

EBI Current report

Number: 23/2018
Date of preparation: 22 August 2018
Company: XTPL S.A., a joint stock company with its registered office in Wrocław

Title: Adoption by the Management Board of XTPL S.A. of a resolution increasing the share capital of XTPL S.A. within the authorised capital

Legal basis: § 3(1)(4) and § 4(4)(2) of Appendix 3 to the Rules of the Alternative Trading System "Current and financial information presented in the alternative trading system on the NewConnect market"

Content of the Report: With reference to the ESPI Current Report No. 9/2018 of 10 August 2018, the Management Board of XTPL S.A. (the "Issuer") hereby announces that today (22 August 2018) it has adopted a resolution concerning an increase in the Issuer's share capital within the authorised capital, excluding all pre-emptive rights of the existing shareholders, and amendments to the Issuer's Articles of Association (the "Resolution").

Details of the report:

1. On the basis of the Resolution, the Issuer's share capital will be increased from PLN 169,522.00 (one hundred and sixty nine thousand five hundred and twenty two zlotys and 00/100) to PLN 174,222.00 (one hundred and seventy four thousand two hundred and twenty two zlotys and 00/100), i.e. by PLN 4,700 (four thousand seven hundred zlotys and 00/100) by issuing 47,000 (forty seven thousand) series N ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each ("**Series N Shares**").
2. The increase in the share capital of XTPL S.A. described in Section 1 above will take place within the authorised capital, pursuant to Articles 444–447 of the Commercial Companies Code and § 10(4)–(8) of the Issuer's Articles of Association ("**Articles of Association**").
3. The issue price of one series N share has been set at PLN 94 (ninety four zlotys). The Management Board has set the issue price with the consent of the Issuer's Supervisory Board ("**Supervisory Board**"), expressed in a resolution adopted by the Supervisory Board today (22 August 2018).
4. In the Issuer's interest, the existing shareholders have been fully deprived of pre-emptive rights to the Series N Shares pursuant to § 10(8) of the Articles of Association with the consent expressed in the Supervisory Board Resolution adopted today (22 August 2018).
5. The Series N Shares shall be issued by a private placement (Article 431 §2(1) of the Commercial Companies Code) whereby offer to take up all the Series N Shares will be made to Universal-Investment-Gesellschaft mbH, acting for and on behalf of ACATIS Datini Valueflex Fonds.

6. The Series N Shares will be covered in full by a cash contribution prior to registration of the increase in the Issuer's share capital.

7. The Series N Shares will participate in dividend payment starting from distribution of the profit in respect of the financial year ending 31 December 2018 (the thirty first of December two thousand and eighteen).

8. The Series N Shares will have a dematerialised form. Following dematerialisation and registration in the securities depository kept by the Central Securities Depository of Poland (KDPW), the shares can be admitted to trading on a regulated market of the Warsaw Stock Exchange.

9. Due to the increase in the share capital, the Issuer's Articles of Association have been amended in that in § 5(1) of the Articles of Association the amount of share capital has been changed to PLN 174,222.00 and item 14 has been added relating to the Series N Shares (see the appendix for details).

The Issuer's Management Board will release separate current reports advising of conclusion of a subscription agreement for the Series N Shares and registration of amendments to the Articles of Association by the registry court.

Appendices:

1. Resolution of the Issuer's Management Board;
2. Text of the existing and amended provisions of the Company's Articles of Association.

Signatures of the Company's representatives:

Maciej Adamczyk – Management Board Member