeting at the premises of the Company's Board of Directors and request a copy of the list against reimbursement of the cost of its preparation or its transmission by e-mail free of charge.* -----

5. *Attendance list*-----



- 5.1. Immediately after the election of the Chairman, he orders the General Meeting participants to prepare and sign the attendance list. The list shall include a roster of participants in the General Meeting, listing the number of shares each of them represents and the votes they are entitled to. In preparing the attendance list, the following actions are performed: -----
- 5.1.1. Verification of whether a shareholder is entitled to participate in the General Meeting, including whether he or she is included in the list of shareholders,-----
 - 5.1.2. Verification of the identity of the shareholder, the person representing the shareholder or the shareholder's proxy on the basis of an ID card, passport or other reliable document proving identity (if represented by a proxy, this should be noted on the attendance list), -----
 - 5.1.3. Verification of the correctness of the shareholder's representation, including documents stating the right to represent the shareholder, in particular powers of attorney, copies from the relevant registers,-----
 - 5.1.4. stating the number of shares from which the shareholder subscribed,-----
 - 5.1.5. Determination of the number of votes to which a shareholder is entitled, -----
 - 5.1.6. obtaining the Participant's signature on the attendance list, -----
 - 5.1.7. Issuance to the Participant of a ballot, voting instructions and other materials for the deliberations.
- 5.2. The attendance list is signed by the Chairman immediately after his election. -----
- 5.3. The attendance list is made available to Participants throughout the General Meeting and is kept up to date. -
- 5.4. If a Participant leaves the room during the General Meeting, the Chairman corrects the attendance list, marking the moment the Participant leaves the room, and recounts the number of votes and the percentage of share capital represented and determines whether the General Meeting has the required quorum and majority needed to pass resolutions, especially if resolutions requiring a qualified majority or a certain minimum quorum are to be voted on. -----
- 5.5. A late Participant entitled to attend the General Meeting must be allowed to participate in the meeting. The Chairman shall then order the correction of the attendance list, marking the moment of the Participant's arrival, the agenda item from which he participates in the General Meeting, and recalculate the number of votes and quorum. -----
- 5.6. The chairman finally resolves the objections raised regarding the attendance list. -----
- 6. Chairman** -----
- 6.1. The person opening the General Meeting may make all formal decisions necessary to start the meeting. The person opening the General Meeting shall immediately order the election of the Chairman and preside over the General Meeting until the Chairman is elected, refraining from any other substantive or formal decisions. -----
 - 6.2. Each Participant has the right to run for Chairman, as well as to submit one candidacy for this position from among those entitled to participate in the General Meeting. The proposed candidate is included in the list of candidates after declaring that he accepts it. -----



- 6.3. *If more than one candidate is put forward, voting is held separately for each candidate, and the Chairman will be elected the candidate who received the largest number of votes by obtaining an absolute majority. In the event that two or more candidates receive the same highest number of votes, voting shall be repeated. Only those candidates who received the same largest number of votes in the previous vote shall participate in the repeat vote. The Chairman shall be elected by secret ballot. The person opening the General Meeting shall ensure the proper conduct of the voting and announce the results.*-----
- 6.4. *The Chairman shall ensure and oversee the smooth conduct of the meeting, ensure that the rights and interests of shareholders are respected, prevent abuse of the rights of Participants.*-----
- 6.5. *The Chairman shall not have the right, without the consent of the General Meeting, to remove or change the order of the items on the agenda.*-----
- 6.6. *The duties of the Chairman include ensuring the smooth and proper conduct of the meeting and voting, in particular:*-----
- 6.6.1. *To ascertain the correctness of the convening and holding of the AGM and its ability to pass resolutions,*-----
- 6.6.2. *Presentation of the agenda;*-----
- 6.6.3. *granting and depriving of the vote;*-----
- 6.6.4. *Managing the vote and ensuring its proper conduct;*-----
- 6.6.5. *Resolution of procedural doubts;*-----
- 6.6.6. *Managing short breaks in the session.*-----
- 6.7. *The Chairman has the right to appoint a secretariat of the General Assembly to assist during the General Assembly, up to three persons.*-----
- 6.8. *The Chairman may independently, without the approval of the General Assembly, make decisions on matters of order, which include, in particular:*-----
- 6.8.1. *admitting non-Participants to the meeting room subject to the provisions of the Rules of Procedure,*
- 6.8.2. *to make a motion to change the order of consideration of the items on the agenda,*-----
- 6.8.3. *limit, postpone or close the discussion,*-----
- 6.8.4. *To determine the order (sequence) of consideration of applications.*-----
- 6.9. *The Chairman's decisions on matters of order may be appealed by the participants of the AGM to the General Meeting.*-----
- 7. *Participation in the AGM of persons other than Participants***-----
- 7.1. *Members of the Management Board and the Supervisory Board shall attend the General Meeting and, within the limits of their competence and to the extent necessary for the resolution of matters on the agenda, shall provide the Participants with explanations and information concerning the Company. In cases requiring detailed, specialized knowledge in a given field, a Member of the Management Board or Supervisory Board may designate an employee or associate of the Company to provide such information or explanations.*-----



- 7.2. *The auditor who audits the Company's financial statements may be invited to the General Meeting if the Board of Directors deems it necessary, especially when the agenda includes an item on financial matters. -----*
- 7.3. *The Chairman has the right to consult a notary public, lawyers and other consultants engaged by the Company's Board of Directors to handle the General Meeting. The Chairman shall inform the attendees of their presence at the General Meeting. -----*
- 7.4. *At the invitation of the Board of Directors, other persons may participate in the session or the relevant part of it, if their participation is expedient due to the need to present to the participants of the General Meeting their opinions on the matters under consideration. -----*
- 7.5. *Members of the Board of Directors and the Supervisory Board whose terms of office expired before the holding of the General Meeting, the subject of which is the discharge of their duties, shall have the right to participate in the General Meeting if they submit to the Board of Directors, in writing, a request to exercise this right no later than one week before the holding of the General Meeting. -----*

8. *Short break in the session* -----

- 8.1. *The Chairman may order a short break in the session, in particular for the purpose of: -----*
- 8.1.1. *consult the persons referred to in items. 7.2 i 7.3, -----*
- 8.1.2. *To allow the Management Board and the Supervisory Board to take a position, -----*
- 8.1.3. *in other cases requiring it, in particular when the General Meeting lasts more than 2 hours. -----*

9. *Statements by Participants* -----

- 9.1. *Each Participant may speak only on matters included in the adopted agenda and currently under consideration. The proceedings of the General Meeting shall be conducted in Polish. -----*
- 9.2. *Motions on draft resolutions or amendments thereto should be submitted, together with a justification, in writing to the Chairman, unless the proposed change from the original draft is insignificant, in which case the amendment proposal may be submitted orally. When speaking or submitting a proposal, the Participant should state his/her name and surname, and if acting as a proxy, also the details of the shareholder he/she represents. -----*
- 9.3. *The Chairman shall grant the floor in the order in which applications are made, but may grant the floor out of order to Members of the Supervisory Board, the Management Board, as well as other persons attending the General Meeting. -----*
- 9.4. *The Chairman may limit the time for a Participant to speak if the intention to participate in the discussion is expressed by such a number of Participants that failure to introduce a time frame could, taking into account the agenda, prevent the efficient conduct of the General Meeting. A Participant may also speak by submitting a statement, question or motion in writing. -----*
- 9.5. *The chairman may draw the attention of a speaker who deviates from the subject under consideration, exceeds his or her speaking time or speaks in an unauthorized manner. -----*

9.6. *The Chairman decides to close the discussion.*-----

9.7. *Participants of the AGM have the right to appeal against the Chairman's decision to the General Meeting.*-----

10. *Adoption of resolutions*-----

10.1. *The General Assembly may pass a resolution on:*-----

10.1.1. *changing the order of consideration of matters on the agenda,*-----

10.1.2. *exclusion from the agenda of individual issues,*-----

10.1.3. *the way of voting,*-----

10.1.4. *adjournment of the meeting,*-----

10.1.5. *Waive the vote on the resolution.*-----

10.2. *A motion to adopt a resolution to exclude a specific matter from the agenda or to waive voting on a resolution should be motivated. If a resolution is adopted to exclude a specific matter from the agenda, the motions submitted in this regard shall remain without consideration.*-----

11. *Voting*-----

11.1. *If proposals for amendments of a substantive nature have been submitted to a draft resolution, they are considered a separate draft resolution, provided that they are included in the agenda. These proposals and new draft resolutions shall be voted on in the order determined by the Chairman, who, taking into account the totality of the circumstances, shall follow the principle that the most far-reaching draft resolution shall be voted on first, and if the determination of this encounters objective difficulties, the drafts shall be voted on in the order of their receipt, starting with the drafts submitted with the announcement of the General Meeting. Obtaining a majority of the required votes for one of the drafts first makes voting on the remaining pending draft resolutions on the same issue pointless.*-----

11.2. *If special conditions for a quorum or qualified majority are required by law or the Articles of Association, the Chairman shall, prior to voting, ascertain and announce the General Meeting's ability to pass such resolution and inform what quorum and majority is required for its adoption.*-----

11.3. *The chairman presents draft resolutions, closes the discussion and orders votes.*-----

11.4. *One share carries the right to one vote at the General Meeting.*-----

11.5. *Voting on resolutions takes place after their drafts are read by the Chairman or a person designated by him. Voting shall be open. Secret voting shall take place in cases provided for by law, the Articles of Association or at the request of at least one of the shareholders present or represented at the General Meeting.*-----

11.6. *Counting of votes is carried out by the Chairman or a scrutiny committee appointed for this purpose. The Chairman announces the result of the vote, stating the number of votes for and against the resolution and abstentions. The results of the vote are recorded in the minutes.*-----

11.7. *The Chairman shall provide all those objecting to the resolution with an opportunity to briefly justify it.*-----

11.8. *Having exhausted all matters on the agenda, the Chairman closes the General Meeting.*-----

11.9. *It is not permissible to cast a vote at the General Meeting by mail.*-----

12. *Scrutiny Committee*-----

12.1. *At the request of shareholders representing at least 1/10 (one-tenth) of the share capital presented at a given Shareholders' Meeting, the Shareholders' Meeting may adopt a resolution on the appointment of a scrutiny committee consisting of up to three members. Applicants have the right to elect one member of the scrutiny committee.*-----

12.2. *Members of the Scrutiny Committee shall be elected from among the participants of the General Meeting, with each shareholder being allowed to nominate one candidate, subject to Section 12.1 above.*-----

12.3. *Election of committee members is carried out by the General Meeting, voting by secret ballot for each candidate in turn. The ballot committee shall be composed of those persons for whom the largest number of votes "in favor" was cast. In the event that two or more candidates receive the same highest number of votes, voting shall be repeated. Only those candidates who received the same highest number of votes in the previous vote shall participate in the repeat vote.*-----

12.4. *If a number of persons are nominated as members of the screening committee equal to the number of committee members specified in paragraph 1, the election may be held, by acclamation, for all the nominated candidates together.*-----

12.5. *The duties of the scrutiny committee include:*-----

12.5.1. *Vigilance over the proper conduct of voting;*-----

12.5.2. *Determining the results of the vote and giving them to the President for announcement;*-----

12.5.3. *other voting activities.*-----

12.6. *If irregularities in the conduct of voting are found, the ballot-counting committee is obliged to immediately notify the Chairman of the occurrences, at the same time making proposals for further proceedings.*-----

13. *Adjournment of the General Meeting*-----

13.1. *The General Assembly may order adjournments by a two-thirds majority vote. In total, the adjournments may not last longer than thirty days. The resolution on adjournment should clearly specify the day and time and place of resumption of the General Meeting.*-----

13.2. *Expansion of the agenda of the General Meeting continued after the adjournment in relation to the content of the announcement convening the Meeting is not permitted.*-----

13.3. *If the General Meeting orders an adjournment, resolutions adopted before the adjournment will be recorded, noting that the Meeting was adjourned.*-----

13.4. *Upon resumption of the General Meeting, the resolutions adopted during this part of the meeting will be recorded in separate minutes, and when there are several breaks - in separate minutes.*-----

13.5. *Each notarial report shall be accompanied by a list of attendees of the General Meeting participating in its respective part.*-----

13.6. *Adjournment of the General Meeting may take place only in special situations, each time indicated in the justification for the resolution on ordering the adjournment, prepared on the basis of the reasons presented by*

the shareholder requesting the adjournment.-----

13.7. *In the event of a resolution to adjourn the meeting, it is not necessary to maintain the identity of the subjects of the participants in the General Meeting in order to maintain the continuity of the General Meeting:*

- a) *A different number of General Meeting participants may participate in the General Meeting after the break, provided that they are on the attendance list on the day the meeting resumes;*
- b) *as long as the person elected Chairman prior to the resolution to adjourn the meeting is present on the day of resumption of the meeting - no re-election is made and the Chairman remains that person;*
- c) *on the right to participate in the General Meeting shall be resolved in accordance with the rules of law, and the deadlines indicated therein shall be counted in relation to the announced date of the General Meeting, and not in relation to the date of resumption of the meeting. However, participants in the General Meeting may authorize other persons to act on their behalf. -----*

14. *Election of the Supervisory Board by the General Assembly. -----*

14.1. *Each shareholder may submit in writing to the Management Board candidates for a member of the Supervisory Board, no later than 3 (three) days before the date of the General Meeting, the proposed agenda of which includes the appointment of members of the Supervisory Board. The application should include personal data of the candidate and justification of the candidacy along with a description of the candidate's qualifications and professional experience. The application referred to in sentence 1 of this item shall be accompanied by a documented statement by the proposed candidate that he/she agrees to be appointed to the Supervisory Board and, if the candidate in question is proposed as a candidate for an independent member of the Supervisory Board (within the meaning of the Act of May 11, 2017. on Certified Public Accountants, Audit Firms and Public Supervisors), also a statement confirming the candidate's fulfillment of the independence criteria, as well as including an undertaking to notify the Management Board in writing during the term of office of the cessation of fulfillment of such criteria, immediately, but no later than within 3 (three) days of the event causing such cessation or becoming aware of it.-----*

14.2. *Participants of the General Meeting may propose candidates for member of the Supervisory Board after the opening of the General Meeting, but before the Chairman orders the election of members of the Supervisory Board. When proposing a candidate for a member of the Supervisory Board during the General Meeting, a Participant of the General Meeting shall be required to present to the Chairman the statement of the candidate proposed by him/her, referred to in Section 14.1 above. -----*

14.3. *The Chairman shall announce the list of candidates for members of the Supervisory Board drawn up on the basis of the applications referred to in sections 14.1 and 14.2 above, before ordering the election of members of the Supervisory Board. -----*

14.4. *Election of the Supervisory Board is held by voting for each candidate separately in alphabetical order. Those candidates who received the highest number of votes are considered elected as members of the Supervisory Board. In the event that at least two candidates receive the same highest number of votes for the last vacant seat on the Supervisory Board, the Chairman shall order a supplementary vote, in which only those candidates*

who received the same highest number of votes in the previous vote shall take part.-----

15. Election of the Supervisory Board by group voting.-----

15.1. At the request of shareholders representing at least 1/5 (one-fifth) of the Company's share capital, the election of the Supervisory Board should be carried out by the next General Meeting by voting in separate groups.-----

15.2. A proposal for the election of members of the Supervisory Board by voting in separate groups should be submitted to the Management Board in writing, together with certificates of deposit confirming the shareholding, in time to be placed on the agenda of the next General Meeting.-----

15.3. Persons representing at the General Meeting that portion of the shares which is attributable to the division of the total number of represented shares by the number of members of the Supervisory Board to be elected may form a separate group for the purpose of electing one member of the Supervisory Board. However, such persons shall not participate in the election of the remaining members of the Supervisory Board. The remaining members of the Supervisory Board not elected by the group of shareholders formed in accordance with sentence 1 of this paragraph shall be appointed on a general basis by means of a vote in which all shareholders whose votes were not cast in the election of the members of the Supervisory Board elected by voting in separate groups shall participate.-----

15.4. Groups of shareholders may join together to make a joint election-----.

15.5. The Chairman informs the Participants about the way the groups function, including how the size of the groups and the voting itself in the groups are determined.-----

15.6. Before the General Meeting elects members of the Supervisory Board by voting in separate groups, the Chairman, based on the attendance list, informs the General Meeting of the status of (i) attendance, (ii) the number of shares held by General Meeting Participants, and (iii) the number of shares required to form a group capable of electing a member of the Supervisory Board.-----

15.7. The Chairman, directs the procedure for electing members of the Supervisory Board by voting in separate groups, determining the order and ordering voting in each group.-----

15.8. The chairman shall examine the correctness of the constitution of the groups, and if he finds irregularities, in particular involving the participation of one shareholder in more than one group, lack of signatures or insufficient group size, he shall order an additional recess to remove them. Removal may consist of amending, supplementing or submitting a new statement on the constitution of the group or groups-----

15.9. The election of a member of the Supervisory Board within a group, is decided by an absolute majority of the votes cast in the group.-----

15.10. The Chairman may order that, for the duration of the deliberations and voting conducted by the formed group of Participants, the other Participants who are not part of the group, leave the meeting room.-----

15.11. If there is no formation of at least one group capable of electing a member of the Supervisory Board at the General Meeting referred to in Section 15.1 above, no election of Supervisory Board members shall be held.---

16. Protocols-----

16.1. The minutes of the General Meeting shall be drawn up by a notary public in the form of a notarial deed.-----



16.2. *The minutes should be accompanied by an attendance list with the signatures of the participants in the General Meeting and written statements of shareholders made at the General Meeting, as well as a list of shareholders voting using electronic communication means, if voting was conducted in this mode -----*

16.3. *The Board of Directors attaches a copy of the minutes together with evidence of the convening of the General Meeting and proxies granted by shareholders to the minute book. Shareholders may inspect the minute book and request copies of resolutions certified by the Management Board.-----*

16.4. *When issuing a notarized copy of the minutes of the General Meeting to a shareholder, the Company may require the shareholder to reimburse the cost of its preparation.-----*

17. *Responsibilities of the Board of Directors related to the organization of the General Meeting -----*

17.1. *The duties of the Board of Directors in connection with the convening and organization of the General Meeting include all actions provided for by law and the Articles of Association, in particular:-----*

17.1.1. *Establishment of the agenda (in the case where the Board of Directors is the convening body of the General Meeting) and announcement of its amendments in the event of a shareholder(s) request--;*

17.1.2. *making an announcement about the convening of the General Meeting;-----*

17.1.3. *Ensure that the list of shareholders entitled to participate in the General Meeting is displayed at the Board of Directors' office 3 (three) business days prior to the General Meeting; -----*

17.1.4. *Ensure that minutes are taken of the meetings and resolutions adopted, in the form required by law; -----*

17.1.5. *preparation and posting on the Company's website from the date of the notice of the General Meeting of Shareholders of all documents and information required to be posted on the Company's website by law or the Articles of Association. -----*

17.2. *The Board of Directors carries out activities related to handling the course of the General Meeting, but it may commission specialized entities to carry out technical activities, in particular with regard to handling voting, including vote counting, using electronic devices.-----*

18. *Final provisions -----*

18.1. *Any amendments to the Regulations require a resolution of the General Meeting.-----*

18.2. *Amendments to the Bylaws are effective no earlier than from the next General Meeting convened after the date of their adoption."-----*

§ 2

The resolution comes into force upon its adoption.-----

Resolution No. 21/06/2024
Annual General Meeting
of the company under the business name XTPL S.A. with its registered office in Wrocław
dated June 28, 2024
On the adoption of the unified text of the Articles of Association of the Company

1. The Ordinary General Meeting of XTPL S.A. with its registered office in Wrocław (the "**Company**"), having regard to the contents of Resolutions No. 18/06/2024 and 20/06/2024 of this Ordinary General Meeting, resolves to adopt the consolidated text of the Company's Articles of Association with the following wording:

"ARTICLES OF ASSOCIATION OF XTPL JOINT STOCK COMPANY

Chapter I

GENERAL PROVISIONS.

§ 1 Establishment of the Company

1. The company was formed from the transformation of a limited liability company under the name of XTPL sp. z o.o., based in Wrocław.
2. The founders of the Company are:
 - 1) TPL limited liability company based in Wrocław,
 - 2) UTPL limited liability company based in Wrocław,
 - 3) Partners & Ventures spółka z ograniczoną odpowiedzialnością, based in Warsaw.

§ 2 Seat of the Company

1. The Company operates under the name of **XTPL Joint Stock Company**. The Company may use the abbreviated name **XTPL S.A.**
2. The registered office of the Company is Wrocław.

§ 3 Duration of the Company

The duration of the Company is indefinite.

§ 4 Object of activity

1. The Company's object is:
 - 1) (PKD 18.12.Z) Other printing,
 - 2) (PKD 28.99.Z) Manufacture of other special-purpose machinery not elsewhere classified,
 - 3) (PKD 20.59.Z) Manufacture of other chemical products not elsewhere classified,
 - 4) (PKD 72.19.Z) Scientific research and development in other natural and technical sciences,
 - 5) (PKD 71.12.Z) Engineering activities and related technical consulting,
 - 6) (PKD 71.20.B) Other technical research and analysis,
 - 7) (PKD 72.11.Z) Scientific research and development in the field of biotechnology,
 - 8) (PKD 74.10.Z) Specialized design activities,
 - 9) (PKD 74.90.Z) Other professional, scientific and technical activities not elsewhere classified,

- 10) (PKD 77.39.Z) Rental and lease of other machinery, equipment and tangible goods not elsewhere classified,
 - 11) (PKD 77.40.Z) Lease of intellectual property and similar products, excluding works protected by copyright,
 - 12) (PKD 85.60.Z) Activities that support education.
2. Resolutions on material changes to the Company's objects do not require share buybacks, as provided for in Article 416 § 4 and Article 417 of the Commercial Companies Code, provided they are adopted by a two-thirds majority of votes in the presence of persons representing at least half of the Company's share capital.

Chapter II

SHARE CAPITAL. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS.

§ 5 Share capital

1. The share capital amounts to PLN 234,987.70 (two hundred and thirty-four thousand nine hundred and eighty-seven zlotys and 70/100) and is divided into 2,349,877 (two million three hundred and forty-nine thousand eight hundred and seventy-seven) ordinary bearer shares with a nominal value of PLN 0.10 (ten cents) each.
2. The share capital is divided into:
 - 1) 670,000 (six hundred and seventy thousand) series A shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 67,000.00 (sixty-seven thousand zlotys and 00/100),
 - 2) 300,000 (three hundred thousand) series B shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100),
 - 3) 30,000 (thirty thousand) series C shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 3,000.00 (three thousand zlotys and 00/100),
 - 4) 198,570 (one hundred and ninety-eight thousand five hundred and seventy) series D shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 19,857.00 (nineteen thousand eight hundred and fifty-seven zlotys and 00/100),
 - 5) 19,210 (nineteen thousand two hundred and ten) series E shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty-one zlotys and 00/100),
 - 6) 19,210 (nineteen thousand two hundred and ten) series F shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty-one zlotys and 00/100),
 - 7) 68,720 (sixty-eight thousand seven hundred and twenty) series G shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100),
 - 8) 68,720 (sixty-eight thousand seven hundred and twenty) series H shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100),



- 9) 10,310 (ten thousand three hundred and ten) series I shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 1,031.00 (one thousand thirty-one zlotys and 00/100),
 - 10) 5,150 (five thousand one hundred and fifty) series J shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 515.00 (five hundred and fifteen zlotys and 00/100),
 - 11) 10,310 (ten thousand three hundred and ten) series K shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 1,031.00 (one thousand thirty-one zlotys and 00/100),
 - 12) 140,020 (one hundred and forty thousand and twenty) series L shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and 00/100),
 - 13) 155,000 (one hundred and fifty-five thousand) series M shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 15,500 (fifteen thousand five hundred zlotys and 0 /100),
 - 14) 47,000 (forty-seven thousand) series N shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 4,700 (four thousand seven hundred and 0 /100),
 - 15) 41,400 (forty-one thousand four hundred) series O shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 4,140 (four thousand one hundred and forty zlotys and 0 /100),
 - 16) 42,602 (forty-two thousand six hundred and two) series P shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 4,260.20 (four thousand two hundred and sixty zlotys and twenty cents),
 - 17) 78,000 (seventy-eight thousand) series S shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 7,800.00 (seven thousand eight hundred zlotys and 0/100),
 - 18) 125,000 (one hundred and twenty-five thousand) series T shares, with a nominal value of PLN 0.10 (ten groszy) each share and a total nominal value of PLN 12,500 (twelve thousand five hundred zlotys),
 - 19) 45,655 (forty-five thousand six hundred and fifty-five) series U shares, with a par value of PLN 0.10 (ten cents) per share and a total par value of PLN 4,565.50 (four thousand five hundred and sixty-five zlotys and 50/100),
 - 20) 275,000 (two hundred and seventy-five thousand) series V shares, with a nominal value of PLN 0.10 (ten cents) each share and a total nominal value of PLN 27,500.00 (twenty-seven thousand five hundred zlotys).
3. The company was formed as a result of the transformation of XTPL limited liability company, whose share capital was fully paid up.

§ 5a Contingent capital (1)

1. The Company's conditional share capital is no more than PLN 18,262.20 (eighteen thousand two hundred and sixty-two zlotys and twenty cents) and is divided into no more than 182,622 (one hundred and eighty-two

thousand six hundred and twenty-two) series R ordinary bearer shares with a nominal value of PLN 0.10 (ten cents) each.

2. The purpose of the conditional share capital increase referred to in paragraph 1 above is to grant the right to subscribe for series R shares to holders of subscription warrants issued by the Company pursuant to Resolution No. 07/04/2019 of the Extraordinary General Meeting of April 24, 2019.
3. The holders of subscription warrants referred to in paragraph 2 will be authorized to subscribe for series R shares.
4. The right to subscribe for R shares may be exercised no later than April 23, 2029.

§ 5b Contingent capital (2)

1. The Company's share capital is conditionally increased by an amount of not less than PLN 0.10 (ten cents) and not more than PLN 7,050 (seven thousand and fifty zlotys) through the issuance of not less than 1 (one) and not more than 70,500 (seventy thousand and five hundred) series W ordinary bearer shares with a nominal value of PLN 0.10 (ten cents) each.
2. The purpose of the conditional share capital increase referred to in paragraph 1 above is to grant the right to subscribe for series W shares to holders of subscription warrants issued by the Company on the basis of Resolution No. 19/06/ 2024 of the Ordinary General Meeting of June 28, 2024 on the issue of series B registered subscription warrants to the exclusion of all pre-emptive rights of existing shareholders, a conditional increase of the Company's share capital to the exclusion of all pre-emptive rights of existing shareholders in connection with the issue of series W ordinary bearer shares and on amendments to the Company's Articles of Association.
3. The holders of subscription warrants referred to in paragraph 2 will be authorized to take up series W shares.
4. The right to subscribe for series W shares may be exercised no later than December 31, 2028."

§ 5c Total contingent capital

In connection with the conditional increase of the Company's share capital indicated in § 5a and § 5b, the nominal value of the conditional increase of the Company's share capital is a total of no more than PLN 25,312.20 (twenty-five thousand three hundred and twelve zlotys twenty cents).

§ 6 Type of shares

The Company's shares are bearer shares.

§ 7 Bonds and subscription warrants

1. The Company may issue bonds, including priority bonds and bonds entitling the holder to acquire shares issued by the Company in exchange for these bonds (convertible bonds).
2. The Company may issue registered or bearer subscription warrants under the terms of the Commercial Companies Code.

§ 8 Redemption of shares

1. The company may redeem its own shares.
2. A share may be redeemed with the shareholder's consent through its purchase by the Company (voluntary redemption).

§ 9.

[repealed]

§ 10.

[repealed]

**Chapter III
COMPANY BODIES.**

§ 11 Bodies of the Company

The bodies of the Company are:

- 1) General Assembly,
- 2) Supervisory Board,
- 3) Management.

GENERAL ASSEMBLY

§ 12 Convening General Meetings

1. General Meetings may be ordinary or extraordinary.
2. General Meetings are held at the Company's headquarters, in Warsaw, Gdynia, Gdansk, Krakow, Katowice, Poznan.

§ 13.

[repealed]

§ 14 Voting

Resolutions shall be adopted by an absolute majority of votes, unless otherwise provided by the provisions of these Articles of Association or the Commercial Companies Code.

§ 15 Competencies of the General Meeting

1. The powers of the General Meeting include the matters specified in the Commercial Companies Code and these Articles of Association, including in particular the adoption of the Regulations of the General Meeting and amendments thereto.
2. Acquisition or disposal by the Company of real estate, an interest in real estate or perpetual usufruct does not require the approval of the General Meeting.

§ 16 Organization and proceedings of the General Meeting

Detailed rules for the conduct of meetings and the adoption of resolutions by the General Meeting may be set forth in the Regulations of the General Meeting.

SUPERVISORY BOARD.

§ 17 Composition and term of office

1. The Supervisory Board consists of 5 (five) to 7 (seven) members. Members of the Supervisory Board are appointed and dismissed by the General Meeting. If members of the Supervisory Board are elected by the General Meeting by voting in separate groups, then the Supervisory Board will consist of 5 members.
2. If the General Meeting, when appointing members of the Supervisory Board, does not elect its Chairman and Vice Chairman, the Supervisory Board shall elect these persons from among its members.
3. Members of the Supervisory Board are appointed for a joint term of five years counted in full fiscal years, i.e. lasting at least 5 (five) full fiscal years and expiring at the end of the 5th (fifth) full fiscal year of the term. Any Member of the Supervisory Board may be re-elected to the position.
4. The term of office of a member of the Supervisory Board shall expire no later than on the date of the General Meeting of Shareholders approving the financial statements for the last full fiscal year falling within the term of office.
5. In the event of the death or resignation of a member of the Supervisory Board and reduction of its composition below the established number of members (each time below five members), the remaining members of the Supervisory Board may, by means of a written statement of all members of the Supervisory Board submitted to the Company, appoint a new member of the Supervisory Board to supplement the Supervisory Board to the established (at least five-member) composition, who shall serve until their appointment is approved by the next General Meeting or the General Meeting elects a new member of the Supervisory Board in place of the co-opted one. In the event of the expiration of the mandate of a member of the Supervisory Board who is a member of the Audit Committee, the co-opted member of the Supervisory Board should meet the analogous (i.e., those met by the member of the Supervisory Board whose expiration of the mandate is the basis for the co-option) criteria referred to in the Act on Auditors, Audit Firms and Public Supervision dated May 11, 2017. Members of the Supervisory Board may be co-opted if the number of Supervisory Board members is at least 2 (two).
6. A Supervisory Board that, as a result of the expiration of the terms of office of certain members of the Supervisory Board, has fewer members than the number of members specified by the General Meeting, but at least 5 (five), is capable of adopting valid resolutions.

§ 18 Competencies of the Supervisory Board

1. The competence of the Supervisory Board includes all matters provided for by the provisions of the Commercial Companies Code and these Articles of Association.
2. Specific powers of the Supervisory Board, include:
 - 1) giving consent for the Company to enter into a material transaction with a related entity - within the meaning of the provisions of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments into the organized trading system and on public companies, except in cases where the provisions of this Act exclude such obligation,
 - 2) Consenting to the acquisition of an enterprise or an organized part of an enterprise belonging to another entrepreneur, joining another company or acquiring/acquiring/disposing of shares in another company,
 - 3) Approval of the Board's regulations and amendments thereto,

- 4) Approval of granting members of the Company's Management Board the right to acquire or purchase shares of the Company under incentive programs or remuneration systems based on shares or other financial instruments issued by the Company,
- 5) consenting to any decisions made by the Company (including the conclusion of an agreement) regarding the sale or acquisition by the Company of real estate or an interest in real estate,
- 6) Representing the Company in contracts with members of the Board and in disputes with the Board or its members,
- 7) Selection of an audit firm to audit the financial statements.

§18A. Powers of the Supervisory Board (2).

Serving by members of the Company's Management Board on the bodies of capital companies outside the XTPL capital group requires the approval of the Supervisory Board.

§ 19 Organization of the Supervisory Board

1. The Supervisory Board operates on the basis of regulations adopted by the Supervisory Board, defining the organization and the manner in which the Supervisory Board performs its activities.
2. Resolutions of the Supervisory Board are passed by a simple majority of votes cast, unless the law provides for stricter conditions for passing resolutions. In the event of an equality of votes, the vote of the Chairman of the Supervisory Board shall be decisive.
3. The Supervisory Board may adopt resolutions in writing or by means of direct remote communication. A resolution is valid when all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Supervisory Board have participated in the adoption of the resolution.
4. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the Supervisory Board members participating in the meeting objects.
5. The Supervisory Board may also hold meetings without being formally convened, if all Members agree and do not object to the inclusion of particular matters on the agenda.

MANAGEMENT

§ 20 Composition and term of office

1. The Company's Board of Directors consists of 1 to 5 members appointed for a joint term of five years counted in full fiscal years, i.e. lasting at least 5 (five) full fiscal years and expiring at the end of the 5th (fifth) full fiscal year of the term. Any member of the Board of Directors may be elected for another term.
2. Members of the Management Board are appointed and dismissed by the Supervisory Board.
3. The term of office of a member of the Management Board expires no later than on the date of the General Meeting of Shareholders approving the financial statements for the last full fiscal year falling within the term of office.

§ 21 Competencies of the Board

1. The powers of the Management Board include all matters not reserved for the General Meeting or the Supervisory Board.

2. The Company's Management Board is authorized to make an advance payment to shareholders on account of expected dividends under the terms of Article 349 of the Commercial Companies Code. Payment of the advance requires the approval of the Company's Supervisory Board.
3. With the exception of matters directly reserved for the General Meeting or the Supervisory Board by law or the Articles of Association, all decisions regarding the implementation and execution of incentive programs or reward systems based on shares or other financial instruments issued by the Company directed to the management, employees or associates of the Company and its subsidiaries are made by the Board of Directors.
4. Resolutions of the Board are adopted by an absolute majority of votes cast. In case of an equality of votes, the vote of the Chairman of the Board shall be decisive.
5. The Board of Directors may adopt resolutions in writing or by means of direct remote communication.
6. Detailed rules for the organization and manner of operation of the Management Board may be set forth in the Regulations of the Management Board, adopted by the Management Board and approved by the Supervisory Board.

§ 22 Representation of the Company

The Company is represented by each member of the Board of Directors independently.

Chapter IV COMPANY ACCOUNTING

§ 23 Capitals of the Company

1. The Company creates the following capitals:
 - 1) share capital;
 - 2) capital reserve.
2. The General Meeting may decide to establish reserve capital and other special funds and determine the rules for their use.

§ 24 Financial year

The Company's fiscal year is the calendar year. The first fiscal year ends on December 31, 2016.

Chapter V FINAL PROVISIONS

§ 25.

[repealed]

§ 26.

[repealed]

§ 27 Matters not regulated by the Statute

In matters not regulated by these Articles of Association, the provisions of the Commercial Companies Code and other provisions of applicable law shall apply."



2. The resolution comes into force upon its adoption.

Resolution No. 23/06/2024
Annual General Meeting of Shareholders
of the company under the business name XTPL S.A. with its registered office in Wrocław
dated June 28, 2024
on appointment/revocation of a member of the Supervisory Board

1. Pursuant to Article 385 § 1 of the Commercial Companies Code and § 17 section 1 of the Company's Articles of Association, the Annual General Meeting of Shareholders of XTPL S.A. (the "**Company**") appoints Agata Gładysz-Stańczyk to the Supervisory Board of the Company and entrusts him/her with the function of Member of Supervisory Board.
2. The resolution comes into force upon adoption.