

PROXY VOTE FORM
(this form shall not replace the power of proxy document)

(place, date)

Shareholder's name/ name and surname:
Shareholder's address:
KRS number/ NIP/ Other registry number of the shareholder*:
Shareholder's PESEL*:
Contact email:
Contact phone number:
(**"Shareholder"**)

Proxy's name/ name and surname*:
Proxy's address:
KRS number/ NIP/ Other registry number of the proxy:
Proxy's PESEL number*:
Proxy's identity document no.:
Contact email:
Contact phone number:
(**"Proxy"**)

The proxy vote form enables the shareholder to place instructions on how to vote at the general meeting. The Company's Management Board shall not verify whether the proxies exercise their voting rights in accordance with the instructions they have received from the Shareholder.

INSTRUCTION ON THE EXERCISE OF VOTING RIGHTS BY A PROXY
at the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
to be held on June 30, 2026

EXPLANATIONS:

Shareholders are requested to issue instructions by putting an "X" in the appropriate field and stating the number of shares, from which voting on the resolution will take place.

If the "Instruction text" or "Objection text" field is left blank, the Shareholder is requested to cross it out.

If the "Instruction content" is completed, the Shareholder is asked to provide in this field detailed instructions regarding the exercise of voting rights by a proxy, also in the event of submitting other draft resolutions by the Company's shareholders, including in the event of reporting any changes to the draft resolutions corresponding to particular items of the meeting agenda.

In the event of voting against a given resolution, the Shareholder may object below and ask for putting the objection on the record. In such a case, the Shareholder is requested to enter the content of the objection "Objection text" field.

The Issuer notes that the content of the draft resolutions attached to this form may differ from the content of the resolutions published on the Issuer's website and from the final text of the resolution subject to the vote. For the avoidance of doubt as to how the proxy should vote in such a case, we recommend specifying in the field "Instruction content in the event of a different draft resolution" how the proxy should act in such a situation.

The Issuer requests the Shareholder to sign each page of the form if the form is in writing.

* delete if not applicable

Resolution No. 01/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on the election of the Chair of the Annual General Meeting

1. Acting on the basis of Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław elects [] as the Chair of the Annual General Meeting.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 02/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on the adoption of the agenda of the General Meeting

1. The Annual General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław 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, and preparing the attendance list.
 - 4) Adopting the agenda of the General Meeting.
 - 5) Consideration of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year 2025.
 - 6) Consideration of the financial statements of XTPL S.A. for the financial year 2025, taking into account the report of the independent auditor on the audit of the financial statements.
 - 7) Consideration of the consolidated financial statements of the XTPL Group for the financial year 2025, including the independent auditor's report on the audit of the consolidated financial statements.
 - 8) Consideration of the Management Board's proposal regarding the covering of the loss of XTPL S.A. for the financial year 2025
 - 9) Consideration of the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2025, as well as the results of the evaluation conducted by the Supervisory Board of the financial statements and the Management Board's report on operations for the financial year 2025.
 - 10) Adopting a resolution on the approval of the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2025.
 - 11) Adoption of a resolution on the approval of the Management Board's report on the activities of XTPL S.A. and XTPL Group for the financial year 2025.
 - 12) Adoption of a resolution on the approval of the standalone financial statements of XTPL S.A. for the financial year 2025.
 - 13) Adoption of a resolution on the approval of the consolidated financial statements of XTPL Group for the financial year 2025.
 - 14) Adoption of a resolution on the coverage of XTPL S.A.'s loss for the financial year 2025.
 - 15) Adoption of resolutions on granting the members of the Management Board of XTPL S.A. discharge for the performance of their duties in 2025.
 - 16) Adoption of resolutions on granting the members of the Supervisory Board of XTPL S.A. discharge for the performance of their duties in 2025.
 - 17) Discussion of the report on remuneration of Management Board and Supervisory Board Members.
 - 18) Adopting a resolution on amendments to the Articles of Association of XTPL S.A.
 - 19) Adopting a resolution on adoption of the consolidated text of the Articles of Association of XTPL S.A.
 - 20) Adopting a resolution on determining the number of Supervisory Board Members for a new term of office.
 - 21) Adopting resolutions on appointing Supervisory Board Members for a new term of office.
 - 22) **Adopting a resolution on determining the remuneration of Supervisory Board Members.**
 - 23) Closing the General Meeting.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 03/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on the approval of the report on the activities of the Supervisory Board of
XTPL S.A. for the financial year 2025

1. The Annual General Meeting of XTPL S.A., with its registered office in Wrocław, having considered the report on the activities of the Supervisory Board of XTPL S.A. for the 2025 financial year and the results of the Supervisory Board's assessment of the standalone financial statements of XTPL S.A., the consolidated financial statements of the XTPL Group, as well as the Management Board's report on the activities of XTPL S.A. and the XTPL Group for the 2025 financial year, hereby approves in full the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 04/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on the approval of the Management Board's report on the activities of XTPL S.A. and XTPL Group
for the financial year 2025

1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the Management Board's report on the activities of XTPL S.A. and the XTPL Group for the financial year 2025 (covering the period from January 1, 2025 to December 31, 2025), the Annual General Meeting of XTPL S.A. a joint stock company with its registered office in Wrocław, taking into account the results of the report's evaluation conducted by the Supervisory Board approves in full the Management Board's report on the activities of XTPL S.A. and XTPL Group for the financial year 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

**Resolution No. 05/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026**

on the approval of the standalone financial statements of XTPL S.A. for the financial year 2025

1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the standalone financial statements of XTPL S.A. for the financial year 2025 (covering the period from January 1, 2025, to December 31, 2025), the Annual General Meeting of XTPL S.A. with its registered office in Wrocław, taking into account the results of the report evaluation conducted by the Supervisory Board of XTPL S.A., as well as the content of the independent auditor's report on the audit of the standalone financial statements hereby approves in full the standalone financial statements of XTPL S.A. for the financial year 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 06/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026

on the approval of the consolidated financial statements of the XTPL Group for the financial year 2025

1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the consolidated financial statements of XTPL S.A. for the financial year 2025 (covering the period from January 1, 2025, to December 31, 2025), the Annual General Meeting of XTPL S.A., taking into account the results of the report evaluation conducted by the Supervisory Board of XTPL S.A., as well as the content of the independent auditor's report on the audit of the consolidated financial statements, hereby approves in full the consolidated financial statements of XTPL Group for the financial year 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 07/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on the coverage of the loss of XTPL S.A. for the financial year 2025

1. After considering the Management Board's motion to cover the loss for the financial year 2025, taking into account the results of the assessment of this proposal made by the Supervisory Board of XTPL S.A., pursuant to Article 395 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław resolves that:
the net loss for the financial year 2025 in the amount of PLN 21,486,849.09 (minus twenty-one million four hundred eighty-six thousand eight hundred forty-nine zloty and nine groszy) will be covered from the supplementary capital of XTPL S.A.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 08/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Filip Granek

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Filip Granek discharge for the performance of his duties as President of the Management Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 09/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Jacek Olszański

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Jacek Olszański discharge for the performance of his duties as Member of the Management Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 10/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Wiesław Rozłucki

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Wiesław Rozłucki discharge for the performance of his duties as Chair of the Supervisory Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 11/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Bartosz Wojciechowski

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Bartosz Wojciechowski discharge for the performance of his duties as Deputy Chair of the Supervisory Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 12/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Agata Gładysz-Stańczyk

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Agata Gładysz-Stańczyk discharge for the performance of her duties as Member of the Supervisory Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 13/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Beata Turlejska

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Beata Turlejska discharge for the performance of her duties as Member of the Supervisory Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 14/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Piotr Lembas

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Piotr Lembas discharge for the performance of his duties as Member of the Supervisory Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 15/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on granting discharge to Herbert Wirth

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław grants Herbert Wirth discharge for the performance of his duties as Member of the Supervisory Board of XTPL S.A. for the period from January 1, 2025 to December 31, 2025.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 16/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
adopting a resolution on amendments to the Articles of Association of XTPL S.A.

1. The Annual General Meeting of XTPL S.A., with its registered office in Wrocław (the "**Company**"), acting pursuant to Article 430 § 1 of the Commercial Companies Code, amends the Company's Articles of Association as follows:

a) § 4 of the Articles of Association of the Company shall be replaced by the following:

„ § 4. Objects of the Company

1. *The objects of the Company shall include:*

- 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;*
- 10) (PKD 77.40.B) *Other leasing of intellectual property and similar products, excluding copyrighted works*
- 11) (PKD 85.69.Z) *Educational support activities not elsewhere classified.*

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."*

b) § 8 of the Articles of Association of the Company shall be replaced by the following:

„§ 8. Cancellation of shares

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).*
2. *The Company may cancel its own shares.*
3. *Voluntary cancellation is carried out in accordance with the following procedure:*
 - 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.*
 - b) *The Company acquires from the shareholder shares subject to voluntary cancellation.*
 - c) *The General Meeting adopts a resolution on the cancellation of shares, specifying in particular the legal 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.*
 - d) *The reduction of the Company's share capital is carried out in accordance with the provisions of the Commercial Companies Code.*
 - e) *Upon registration of the share capital reduction in the Register of Entrepreneurs of the National Court Register, the shares are cancelled."*

c) § 14 of the Articles of Association of the Company shall be replaced by the following:

„§ 14. Voting

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.
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.”

d) § 15 of the Articles of Association of the Company shall be replaced by the following:

„§ 15. Powers of the General Meeting

1. The powers of the General Meeting include the matters provided for in the Commercial Companies Code and these Articles of Association, in particular approving and amending the Terms of Reference of the General Meeting.
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.
3. The General Meeting is responsible for adopting the remuneration policy for the Members of the Management Board and the Supervisory Board.
4. The powers of the General Meeting include determining the amount of remuneration of members of the Supervisory Board and the Audit Committee.”

e) § 19 of the Articles of Association of the Company shall be replaced by the following:

„§ 19. Organization of the Supervisory Board

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.
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 of an equality of votes, the vote of the Chair of the Supervisory Board shall have the casting vote.
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.
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.
6. Members of the Supervisory Board may also participate in meetings via means of direct remote communication.
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 introduced to the Supervisory Board's agenda during the Supervisory Board meeting
8. Meetings and votes of the Supervisory Board are called by the Chair or the Deputy Chair.
9. Meetings of the Supervisory Board are held at least once in each quarter of the financial year.

f) § 20 of the Articles of Association of the Company shall be replaced by the following:

„§ 20. Composition and term of office

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.
2. Management Board members shall be appointed and removed by the Supervisory Board.
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.
4. The remuneration of the President of the Management Board and other Members of the Management Board is determined by the Supervisory Board.”

g) § 21 of the Articles of Association of the Company shall be replaced by the following:

„§ 21. Powers of the Management Board

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.*
 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.*
 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.*
 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."*
2. 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.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Number of shares: _____	Number of shares: _____	Number of shares: _____		Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

**Resolution No. 17/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026**

on a resolution adopting the consolidated text of the Articles of Association of XTPL S.A.

1. The Annual General Meeting of the company operating under the name XTPL S.A., with its registered office in Wrocław (the **“Company”**), having regard to Resolution No. 16/06/2026 of this Annual General Meeting, hereby resolves to adopt the consolidated text of the Company’s Articles of Association with the following wording:

“ARTICLES OF ASSOCIATION OF XTPL S.A.

**Chapter I
GENERAL PROVISIONS**

§ 1. Incorporation of the Company

1. The Company was established through a transformation of the limited liability company trading as XTPL Sp. z o.o. with its registered office in Wrocław.
2. The founders of the Company are:
 - 1) TPL spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław;
 - 2) UTPŁ spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław;
 - 3) Partners & Ventures spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.

§ 2. Registered office

1. The Company shall trade as **XTPL Spółka Akcyjna** [joint stock company]. The Company may use the abbreviated business name of **XTPL S.A.**
2. The registered office of the Company is in Wrocław.

§ 3. Duration of the Company

The Company is a going concern.

§ 4. Objects of the Company

1. The objects of the Company shall include:
 - 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;
 - 10) (PKD 77.40.B) Other leasing of intellectual property and similar products, excluding copyrighted works;
 - 11) (PKD 85.69.Z) Educational support activities not elsewhere classified;
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 is PLN 294,987.70 (two hundred and ninety-four thousand nine hundred and eighty-seven zloty and seventy groszy) and is divided into 2,949,877 (two million nine hundred forty-nine thousand eight hundred seventy-seven) ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) 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 groszy) each, and a total nominal value of PLN 4,140 (four thousand one 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 groszy) each, and a total nominal value of PLN 4,260.20 (four thousand two hundred and sixty zlotys and 20/100);
 - 17) 78,000 (seventy eight thousand) series S shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 7,800.00 (seven thousand eight hundred zlotys and 00/100);
 - 18) 125,000 (one hundred and twenty five thousand) series T shares with a nominal value of PLN 0.10 (ten groszy) 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 groszy) 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 groszy) each, and a total nominal value of PLN 27,500.00 (twenty-seven thousand five hundred zlotys).
 - 21) 300,000 (three hundred thousand) series X shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);
 - 22) 300,000 (three hundred thousand) series Y shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);
3. The Company came into existence as a result of transformation of XTPL spółka z ograniczoną odpowiedzialnością whose share capital has been fully paid up.

§ 5a Conditional 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 20/100) and is divided into no more than 182,622 (one hundred eighty two thousand six hundred and twenty two) series R ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.
2. The purpose of the conditional increase in the share capital referred to in section 1) above is the grant of the right to take up series R shares to the holders of subscription warrants issued by the Company under Resolution No. 07/04/2019 of the Extraordinary General Meeting of 24 April 2019.
3. Entitled to acquire series R shares will be the holders of the subscription warrants referred to in section 2).
4. The right to subscribe for series R shares may be exercised no later than 23 April 2029.

§ 5b Conditional capital (2)

1. The Company's share capital shall be conditionally increased by an amount not lower than PLN 0.10 (ten grosz) and not higher than PLN 7,050 (seven thousand fifty zlotys) by issuing not fewer than 1 (one) and not more than 70,500 (seventy thousand five hundred)) Series W ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) 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. 20/06/ 2024 of the Extraordinary 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. Entitled to acquire series W shares will be the holders of the subscription warrants referred to section 2).
4. The right to acquire series W shares may be exercised no later than December 31, 2028.

§ 5c Total value of the conditional capital

In connection with the conditional increase of the Company's share capital specified in § 5a and § 5b, the total nominal value of the conditional increase in the Company's share capital shall amount to not more than PLN 25,312.20 (twenty-five thousand three hundred and twelve zlotys and 20/100).

§ 6. Type of shares

The Company's shares are bearer shares.

§ 7. Bonds and subscription warrants

1. The Company may issue bonds, including bonds with pre-emptive rights and bonds convertible into the Company's shares.
2. The Company may issue subscription warrants, registered or bearer ones, on the rules set out in the Commercial Companies Code.

§ 8. Cancellation of shares

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).
2. The Company may cancel its own shares.
3. Voluntary cancellation is carried out in accordance with the following procedure:
 - 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.
 - b) The Company acquires from the shareholder shares subject to voluntary cancellation.
 - c) The General Meeting adopts a resolution on the cancellation of shares, specifying in particular the legal 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.
 - d) The reduction of the Company's share capital is carried out in accordance with the provisions of the Commercial Companies Code.
 - e) Upon registration of the share capital reduction in the Register of Entrepreneurs of the National Court Register, the shares are cancelled.

§ 9.

[repealed]

§ 10.

[repealed]

Chapter III**COMPANY'S BODIES****§ 11. The Company's bodies**

The Company's bodies include:

- 1) General Meeting
- 2) Supervisory Board
- 3) Management Board.

GENERAL MEETING**§ 12. Convening General Meetings**

1. Annual General Meetings or Extraordinary General Meetings may be held.
2. General Meetings will be held at the Company's registered office, in Warsaw, Gdynia, Gdańsk, Kraków, Katowice and in Poznań.

§ 13.

[repealed]

§ 14. Voting

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.
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.

§ 15. Powers of the General Meeting

1. The powers of the General Meeting include the matters provided for in the Commercial Companies Code and these Articles of Association, in particular approving and amending the Terms of Reference of the General Meeting.
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.
3. The General Meeting is responsible for adopting the remuneration policy for the Members of the Management Board and the Supervisory Board.
4. The powers of the General Meeting include determining the amount of remuneration of members of the Supervisory Board and the Audit Committee.

§ 16. Organization and course of the General Meeting

Detailed rules for conducting sessions and adopting resolutions of the General Meeting shall be specified in the terms of reference of the General Meeting.

SUPERVISORY BOARD**§ 17. Composition and term of office**

1. The Supervisory Board shall be composed of 5 (five) to 7 (seven) members. Members of the Supervisory Board shall be appointed and removed by the General Meeting. Where members of the Supervisory Board are elected by the General Meeting by voting in separate groups, the Supervisory Board will consist of 5 members.
2. If the General Meeting appointing members of the Supervisory Board does not elect its Chair and Deputy Chair, the Supervisory Board shall elect those 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. Each member of the Supervisory Board may be reappointed.

4. The mandate of a member of the Supervisory Board expires 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.
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. Powers of the Supervisory Board

1. The powers of the Supervisory Board shall include all matters provided for in the Commercial Companies Code and the Company's Articles of Association.
2. Specific powers of the Supervisory Board, include:
 - 1) expressing consent for the Company to enter into a significant transaction with a related entity – within the meaning of the Act of July 29, 2005 on public offering, conditions governing the introduction of financial instruments to organized trading and public companies, except where the provisions of this Act exclude such an obligation;
 - 2) granting consent to acquire a business enterprise or an organized part thereof belonging to another entrepreneur, to join another company or purchase/acquire/dispose of shares in another company;
 - 3) approving and amending the terms of reference of the Management Board;
 - 4) expressing consent to grant members of the Management Board of the Company or members of the management boards of its subsidiaries the right to subscribe for or acquire the Company's shares as part of incentive schemes or remuneration systems based on shares or other financial instruments issued by the Company;
 - 5) granting consent for the Company to make any decisions (including conclusion of an agreement) in the scope of disposal or acquisition of the Company's real estate or shares in real estate;
 - 6) representing the Company in agreements with members of the Management Board and in disputes with the Management Board or its members;
 - 7) selecting the auditor of financial statements.

§ 18A Powers of the Supervisory Board (2)

Serving by members of the Company's Management Board on the bodies of corporations outside the XTPL Group requires the approval of the Supervisory Board.

§ 19. Organization of the Supervisory Board

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.
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 of an equality of votes, the vote of the Chair of the Supervisory Board shall have the casting vote.
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.
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.
6. Members of the Supervisory Board may also participate in meetings via means of direct remote communication.
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 introduced to the Supervisory Board's agenda during the Supervisory Board meeting;
8. Meetings and votes of the Supervisory Board are called by the Chair or the Deputy Chair.
9. Meetings of the Supervisory Board are held at least once in each quarter of the financial year.

MANAGEMENT BOARD

§ 20. Composition and term of office

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.
2. Management Board members shall be appointed and removed by the Supervisory Board.
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.
4. The remuneration of the President of the Management Board and other Members of the Management Board is determined by the Supervisory Board.

§ 21. Powers of the Management Board

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.
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.
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. Supervisory Board members may take part in adopting Supervisory Board resolutions by casting their votes in writing through another member of the Supervisory Board.
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.

§ 22. Company representation

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

Chapter IV COMPANY ACCOUNTS

§ 23. Company's capitals

1. The Company shall create the following capitals:
 - 1) share capital
 - 2) supplementary capital.
2. The General Meeting may decide on creating a reserve capital and other special funds, and determine how they should be used.

§ 24. Financial year

The calendar year shall be the Company's financial year. The first financial year ends on 31 December 2016.

Chapter V FINAL PROVISIONS

§ 25.

[repealed]

§ 26.

[repealed]

§ 27. Matters not governed by the Articles of Association

Any matters not regulated by the Articles of Association shall be governed by the Commercial Companies Code and other applicable legal provisions.

2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 18/06/2026
Of the Annual General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of June 30, 2026
on determining the number of Supervisory Board Members for a new term of office

1. Having regard to Article 385 § 1 and Article 369 §§ 1, 3 and 4 in conjunction with Article 386 § 2 of the Commercial Companies Code, as well as § 17(1), first sentence, and § 17(2), third sentence, of the Articles of Association of XTPL S.A. (as in force on June 30, 2023), the Annual General Meeting acknowledges that the mandates of the Members of the Supervisory Board of XTPL S.A. appointed for a joint three-year term of office pursuant to “Resolution No. 16/06/2023 of the Annual General Meeting of XTPL S.A., with its registered office in Wrocław, dated June 30, 2023 regarding the determination of the number of Supervisory Board Members for the new term of office”, and the subsequent resolutions of the Annual General Meeting dated June 30, 2023 regarding the appointment of Supervisory Board Members, shall expire on June 30, 2026.
2. Having regard to Article 385 § 1, Article 369 §§ 1, 3 and 4 in conjunction with Article 386 § 2 of the Commercial Companies Code, as well as § 17(1), first sentence, and § 17 of the Articles of Association of XTPL S.A. (as currently in force), the Annual General Meeting resolves that the Supervisory Board of the next term of office shall consist of five (5) Members.
3. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:



Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 19/06/2026
Of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 30, 2026
on appointing a Supervisory Board Member for a new term of office

1. Having regard to Article 385 § 1 of the Commercial Companies Code and § 17(1), § 17(2) and § 17(3) of the Articles of Association of XTPL S.A., the Annual General Meeting appoints Wiesław Rożucki, PESEL: [...], as a member of the Supervisory Board for the new term of office and entrusts him/her with the function of Chair of the Supervisory Board.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 20/06/2026
Of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 30, 2026
on appointing a Supervisory Board Member for a new term of office

1. Having regard to Article 385 § 1 of the Commercial Companies Code and § 17(1), § 17(2) and § 17(3) of the Articles of Association of XTPL S.A., the Annual General Meeting appoints Bartosz Wojciechowski, PESEL: [...], as a member of the Supervisory Board for the new term of office and entrusts him/her with the function of Deputy Chair of the Supervisory Board.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 21/06/2026
Of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 30, 2026
on appointing a Supervisory Board Member for a new term of office

1. Having regard to Article 385 § 1 of the Commercial Companies Code and § 17(1) and § 17(3) of the Articles of Association of XTPL S.A., the Annual General Meeting appoints Beata Turlejska, PESEL: [...], as a member of the Supervisory Board for the new term of office and entrusts him/her with the function of Member of the Supervisory Board.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 22/06/2026
Of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 30, 2026
on appointing a Supervisory Board Member for a new term of office

1. Having regard to Article 385 § 1 of the Commercial Companies Code and § 17(1) and § 17(3) of the Articles of Association of XTPL S.A., the Annual General Meeting appoints Herbert Wirth, PESEL: [...], as a member of the Supervisory Board for the new term of office and entrusts him/her with the function of Member of the Supervisory Board.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 23/06/2026
Of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 30, 2026
on appointing a Supervisory Board Member for a new term of office

1. Having regard to Article 385 § 1 of the Commercial Companies Code and § 17(1) and § 17(3) of the Articles of Association of XTPL S.A., the Annual General Meeting appoints Piotr Lembas, PESEL: [...], as a member of the Supervisory Board for the new term of office and entrusts him/her with the function of Member of the Supervisory Board.
2. The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

**Resolution No. 24/06/2026
Of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 30, 2026
on determining the remuneration of Supervisory Board Members**

1. The Annual General Meeting of XTPL S.A. (the "Company"), acting pursuant to § 15(1) of the Company's Articles of Association and Article 392 § 1 of the Polish Commercial Companies Code, hereby repeals Section 2 of Resolution No. 22/06/2024 of the Annual General Meeting of the Company dated June 28, 2024, concerning the repeal of resolutions of the Extraordinary General Meeting of Shareholders Nos. 07/04/2018, 10/04/2019 and 04/11/2020 and the determination of remuneration of Supervisory Board members.
2. The Annual General Meeting of the Company, acting pursuant to § 15(1) of the Company's Articles of Association and Article 392 § 1 of the Polish Commercial Companies Code, hereby resolves to grant the members of the Company's Supervisory Board a monthly remuneration for serving on the Supervisory Board in the amount of:
 - a. for the Chair of the Supervisory Board – PLN 14,000.00 (fourteen thousand zloty) gross;
 - b. for the Deputy Chair of the Supervisory Board – PLN 7,000.00 (seven thousand zloty) gross;
 - c. for each member of the Company's Supervisory Board, other than the Chair and the Deputy Chair – PLN 5,000.00 (five thousand zloty) gross.
3. Irrespective of the remuneration received for serving on the Company's Supervisory Board pursuant to item 2 above, a monthly remuneration for serving on the Audit Committee is hereby granted in the amount of PLN 1,000.00 (one thousand zloty) gross.
4. The remuneration will be payable in arrears by the 10th day of each month following the month to which the remuneration relates.
5. The remuneration will be calculated pro rata to the number of days of service in the event that appointment, removal or resignation occurs during a calendar month.
6. The resolution shall enter into force and become effective as of July 1, 2026.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/> Number of shares: _____	<input type="checkbox"/>	<input type="checkbox"/> Number of shares: _____

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:



Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions regarding the manner of voting by the proxy in the event that the wording of the draft resolution attached to the form differs from the wording of the resolution put to a vote at the General Meeting:

Instructions if the draft resolution is different:

Other comments: