

The Management Board of XTPL S.A. with its registered office in Wrocław (""XTPL"" or ""Company""), acting pursuant to Article 395, Article 399 § 1 in conjunction with Article 402<sup>1</sup> and 402<sup>2</sup> of the Act of 15 September 2000 – the Commercial Companies Code (the ""Code""), hereby convenes the Annual General Meeting of Shareholders of the Company (the ""General Meeting"").

1. Date, time, place and a detailed agenda of the General Meeting:

- a. date of the General Meeting: 28 May 2018
- b. time of the General Meeting: 00
- c. place of the General Meeting: The General Meeting will be held at the registered office of the Company in Wrocław (54-066) at ul. Stabłowicka 147, the EIT+ complex, building No. 3, 4th floor, conference room
- d. detailed agenda of the General Meeting:

- I. Opening the General Meeting
- II. Electing the Chairman of the General Meeting
- III. Preparing an attendance list, establishing that the General Meeting has been duly convened and has the capacity to adopt resolutions
- IV. Adopting the agenda
- V. Considering the Management Board's Report on the Activities of XTPL for the financial year 2017
- VI. Considering the financial statements of XTPL S.A. for the financial year 2017
- VII. Considering the Management Board's request for covering the loss for the financial year 2017
- VIII. Considering the Report on the Activities of the Supervisory Board of XTPL S.A. for the financial year 2017
- IX. Adopting resolutions on:
  - a. approving the Management Board's Report on the Activities of XTPL S.A. for the financial year 2017
  - b. approving the financial statements of XTPL S.A. for the financial year 2017
  - c. approving the Report on the Activities of the Supervisory Board of XTPL S.A. for the financial year 2017
  - d. covering the loss for the financial year 2017
  - e. granting discharge to the members of the Management Board of XTPL S.A. for the fulfilment of their duties in 2017
  - f. granting discharge to the members of the Supervisory Board of XTPL S.A. for the fulfilment of their duties in 2017
  - g. changes in the composition of the Supervisory Board.

X. Closing the General Meeting

2. A precise description of the procedures for participating in the General Meeting and exercising voting rights:

- a. information about the shareholders' right to request that certain matters be put on the agenda of the General Meeting

Shareholder(s) representing at least one twentieth of the Company's share capital may request that specific matters be put on the agenda of the General Meeting. The request shall be submitted to the Company's Management Board no later than 21 (twenty one) days before the date of the General Meeting, i.e. by 7 May 2018. The request shall include a justification or a draft resolution relating to the proposed agenda item. The request may be submitted in writing at the secretariat of the Company's Management Board (ul. Stabłowicka 147, 54-066 Wrocław) or emailed to [investors@xt-pl.com](mailto:investors@xt-pl.com).

The shareholder(s) shall demonstrate that they have a relevant number of shares as at the date of submitting the request. To that end, their request shall be accompanied by a deposit certificate, issued by an investment firm, confirming that the shareholder(s) hold such portion of the Company's share

capital as is required to submit the above request (in a paper version or electronically as a scan). Additionally, in the case of shareholder(s) being legal persons or other organisational units without legal personality, originals or copies of relevant documents shall be attached to evidence who is the legal representative of the above entities. The obligation to attach the documents referred to in the previous sentence shall relate both to the paper and electronic request, in a form appropriate for either version (a paper document in its original or a copy or a scan, converted to the PDF format).

The Management Board shall immediately, but in any case no later than 18 (eighteen) days before the date of the General Meeting, i.e. by 10 May 2018, announce changes, if any, to the agenda introduced at the request of the shareholders. The announcement shall be made in the same manner as required for convening the General Meeting.

b. information about shareholders' right to submit draft resolutions concerning matters added to the agenda of the general meeting or matters to be put on the agenda before the date of the general meeting:

Before the date of the General Meeting, the Company's shareholder(s) representing at least one twentieth of the share capital may submit to the Company draft resolutions concerning matters added to the agenda of the general meeting or matters to be put on the agenda before the date of the general meeting. Such requests shall be submitted in writing at the secretariat of the Company's Management Board (ul. Stabłowicka 147, 54-066 Wrocław) or sent electronically to investors@xt-pl.com. The Company shall immediately publish draft resolutions on its website.

The shareholder(s) shall demonstrate that they have a relevant number of shares as at the date of submitting the request. To that end, their request shall be accompanied by a deposit certificate, issued by an investment firm, confirming that the shareholder(s) hold such portion of the Company's share capital as is required to submit the above request (in a paper version or electronically as a scan). Additionally, in the case of shareholder(s) being legal persons or other organisational units without legal personality, originals or copies of relevant documents shall be attached to evidence who is the legal representative of the above entities. The obligation to attach the documents referred to in the previous sentence shall relate both to the paper and electronic request, in a form appropriate for either version (a paper document in its original or a copy or a scan, converted to the PDF format).

c. information about shareholders' right to submit draft resolutions concerning matters added to the agenda during the General Meeting:

During the General Meeting each shareholder may submit draft resolutions concerning matters added to the agenda.

d. information on the manner of exercising voting rights by a proxy, including in particular about the forms used for proxy voting and the manner of notifying the Company by electronic communication means about appointment of a proxy:

Akcjonariusz może uczestniczyć w Walnym Zgromadzeniu oraz wykonywać prawo głosu osobiście lub przez pełnomocnika. Pełnomocnik wykonuje wszystkie uprawnienia akcjonariusza na Walnym Zgromadzeniu, chyba że co innego wynika z treści pełnomocnictwa.

Shareholders may participate in the General Meeting and exercise their voting rights in person or by a proxy. The proxy shall exercise all the shareholder's rights at the General Meeting, unless the power of proxy states otherwise.

A shareholder of the Company whose shares are registered on a collective account may appoint separate proxies to exercise the rights attached to the shares registered in that account. A shareholder

of the Company whose shares are registered on more than one securities accounts may appoint separate proxies to exercise the rights attached to the shares registered in each of such accounts.

The proxy may grant powers of substitution, if this is permitted by the power of proxy.

Shareholders may vote differently from each share held.

A proxy may represent more than one shareholder at the General Meeting and vote differently from the shares belonging to each shareholder.

The power of proxy to participate in the General Meeting of the Company and to exercise voting rights shall be granted in writing or in an electronic form. Where the power of proxy is granted electronically, it shall not require a qualified electronic signature. A power of proxy granted in an electronic form by a shareholder who is a natural person shall contain data enabling identification of the shareholder, including: the shareholder's first name and surname, residence address and PESEL [national identification number] and data from the shareholder's identity document: number of the document, date of issue and indication of the issuing authority. A power of proxy granted in an electronic form by a shareholder who is not a natural person shall contain such data of the shareholder as the (business) name, registered office address, number from the relevant register (e.g. KRS number) as well as the data (as in the previous sentence) of the persons representing that shareholder who granted their power of proxy. Any documents sent electronically shall be translated into Polish by a sworn translator.

The notification of granting an electronic power of proxy by the shareholder shall be sent to the Company's Management Board by email to: [investors@xt-pl.com](mailto:investors@xt-pl.com) by the end of the day preceding the General Meeting date.

The notification shall be accompanied by the power of proxy document and a scanned copy of the document(s) of the shareholder or the persons representing the shareholder where the latter is not a natural person. The notification shall indicate:

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  - i. the proxy's first name and surname and residence address – where the proxy is a natural person, or
  - ii. the proxy's (business) name, registered office address, KRS number (or another register number), as well as first names and surnames of the persons acting on behalf of the entity to which the power of proxy was granted where that entity is not a natural person.

In addition, by the above deadline, the shareholder shall email to the Company scanned copies (in PDF format) of the following documents: personal ID, passport or another identity document or an up-to-date excerpt (or a full copy) of the court register or another register of the legal entity, which will allow the proxy and the shareholder (as the principal) to be identified.

The above rules shall apply to the cases where the Company is notified about revocation of the power of proxy, and the shareholder who has revoked the powers of proxy shall immediately notify this fact to the Company's Management Board by writing to [investors@xt-pl.com](mailto:investors@xt-pl.com), and in the case of a power of proxy granted in writing – by a letter delivered in person or sent by registered mail to the Company's address.

The template of a power of proxy granted in an electronic form is available on <http://xt-pl.com/>, under "Investor relations". The proxy voting form is available on <http://xt-pl.com/>, under "Investor relations".

The above forms are not mandatory. The method of appointing a proxy is selected at the shareholder's discretion, and the Company will not be liable for any errors in completing the proxy form or any actions taken by the proxy holders.

The Company's Management Board members and employees may act as proxies at the General Meeting. Where the appointed proxy is the Company's Management Board/ Supervisory Board member, liquidator or employee, the power of proxy may be used at one General Meeting only. The proxy shall disclose to the shareholder any circumstances indicating the existence of actual or potential conflict of interests. In such a case, no power of substitution may be granted, and the proxy shall vote in accordance with the instructions given by the shareholder.

e. information about the possibility and method of participating in the General Meeting using electronic communication means:

There will be no possibility to participate in the General Meeting using electronic communication means.

f. information about the method of speaking at the General Meeting using electronic communication means:

There will be no possibility to speak at the General Meeting using electronic communication means.

g. information about the method of exercising voting rights by correspondence or using electronic communication means:

The terms of reference of the General Meeting do not provide for the possibility of exercising voting rights by correspondence. There will be no possibility to exercise voting rights using electronic communication means.

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3. The day of registration of participation in the General Meeting, as referred to in Article 406<sup>1</sup> of the Code:

The day of registration of participation in the General Meeting is 12 May 2018. The registration day is the same for all the persons authorised to exercise rights from the bearer shares, regardless of whether the shares are in a documentary or dematerialised form.

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4. Information that only the persons who are shareholders of the Company on the day of registration of participation in the General Meeting have the right to participate in the General Meeting:

Pursuant to Article 406<sup>1</sup> of the Code, only the persons who are shareholders of the Company 16 (sixteen) days before the date of the General Meeting (the day of registration of participation in the General Meeting), i.e. on 12 May 2018, shall have the right to participate in the General Meeting.

The Company's shareholders may transfer their shares in the period between the date of registration and the date of closing the General Meeting.

Bearer shares in a documentary form give their holders the right to participate in the General Meeting if the share documents are submitted to the Company not later than on the day of registration of participation in the General Meeting and will not be collected before the end of that day. At the shareholder's option, instead of shares, it will be possible to submit a certificate issued as a proof of depositing the shares with a notary, a bank or an investment firm having its registered office or a branch in the European Union or in a state which is a party to the agreement on the European Economic Area. The certificate shall indicate the numbers of the share documents and state that the share documents will not be returned before the end of the day of registration of participation in the General Meeting.

At the request of the holder entitled to exercise rights carried by dematerialised bearer shares of the Company, submitted not earlier than after the notice convening the General Meeting and no later than on the first weekday after registration of participation in the General Meeting, i.e. no later than on 14 May 2018, the entity maintaining the securities account shall issue to the holder a personal certificate confirming their right to participate in the General Meeting.

The certificate referred to in the paragraph above shall contain:

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  - i. (business) name, registered office address and stamp of the issuing entity and the certificate number
  - ii. number of shares
  - iii. type and code of shares
  - iv. the Company's (business) name and registered office address
  - v. nominal value of the shares
  - vi. first name and surname or (business) name of the person authorised to exercise rights from the shares
  - vii. registered office (place of residence) and address of the person authorised to exercise rights from the shares
  - viii. the purpose of issuing the certificate
  - ix. the date and place of issue of the certificate
  - x. signature of the person authorised to issue the certificate.

The list of holders of the Company's bearer shares authorised to participate in the General Meeting shall be determined by the Company on the basis of the shares submitted at the Company no later than on the day of registration of participation in the General Meeting, provided that the shares are not collected before the end of the General Meeting or on the basis of certificates confirming the deposit of shares (in the case of shares in a documentary form), and on the basis of a list prepared by the entity maintaining a securities deposit in accordance with the law on trading in financial instruments.

The entity maintaining a securities deposit shall prepare the list referred to in the above paragraph on the basis of lists submitted no later than 12 (twelve) days before the General Meeting by authorised entities, in accordance with the law on trading in financial instruments. The lists provided to the entity maintaining a securities deposit shall be prepared on the basis of the certificates confirming the right to participate in the General Meeting.

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- 5. Indication of where and how a person entitled to participate in the General Meeting may obtain the full text of the documentation to be presented to the General Meeting and draft resolutions or, if no resolutions are to be adopted, comments of the company's management board or supervisory board concerning matters added to the agenda of the general meeting or matters to be put on the agenda before the date of the General Meeting:

The persons entitled to participate in the General Meeting may obtain the full text of the documentation to be presented to the General Meeting and draft resolutions by visiting the Company's website <http://xt-pl.com/>, under "Investor Relations", and at the Company's headquarters in Wrocław (54-066) at ul. Stabłowicka 147.

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- 6. Indication of the website on which information about the General Meeting will be made available:

Information on the General Meeting will be made available on the Company's website <http://xt-pl.com/> under "Investor Relations".

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7. Other information:

The list of shareholders entitled to participate in the General Meeting, signed by the Company's Management Board, including first names and surnames or (business) names of the entitled persons, their place of residence (registered office), number, type and numbers of shares and the number of votes, shall be displayed at the secretariat of the Company's Management Board (Stabłowicka 147, 54-066 Wrocław) for three weekdays prior to the date of the General Meeting.

The Company's shareholders may review the list of shareholders at the secretariat of the Management Board of XTPL S.A. with its registered office in Wrocław (ul. Stabłowicka 147, 54-066 Wrocław) and may request a certified copy of the list, covering the cost of its preparation. A natural person may indicate an address for service instead of their residence address for the purpose of communications.

The Company's shareholders may request that the list of shareholders be sent to them free of charge by email, providing the address to which the list is to be emailed. The request for sending the list of shareholders shall be presented in writing at the secretariat of the Company's Management Board (ul. Stabłowicka 147, 54-066 Wrocław) or emailed to [investors@xt-pl.com](mailto:investors@xt-pl.com).

The request for sending the list of shareholders:

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- i. – in the case of shareholders who are not natural persons – shall be accompanied by a document confirming their right to act on behalf of the entity, i.e. an excerpt from the relevant register for that entity;
- ii. – in the case of shareholders who are natural persons – shall be accompanied by a copy of the document confirming the shareholder's identity;
- iii. – in the case of an attorney acting on behalf of the shareholder – shall also be accompanied by a power of attorney to submit such a request and a copy of the document confirming the attorney's identity, and where the attorney is not a natural person – an excerpt from the relevant register confirming authorisation of the person acting on behalf of the attorney who is not a natural person.

Where such a request is made, the Company may demand that the person should provide a proof of being a shareholder of the Company (acceptable proofs include, in particular, a deposit certificate, not older than the date of announcing the General Meeting, a scanned copy of which, in PDF format, shall be sent to [investors@xt-pl.com](mailto:investors@xt-pl.com)).

In the case of the shareholders submitting a request for sending the list by email, the above documents shall be sent in PDF format.

If the right to vote from shares is vested in a pledgee or a user, this fact shall be marked in the list of shareholders at the request of the rightholder.

The Company's shareholders shall have the right to demand receipt of certified copies of the proposals on any matters included in the agenda within a week before the General Meeting.

