

Proposal of the Management Board of XTPL S.A. regarding the coverage of the loss for the financial year 2025 and presentation of the recommendation to the Annual General Meeting of XTPL S.A

1. Acting pursuant to Article 395 §2(2) of the Polish Act of September 15, 2000 – the Commercial Companies Code (“CCC”), the Management Board of XTPL S.A. proposes to the Annual General Meeting of XTPL S.A. that the net loss of XTPL S.A. for the financial year 2025 in the amount of PLN 21,486,849.09 (twenty-one million four hundred eighty-six thousand eight hundred forty-nine zloty and nine groszy) be covered from the supplementary capital of XTPL S.A.
2. The Management Board of XTPL S.A. recommends that the Annual General Meeting of XTPL S.A. adopt a resolution under which the net loss for the financial year 2025 will be covered from the supplementary capital of XTPL S.A.
3. Having regard to the fact that the total amount of the supplementary and reserve capitals as at December 31, 2025 amounts to PLN 38,448,071.83 (thirty-eight million four hundred forty-eight thousand seventy-one zloty and eighty-three groszy) and exceeds the net loss for 2025, there is no need to adopt a resolution on the continued existence of the Company.

Rationale:

- I. Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code, the General Meeting decides on the coverage of the loss. Pursuant to Article 396 § 1 of the Commercial Companies Code, a supplementary capital is created to cover the loss, with its use being decided by the general meeting – in accordance with Article 396 § 5 of the Commercial Companies Code.
- II. The financial statements prepared as of December 31, 2025 do not disclose a loss exceeding the sum of the supplementary and reserve capitals and one-third of the share capital (the net loss for the 2025 financial year amounted to PLN 21,486,849.09, while the total of the supplementary and reserve capitals as at December 31, 2025 amounted to PLN 38,448,071.83). Accordingly, there is no need to adopt a resolution on the continued existence of XTPL S.A., pursuant to Article 397 of the Polish Commercial Companies Code.
- III. Taking the above into account, it is justified to cover the loss for the 2025 financial year from the supplementary capital of XTPL S.A.

Filip Granek - Management Board President

Jacek Olszański - Management Board Member

Wrocław, April 24, 2026