

LIST OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF XTPL

Section	Change description	Previous wording	New wording
§ 4	Amendments to § 4	<p style="text-align: center;">§ 4. Objects of the Company</p> <p>1. The objects of the Company shall include:</p> <ol style="list-style-type: none"> 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) Other research and experimental development on natural sciences and engineering; 5) (PKD 71.12.Z) Engineering activities and related technical consultancy; 6) (PKD 71.20.B) Other technical testing and analysis; 7) (PKD 72.11.Z) Research and experimental development on biotechnology; 8) (PKD 74.10.Z) Specialised design activities; 9) (PKD 74.90.Z) Other professional, scientific and technical activities not elsewhere classified; 	<p style="text-align: center;">§ 4. Objects of the Company</p> <p>1. The objects of the Company shall include:</p> <ol style="list-style-type: none"> 1) (PKD 18.12.Z) Other printing; 2) (PKD 20.59.Z) Manufacture of other chemical products not elsewhere classified; 3) (PKD 28.99.Z) Manufacture of other special-purpose machinery not elsewhere classified; 4) (PKD 71.12.B) Other engineering activities and related technical consultancy; 5) (PKD 71.20.C) Other technical testing and analyses; 6) (PKD 72.10.Z) Other research and experimental development on natural sciences and engineering; 7) (PKD 74.12.Z) Graphic design and visual communication activities; 8) (PKD 74.99.Z) Other professional, scientific and technical activities n.e.c. 9) (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods not elsewhere classified;

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		<p>10) (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods not elsewhere classified;</p> <p>11) (PKD 77.40.Z) Leasing of intellectual property and similar products, except copyrighted works;</p> <p>12) (PKD 85.60.Z) Educational support activities.</p> <p>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.</p>	<p>10) (PKD 77.40.B) Other leasing of intellectual property and similar products, excluding copyrighted works</p> <p>11) (PKD 85.69.Z) Educational support activities not elsewhere classified;</p> <p>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.</p>
§ 8	Amendments to the Articles of Association	<p>§ 8. Cancellation of shares</p> <p>1. The Company can cancel its own shares.</p> <p>2. A share may be cancelled with the shareholder's consent through its acquisition by the Company (voluntary cancellation).</p>	<p>§ 8. Cancellation of shares</p> <p>1. Shares may be cancelled only with the shareholder's consent through their acquisition by the Company for the purpose of their cancellation (voluntary cancellation).</p> <p>2. The Company may cancel its own shares.</p> <p>3. Voluntary cancellation is carried out in accordance with the following procedure:</p>

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			<p>a) The General Meeting adopts a resolution authorizing the Management Board to acquire the Company's own shares for cancellation, specifying, inter alia, the type of shares, the number of shares or the method for determining the number of shares (including authorising the Management Board to determine the number of shares within the limits set out in the resolution of the General Meeting) to be acquired for cancellation, the amount of consideration (including its minimum or maximum amount) payable to the shareholder whose shares are cancelled (including authorising the Management Board to determine the share price within the limits set out in the resolution of the General Meeting) or the justification for cancelling shares without consideration, as well as the remaining terms and conditions and timing of the acquisition of shares by the Company (or authorising the Management Board to determine such terms and timing), and the designation of the capital used to finance the acquisition and cancellation of shares.</p> <p>b) The Company acquires from the shareholder shares subject to voluntary cancellation.</p> <p>c) The General Meeting adopts a resolution on the cancellation of shares, specifying in particular the legal</p>

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			<p>basis for the cancellation, the amount of consideration payable to the shareholder for the cancelled shares or the justification for cancellation without consideration, as well as the manner of reduction of the share capital.</p> <p>d) The reduction of the Company's share capital is carried out in accordance with the provisions of the Commercial Companies Code.</p> <p>e) Upon registration of the share capital reduction in the Register of Entrepreneurs of the National Court Register, the shares are cancelled.</p>
§ 14	Amendments to § 14	<p style="text-align: center;">§ 14. Voting</p> <p>Resolutions shall be adopted by an absolute majority of votes cast unless the Articles of Association or provisions of the Commercial Companies Code provide otherwise.</p>	<p style="text-align: center;">§ 14. Voting</p> <p>1. Resolutions shall be adopted by an absolute majority of votes cast unless the Articles of Association or provisions of the Commercial Companies Code provide otherwise.</p> <p>2. Subject to exceptions provided by law, the General Meeting may adopt resolutions if at least 5% of the share capital is represented at the General Meeting.</p>
§ 15	Amendments to § 15	<p style="text-align: center;">§ 15. Powers of the General Meeting</p> <p>1. The powers of the General Meeting include the matters provided for in the Commercial Companies Code and these</p>	<p style="text-align: center;">§ 15. Powers of the General Meeting</p> <p>1. The powers of the General Meeting include the matters provided for in the Commercial Companies Code and these</p>

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		<p>Articles of Association, in particular approving and amending the Terms of Reference of the General Meeting.</p> <p>2. Acquisition or sale by the Company of real estate, share in real estate or perpetual usufruct shall not require the consent of the General Meeting.</p>	<p>Articles of Association, in particular approving and amending the Terms of Reference of the General Meeting.</p> <p>2. Acquisition or sale by the Company of real estate, share in real estate or perpetual usufruct shall not require the consent of the General Meeting.</p> <p>3. The General Meeting is responsible for adopting the remuneration policy for the Members of the Management Board and the Supervisory Board.</p> <p>4. The powers of the General Meeting include determining the amount of remuneration of members of the Supervisory Board and the Audit Committee.</p>
§ 19	Amendments to § 19	<p>§ 19. Organization of the Supervisory Board</p> <p>1. The Supervisory Board shall act pursuant to the terms of reference adopted by the Supervisory Board, specifying the organization and manner of performing actions by the Supervisory Board.</p> <p>2. Resolutions of the Supervisory Board are adopted by a simple majority of votes cast, unless legal provisions provide for stricter conditions for adopting resolutions. In the event</p>	<p>§ 19. Organization of the Supervisory Board</p> <p>1. The Supervisory Board shall act pursuant to the terms of reference adopted by the Supervisory Board, specifying the organization and manner of performing actions by the Supervisory Board.</p> <p>2. Resolutions of the Supervisory Board are adopted by a simple majority of votes cast, unless legal provisions provide for stricter conditions for adopting resolutions. In the event</p>

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		<p>of an equality of votes, the vote of the Chairman of the Supervisory Board shall have the casting vote.</p> <p>3. The Supervisory Board may adopt resolutions by circulation or by means of direct remote communication. A resolution shall be valid if all the Supervisory Board Members were duly advised of the contents of the draft resolution, and at least a half of the Supervisory Board Members took part in adopting the resolution.</p> <p>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.</p> <p>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.</p>	<p>of an equality of votes, the vote of the Chairman of the Supervisory Board shall have the casting vote.</p> <p>3. The Supervisory Board may adopt resolutions by circulation or by means of direct remote communication. A resolution shall be valid if all the Supervisory Board Members were duly advised of the contents of the draft resolution, and at least a half of the Supervisory Board Members took part in adopting the resolution.</p> <p>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.</p> <p>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.</p> <p>6. Members of the Supervisory Board may also participate in meetings via means of direct remote communication.</p> <p>7. Supervisory Board members may take part in adopting Supervisory Board resolutions by casting their votes in writing through another member of the Supervisory Board. A vote given in writing may not relate to any matters</p>

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			<p>introduced to the Supervisory Board's agenda during the Supervisory Board meeting;</p> <p>8. Meetings and votes of the Supervisory Board are called by the Chairman or the Deputy Chairman.</p> <p>9. Meetings of the Supervisory Board are held at least once in each quarter of the financial year.</p>
§ 20	Amendments to § 20	<p>§ 20. Composition and term of office</p> <p>1. The Management Board includes 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. Each member of the Management Board may be reappointed for the next term of office.</p> <p>2. Management Board members shall be appointed and removed by the Supervisory Board.</p> <p>3. The mandate of a member of the Management Board shall expire no later than on the date of the General Meeting which approves the financial statements for the last full financial year within the particular term of office.</p>	<p>§ 20. Composition and term of office</p> <p>1. The Management Board includes 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. Each member of the Management Board may be reappointed for the next term of office.</p> <p>2. Management Board members shall be appointed and removed by the Supervisory Board.</p> <p>3. The mandate of a member of the Management Board shall expire no later than on the date of the General Meeting which approves the financial statements for the last full financial year within the particular term of office.</p>

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			<p>4. The remuneration of the President of the Management Board and other Members of the Management Board is determined by the Supervisory Board.</p>
§ 21	Amendments to § 21	<p>§ 21. Powers of the Management Board</p> <ol style="list-style-type: none"> 1. The powers of the Management Board shall include all matters not reserved for the General Meeting or the Supervisory Board. 2. The Management Board shall be authorized to pay interim dividend to shareholders pursuant to Article 349 of the Commercial Companies Code. The payment of an interim dividend shall require the consent of the Company's Supervisory Board. 3. Except for any matters directly reserved for the General Meeting or the Supervisory Board by law or the Articles of Association, the Management Board shall take decisions regarding implementation and execution of incentive schemes or remuneration systems based on shares or other financial instruments issued by the Company to the management, employees or partners of the Company and its subsidiaries. 	<p>§ 21. Powers of the Management Board</p> <ol style="list-style-type: none"> 1. The powers of the Management Board shall include all matters not reserved for the General Meeting or the Supervisory Board. 2. The Management Board shall be authorized to pay interim dividend to shareholders pursuant to Article 349 of the Commercial Companies Code. The payment of an interim dividend shall require the consent of the Company's Supervisory Board. 3. Except for any matters directly reserved for the General Meeting or the Supervisory Board by law or the Articles of Association, the Management Board shall take decisions regarding implementation and execution of incentive schemes or remuneration systems based on shares or other financial instruments issued by the Company to the management, employees or partners of the Company and its subsidiaries.

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		<p>4. The Management Board shall adopt resolutions by an absolute majority of votes cast. In the event of a tied vote, the President of the Management Board shall have the casting vote.</p> <p>5. The Management Board may adopt resolutions by circulation or by means of direct remote communication.</p> <p>6. Detailed rules for the organization and operation of the Management Board may be specified in the Terms of Reference of the Management Board, adopted by the Management Board and approved by the Supervisory Board.</p>	<p>4. The Management Board shall adopt resolutions by an absolute majority of votes cast. In the event of a tied vote, the President of the Management Board shall have the casting vote.</p> <p>5. The Management Board may adopt resolutions by circulation or by means of direct remote communication. Members of the Management Board may also participate in meetings via means of direct remote communication. Management Board members may take part in adopting Management Board resolutions by casting their votes in writing through another member of the Supervisory Board.</p> <p>6. Detailed rules for the organization and operation of the Management Board may be specified in the Terms of Reference of the Management Board, adopted by the Management Board and approved by the Supervisory Board.</p>