

Current EBI report

Number: 10/2018
Date of report: 16 April 2018
Company: XTPL S.A.

Title: Resignation and appointment of Member of the Supervisory Board

Legal basis: § 3 (1) (11) of Appendix (Exhibit) No. 3 to the Alternative Trading System Rules – “Current and periodical information provided in the Alternative Trading System on the NewConnect Market”.

Report contents: The Management Board of XTPL S.A. with its registered office in Wrocław (hereinafter „Company”) hereby announces that on 16 April 2018 the Company received resignation from Mr Piotr Janczewski from the position of a Member of the Supervisory Board of XTPL S.A., with effect from 16 April 2018. Mr Piotr Janczewski stated that his resignation was due to personal reasons.

The Management Board of XTPL S.A. with its registered office in Wrocław hereby announces that on 16 April 2018 the Extraordinary Meeting of Shareholders adopted a resolution on the appointment of Mr Wiesław Rozłucki into the Supervisory Board as of 17 April 2018 and on his appointment as a Member of the Supervisory Board.

Hereinafter, the Company communicates the information on the recently appointed Member of the Supervisory Board of the Company, referred to in §10(20) of Appendix [Exhibit] 1 to the Alternative Trading System Rules.

Mr Wiesław Rozłucki has been appointed to the Supervisory Board of the Company for a joint three-year term of office (2017-2020).

Description of qualifications and professional experience

Mr Wiesław Rozłucki was the President of the Management Board of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) from 1991 to 2006, as well as the Chairman of the Supervisory Board of the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.). He was also a member of the governing bodies of the World Federation of Exchanges (WFE) and the Federation of European Securities Exchanges (FESE), a member of the consultative group to the Committee of European Securities Regulators (CESR), and the Chairman of the Chapter of the Polish President's Economy Award.

Beforehand, starting in 1990, he was involved in ownership transformations: first as an advisor to the Minister of Finance and then as the Director of the Financial Market Development Department at the Ministry of Ownership Transformations. From 1991 to 1994, he was a member of the Polish Securities and Exchange Commission.

The newly appointed member of the Supervisory Board of XTPL S.A. graduated from the Warsaw School of Economics (formerly the Main School of Planning and Statistics), International Economics Department. He completed a PhD in Economic Geography. From 1973 he was a researcher at the Institute of Geography and Spatial Management of the PAS (Polish Academy of Sciences), and subsequently also the Secretary of the Polish Committee of the International Geographical Union.

He is currently the chairman of the supervisory boards of Bank BPH S.A. and Internet Media Services S.A., and a member of the supervisory boards of Orange Polska and Towarzystwo Ubezpieczeń na Życie Cardif Polska S.A. He is also the President of the Management Board of the Foundation of the Polish Institute of Directors (Fundacja Polski Instytut Dyrektorów), as well as the Programme Board of Harvard Business Review Polska. He works as an independent consultant. He was awarded the Order of Polonia Restituta Third Class (the Commander's Cross) and the French order of merit, the L'Ordre National du Merite.

Mr Wiesław Rozłucki does not conduct any activities outside the Company that would be of material significance to the Company.

Mr Wiesław Rozłucki had been the President of the Management Board of the Warsaw Stock Exchange and a Member of the Supervisory Board of TVN SA until 2016. He is currently serving as the chairman of the supervisory boards of: Bank BPH S.A., Orange Polska S.A., IMS S.A., and Towarzystwo Ubezpieczeń na Życie Cardif Polska S.A.

Within the last five years, Mr Wiesław Rozłucki has not been convicted under final judgements for offences referred to in Article 18(2) of the Code for Commercial Companies, and/or offences referred to in the Trading Act, the Public Offering Act or the Exchange-listed Commodity Act of 26 October 2000, and/or equivalent offences under foreign laws; and, within the last five years, he has not been disqualified by the court from acting as a member of management or supervisory bodies of any commercial companies.

Within the last five years, Mr Wiesław Rozłucki has not served as a member of a managing or supervisory body of any entity declaring bankruptcy, or subject to recovery, compulsory administration or liquidation.

Mr Wiesław Rozłucki is not engaged in any business activity in competition with the Company and is not a shareholder in any competitive civil law or general partnership, and is not a member of any body of a commercial company or any body of a competitive legal entity.

Mr Wiesław Rozłucki has no record in the register of insolvent debtors kept pursuant to the National Court Register Act of 20 August 1997.

Signatures of Company representatives:

Maciej Adamczyk – Member of the Management Board