

DRAFT RESOLUTIONS OF THE EGM OF XTPL S.A. TO BE HELD ON NOVEMBER 18, 2024

**Resolution No. 01/11/2024
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of November 18, 2024
on the election of the EGM Chair**

§ 1

Acting on the basis of Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. with its registered office in Wrocław elects [] as the Chair of the Extraordinary General Meeting.

§ 2

The resolution shall enter into force immediately.

Rationale:

The resolution is technical in nature. The need to elect Chair of the General Meeting after the opening of the General Meeting results from Article 409 §1 of the Commercial Companies Code.

**Resolution No. 02/11/2024
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of November 18, 2024
on the adoption of the agenda of the Extraordinary General Meeting**

§ 1

The Extraordinary 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 Chair 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. Presenting the 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.
6. Adopting 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.
7. Closing the General Meeting.

§ 2

The resolution shall enter into force immediately.

Rationale:

The resolution is technical in nature. The need to comply with the agenda of the General Meeting results from Article 404 § 1 of the Commercial Companies Code.

**Resolution No. 03/11/2024
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of November 18, 2024**

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.

§ 1

1. The Extraordinary General Meeting of XTPL Spółka Akcyjna with its registered office in Wrocław (the "**Company**"), acting under Article 431, Article 432 and Article 433 of the Commercial Companies Code, resolves to increase the Company's share capital from PLN 234,987.70 (two hundred and thirty-four thousand nine hundred and 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**").
2. The issue of Series X Shares will 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**").
3. The Public Offer of Series X Shares will be addressed to the following persons selected by the Management Board: (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.
4. Series X Shares will participate in the dividend on the following terms:



- a) Series X Shares recorded for the first time in a securities account no later than on the dividend date set in the resolution of the General Meeting on the distribution of profit will participate in the dividend starting from the profit for the previous financial year, i.e. from January 1 of the financial year directly preceding the year in which such shares were recorded for the first time in the securities account;
 - b) Series X Shares recorded for the first time in the securities account on a day falling after the dividend date set in the resolution of the General Meeting on the distribution of profit will participate in the dividend starting from the profit for the financial year in which such shares were recorded for the first time in the securities account, i.e. from January 1 of that financial year.
5. Until the increase in the Company's share capital is registered, Series X Shares may only be paid for in cash.
 6. The issue price of Series X Shares will be determined by the Management Board of the Company in accordance with § 3 (1) below.
 7. Subscription agreements for Series X Shares will be concluded by the Company until December 6, 2024.

§ 2

The Extraordinary General Meeting of XTPL Spółka Akcyjna with its registered office in Wrocław, acting under Article 433 § 2 of the Commercial Companies Code, after considering the written opinion of the Management Board of the Company of October 19, 2024, justifying the reasons for disapplying shareholders' preemption rights to the Series X Shares and the method of determining the issue price of the Series X Shares, hereby decides, in the interest of the Company, to disapply the Company's shareholders' preemption rights to the Series X Shares in their entirety.

§ 3

The Management Board of the Company is hereby authorized and empowered to take all actions related to the increase in the share capital and to determine the detailed terms and conditions of subscription for Series X Shares, including:

- 1) Determining the issue price of Series X Shares, including in particular the possible determination of the price range or the maximum price of the Series X Shares;
- 2) Determining the rules for payment for Series X Shares;
- 3) Determining the dates for issuing and subscribing for Series X Shares;
- 4) Determining other rules for issuing the Series X Shares to the extent not covered by this resolution – in particular, the Management Board is authorized to decide that the issue is carried out 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 (held individually) as at the end of the day of registration for the Extraordinary General Meeting

(“**Eligible Investors**”) are given priority in acquiring the Series X Shares 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 Extraordinary General Meeting. The above will apply provided that such Eligible Investors are invited by the Management Board to participate in the bookbuilding process for the Series X Shares and submit declarations of interest in acquiring the Series X Shares and then accept offers to acquire the Series X 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 Series X Shares 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.

§ 4

1. The Management Board of the Company, pursuant to Article 310 in conjunction with Article 431 § 7 of the Commercial Companies Code, will determine the final content of § 5(1) and § 5(2) of the Company's Articles of Association by submitting a declaration in the form of a notarial deed on the amount of the subscribed share capital after the end of the subscription for the Series X Shares.
2. Acting on the basis of Article 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. authorizes the Company’s Supervisory Board to prepare a consolidated text of the Company's Articles of Association, taking into account the amendment to the Articles of Association made hereunder relating to increasing the Company’s share capital.

§ 5

The Management Board of the Company is hereby authorized and empowered to take all necessary acts in law and acts in fact, including the submission of appropriate applications and notifications, related to the conduct of the Public Offer.

§ 6

1. An application will be made for the Series X Shares to be admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange (“**WSE**”), after meeting the relevant criteria and conditions resulting from the applicable provisions of law and WSE regulations enabling the admission and introduction of the Series X Shares to trading on that market.
2. The Management Board of the Company is hereby authorized to conclude an agreement with the KDPW, Poland’s central securities depository (“**KDPW**”) on the registration of the Series X Shares in the securities

depository operated by the KDPW.

3. The Management Board of the Company is hereby authorized to submit applications required by the WSE regulations in order to admit and introduce the Series X Shares to trading on the regulated market referred to in section 1 above.

§ 7

In connection with the increase in the Company's share capital through the issue of the Series X Shares, § 5(1) and (2) of the Company's Articles of Association are amended to read as follows:

“§ 5 Share capital

1. *The share capital is not lower than PLN 234,987.80 (two hundred and thirty-four thousand nine hundred and eighty-eight 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), and is to be divided into not less than 2,349,878 (two million three hundred and forty-nine thousand eight hundred and seventy-eight) and not more than 2,649,877 (two million six hundred and forty-nine thousand eight hundred and seventy-seven) ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each.*
2. *The share capital is divided as follows:*
 - 1) *670,000 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten grosz) each, 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 grosz) each, 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 grosz) each, 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 grosz) each, 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 grosz) each, 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 grosz) each, 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 grosz) each, 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 grosz) each, 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 grosz) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);
- 10) 5,150 (five thousand one hundred fifty) series J shares, with a nominal value of PLN 0.10 (ten grosz) each, 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 grosz) each, and a total nominal value of PLN 1,031.00 (one thousand and 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 grosz) each, and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and PLN 00/100);
- 13) 155,000 (one hundred and fifty five thousand) series M shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 15,500 (fifteen thousand five hundred and 00/100);
- 14) 47,000 (forty seven thousand) series N shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);
- 15) 41,400 (forty one thousand four hundred) series O shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 4,140 (four thousand seven hundred and forty zlotys and 00/100);
- 16) 42,602 (forty two thousand six hundred and two) series P shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 4,260.20 (four thousand two hundred and sixty zlotys and 00/100);
- 17) 78,000 (seventy eight thousand) series S shares, with a nominal value of PLN 0.10 (ten #grosz) each, 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 grosz) each, 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 nominal value of PLN 0.10 (ten grosz) each, and a total nominal 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 grosz) each, and a total nominal value of PLN 27,500.00 (twenty-seven thousand five hundred zlotys).
- 21) not less than 1 (one) and not more than 300,000 (three hundred thousand) series X shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of not lower than PLN 0.10 (ten grosz) and not higher than PLN 30,000.00 (thirty thousand zlotys)."

§ 8

The Resolution shall enter into force immediately, except that with regard to the amendments to the Articles of Association it shall become effective upon registration of the amendments by the registry court.



Rationale:

The purpose of issuing Series X Shares is to provide the Company with the ability to raise financing needed for its further development.

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 book-building 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 intermediating in the issue of the Series X Shares.

Additional information is presented in the 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.