



OPINION OF THE MANAGEMENT BOARD OF XTPL S.A. JUSTIFYING THE REASONS FOR DISAPPLYING
SHAREHOLDERS' PREEMPTION RIGHTS TO SERIES X SHARES, AND THE METHOD OF DETERMINING
THE ISSUE PRICE OF SERIES X SHARES

OF OCTOBER 19, 2024

1. On November 18, 2024, the Company's Extraordinary General Meeting ("EGM") is to be convened. Its proposed agenda includes adoption of a resolution on increasing the Company's share capital by issuing series X ordinary bearer shares (fully disapplying shareholders' preemption rights), amending the Company's Articles of Association and applying for the admission and introduction of those shares to trading on the regulated market.
2. The Management Board of XTPL S.A. with its registered office in Wrocław (the "**Company**"), pursuant to Article 433 § 2 of the Commercial Companies Code, presents below its opinion on the disapplication of the Company's shareholders' preemption rights, in their entirety, to the new issue of series X bearer shares.
3. The Management Board recommends to the General Meeting to increase the share capital of XTPL S.A. from PLN 234,987.70 (two hundred and thirty-four thousand, nine hundred eighty-seven zlotys and 70/100) to an amount not lower than PLN 234,987.80 (two hundred and thirty-four thousand nine hundred and eighty-seven zlotys and 80/100) and not higher than PLN 264,987.70 (two hundred and sixty-four thousand nine hundred eighty-seven zlotys and 70/100), i.e. by an amount not lower than PLN 0.10 (ten grosz) and not higher than PLN 30,000.00 (thirty thousand zlotys) by way of issuing not less than 1 (one) and not more than 300,000 (three hundred thousand) series X ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each ("**Series X Shares**") with respect to which the preemption rights of the Company's shareholders will be disappplied in their entirety.
4. The issue of Series X Shares is to take place in the form of a private placement within the meaning of Article 431 § 2(1) of the Commercial Companies Code, through a public offer ("**Public Offer**") for which no prospectus needs to be drawn up, approved or published 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 ("**Regulation 2017/1129**").
5. The Public Offer of Series X Shares will be addressed to: (i) qualified investors within the meaning of Article 2(e) of Regulation 2017/1129 or (ii) no more than 149 natural or legal persons other than qualified investors (taking into account the limits resulting from legal provisions) or (iii) to investors who will acquire Series X Shares with a total value of at least EUR 100,000 per investor, therefore, in



accordance with Article 1(4)(a), (b) and (d) of Regulation 2017/1129, the Public Offer of Series X Shares does not require a prospectus to be drawn up, approved or published.

6. The share issue proceeds are to be used to finance the second part of capital expenditures as part of the Company's Development Strategy adopted in 2023 geared towards achieving PLN 100 million in revenues from sales of products and services by the end of 2026. In accordance with this Strategy, the Company has planned investments totaling approx. PLN 60 million in 2023–2026 in three key business areas: sales, production and R&D.
7. Taking the above into account, in the opinion of the Management Board, raising the financing by the Company is necessary and a matter of priority, and conducting the issue of Series X Shares in a private placement is the most effective method (in terms of the amount that can be raised from the issue) of obtaining such financing.
8. The disapplication of preemption rights to Series X Shares fully protects the Company against a situation in which existing shareholders will not acquire the expected number of the newly issued shares. Moreover, disapplying shareholders' preemption rights will contribute to the possibility of attracting new investors, including institutional ones, which is particularly important from the point of view of building the Company's image and ensuring an investor base enabling future financing for the Company's operations.
9. It is the Management Board's intention to ensure that the issue of the Series X Shares is conducted in such a way as to ensure that investors who are shareholders of the Company with at least 0.5% of the Company's shares as at the end of the day of registration for the EGM ("**Eligible Investors**") are given priority in acquiring shares of the new issue in a number enabling the Eligible Investor to maintain a share in the total number of votes at the Company's General Meeting at a level not lower than the Eligible Investor's share held as at the end of the day of registration for the EGM. The above will apply provided that the Eligible Investors are invited by the Management Board to participate in the book-building process and will submit declarations of interest in acquiring shares of the new issue and then accept offers to acquire the shares. The invitation to participate in the book-building process, as well as the potential submission of an offer to acquire the shares will be at the sole discretion of the Company's Management Board, provided that the Management Board will use due care to offer the shares of the new issue to those Eligible Investors who meet the conditions specified above, and the subscription for the shares of the new issue for the Eligible Investor can be technically accounted for within the time frame specified by the Management Board.
10. The disapplication of shareholders' preemption rights to the issue of the Series X Shares in their entirety is fully justified by the need to obtain resources to fund the development of the Company's activities. The issue of the new shares and the ensuing cash proceeds will enable the Company to implement its



planned investment and development processes. In the opinion of the Management Board, issuing new shares in a Public Offer with disapplication of shareholders' preemption rights will enable the effective acquisition of funds necessary for the further development of the Company and will create a possibility to obtain greater proceeds compared to what can be raised from the existing shareholders, which will ultimately enable the implementation of the Company's economic goals.

11. For the above reasons, in the opinion of the Company's Management Board, the disapplication of shareholders' preemption rights to the issue of the Series X Shares in their entirety is in the Company's interest.
12. The issue price of the Series X Shares will be determined by the Management Board of the Company primarily based on the results of the bookbuilding process, taking into account all circumstances affecting the determination of the issue price, including primarily the economic situation on the capital markets, the valuation of the Company by the market (including the current or average price of the Company's shares on the regulated market) and the financial position and current events in the Company, as well as based on the recommendations of advisors and consultants assisting in the issue of the Series X Shares.