

**FORM ENABLING EXERCISING VOTING RIGHTS BY REPRESENTATIVE
ON ORDINARY MEETING OF SHAREHOLDERS OF XTPL S.A. WITH ITS SEAT IN WROCŁAW
ON 28TH OF May 2018**

*The use of this form is a right and not an obligation of the Shareholder.
This form does not substitute the power of attorney document.*

SHAREHOLDER'S DETAILS

First and last name of the Shareholder or company of the Shareholder:

.....

Address of residence of the Shareholder or seat and address of the Shareholder:

.....

PESEL (Polish Resident Identification Number) or NIP (Tax Identification Number) of the Shareholder:

.....

REPRESENTATIVE'S DETAILS

First and last name of the Representative or company of the Representative:

.....

Address of residence of the Representative or seat and address of the Representative:

.....

PESEL (Polish Resident Identification Number) or NIP (Tax Identification Number) of the Representative:

.....

Date of granting power of attorney:

INSTRUCTIONS ON USING THE FORM

- Shareholders are asked to provide instructions by marking "X" in the relevant columns of the form and in relation to each indicated in it resolution of the Ordinary Meeting of Shareholders of XTPL S.A. with its seat in Wrocław.
- In case of marking the column "other", the shareholders are asked to determine in detail in this column the instruction related to executing the voting right by the representative.
- In case the shareholder decides to vote differently from the shares held, according to the authorisation resulting from Art. 411³ of Commercial Companies Code (CCC), the shareholder is obligated to indicate in the relevant column of the form (and in relation to each resolution) the number of shares from which the representative is to vote "in favour" or "against", or "withhold" the vote.
- In case the number of shares (for voting differently) is not determined, it is assumed the representative is authorised to vote in the indicated manner from all the shares held by the shareholder.
- Note! Drafts of resolutions to be voted for on the Ordinary Meeting of Shareholders of XTPL S.A. with its seat in Wrocław may be different than those presented on the website of the Company. In order to avoid the doubts related to the representative's method of voting, it is advised to determine the procedures of the representative in such case in the column "other".

Resolution	I vote IN FAVOUR	I vote AGAINST	I WITHHOLD my vote	Objection to resolution with request to minute	At the Representative's discretion	Other:
Resolution No. 01/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on the election of the Chairman of the Annual General Meeting of Shareholders of XTPL S.A.	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 02/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on the adoption of the agenda	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	

Resolution	I vote IN FAVOUR	I vote AGAINST	I WITHHOLD my vote	Objection to resolution with request to minute	At the Representative's discretion	Other:
Resolution No. 03/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on approval of the Management Board's Report on the Activities of XTPL S.A. for the financial year 2017	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 04/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on approval of the financial statements of XTPL S.A. for the financial year 2017	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 05/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on approval of the Report on the Activities of the Supervisory Board of XTPL S.A. for the financial year 2017 and the results of its assessment of reports	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	

Resolution	I vote IN FAVOUR	I vote AGAINST	I WITHHOLD my vote	Objection to resolution with request to minute	At the Representative's discretion	Other:
Resolution No. 06/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on covering the loss for the financial year 2017	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 07/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Sebastian Młodziński	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 08/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Filip Granek	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	

Resolution	I vote IN FAVOUR	I vote AGAINST	I WITHHOLD my vote	Objection to resolution with request to minute	At the Representative's discretion	Other:
Resolution No. 09/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Maciej Adamczyk	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 10/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Konrad Pankiewicz	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 11/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Agnieszka Młodzińska-Granek	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	

Resolution	I vote IN FAVOUR	I vote AGAINST	I WITHHOLD my vote	Objection to resolution with request to minute	At the Representative's discretion	Other:
Resolution No. 12/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Maja Młodzińska	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 13/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Sebastian Młodziński	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	
Resolution No. 14/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Bartosz Wojciechowski	Number of votes:	Number of votes:	Number of votes:	Number of votes:	Number of votes:	

Resolution	I vote IN FAVOUR	I vote AGAINST	I WITHHOLD my vote	Objection to resolution with request to minute	At the Representative's discretion	Other:
<p>Resolution No. 15/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on granting discharge to Piotr Janczewski</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	
<p>Resolution No. 16/05/2018 of the Annual General Meeting of Shareholders of XTPL S.A. of 28 May 2018 on changes in the composition of the Supervisory Board</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	<p>Number of votes:</p>	

**Drafts of resolutions to be adopted by
the Ordinary Meeting of Shareholders of XTPL S.A. with its seat in Wrocław on 28th of May 2018**

**Resolution No. 01/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on the election of the Chairman of the Annual General Meeting of Shareholders of XTPL S.A.**

§1
Election of the Chairman

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław hereby elects [...] as the Chairman of the Annual General Meeting of XTPL S.A.

§2
Effective date

The resolution shall become effective on the date of its adoption.

**Resolution No. 02/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on the adoption of the agenda**

The Annual General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław ("XTPL S.A.") shall adopt the following agenda:

1. Opening the Annual General Meeting of Shareholders of XTPL S.A.
2. Electing the Chairman of the Annual General Meeting of Shareholders of XTPL S.A.
3. Preparing an attendance list, establishing that the Annual General Meeting of Shareholders of XTPL S.A. has been duly convened and has the capacity to adopt resolutions
4. Adopting the agenda
5. Considering the Management Board's Report on the Activities of XTPL S.A. for the financial year 2017
6. Considering the financial statements of XTPL S.A. for the financial year 2017
7. Considering the Management Board's request for covering the loss for the financial year 2017
8. Considering the Report on the Activities of the Supervisory Board of XTPL S.A. for the financial year 2017 and the results of its assessment of reports.
9. 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 and the results of its assessment of reports
 - 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.
10. Closing the Annual General Meeting of Shareholders of XTPL S.A.

Resolution No. 03/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on approval of the Management Board's Report on the Activities of XTPL S.A. for the financial year 2017

§1
Approving the Management Board's Report on the Activities of XTPL S.A. for the financial year 2017

Pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, following consideration of the Management Board's Report on the Activities of XTPL S.A. for the financial year 2017 (covering the period from 1 January 2017 to 31 December 2017), and taking into account the results of assessment of the report by the Supervisory Board, the Annual General Meeting of Shareholders of XTPL S.A. hereby approves, in its entirety, the Management Board's Report on the Activities of XTPL S.A. for the financial year 2017.

§2
Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 04/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018

on approval of the financial statements of XTPL S.A. for the financial year 2017

§1

Approval of the financial statements for the financial year 2017

Pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, following consideration of the financial statements of XTPL S.A. for the financial year 2017 (covering the period from 1 January 2017 to 31 December 2017), and taking into account the results of assessment of the financial statements by the Supervisory Board, the Annual General Meeting of Shareholders of XTPL S.A. hereby approves, in their entirety, the financial statements of XTPL S.A. for the financial year 2017, including:

- a) introduction to the financial statements;
- b) the balance sheet drawn up as at 31 December 2017, which shows the sum of PLN 8,052,379.56 on the side of assets and equity and liabilities;
- c) the income statement for the period from 1 January 2017 to 31 December 2017 indicating a net loss of PLN 3,962,041.69;
- d) the statement of cash flows for the period from 1 January 2017 to 31 December 2017 showing a change in cash of PLN 4,789,305.23 and the value of cash of PLN 6,188,931.46 as at 31 December 2017;
- e) statement of changes in equity for the period from 1 January 2017 to 31 December 2017, showing equity of PLN 7,181,375.75 as at 31 December 2017;
- f) notes to the accounts.

§2

Effective date

The resolution shall become effective on the date of its adoption.

**Resolution No. 05/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018**

on approval of the Report on the Activities of the Supervisory Board of XTPL S.A. for the financial year 2017
and the results of its assessment of reports

§1

Approval of the Report on the Activities of the Supervisory Board of XTPL S.A. for the financial year 2017

Having considered the Report of the Supervisory Board of XTPL S.A. on its activities for the financial year 2017 (covering the period from 1 January 2017 to 31 December 2017), the Annual General Meeting of Shareholders of XTPL S.A. hereby approves, in its entirety, the Report of the Supervisory Board of XTPL S.A., including in particular the results of its assessment of reports.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 06/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on covering the loss for the financial year 2017

§1

Loss cover

Having considered the Management Board's request re covering the loss for the financial year 2017, taking into account results of assessment of the request by the Supervisory Board, pursuant to Article 395 § 2 point 2 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby decides that the net loss of PLN 3,962,041.69 (three million nine hundred and sixty two thousand forty one zlotys and sixty nine groszys) shall be fully covered from the supplementary capital of XTPL S.A.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 07/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Sebastian Młodziński

§1

Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Sebastian Młodziński for the performance of his duties as the President of the Management Board of XTPL S.A. from 1 January 2017 to 24 April 2017 and the performance of his duties as a Member of the Management Board of XTPL S.A. 24 April 2017 to 30 November 2017.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 08/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Filip Granek

§1

Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Filip Granek for the performance of his duties as the President of the Management Board of XTPL S.A. from 24 April 2017 to 31 December 2017.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 09/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Maciej Adamczyk

§1

Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Maciej Adamczyk for the performance of his duties as a Member of the Management Board of XTPL S.A. from 1 December 2017 to 31 December 2017.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 10/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Konrad Pankiewicz

§1

Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Konrad Pankiewicz for the performance of his duties as Chairman of the Supervisory Board of XTPL S.A. from 1 January 2017 to 31 December 2017.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 11/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Agnieszka Młodzińska-Granek

§1

Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Agnieszka Młodzińska-Granek for the performance of her duties as a Member of the Supervisory Board of XTPL S.A. from 1 January 2017 to 31 December 2017.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 12/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Maja Młodzińska

§1

Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Maja Młodzińska for the performance of her duties as a Member of the Supervisory Board of XTPL S.A. from 1 January 2017 to 30 November 2017.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 13/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Sebastian Młodziński

§1
Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Sebastian Młodziński for the performance of his duties as a Member of the Supervisory Board of XTPL S.A. from 1 December 2017 to 31 December 2017.

§2
Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 14/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Bartosz Wojciechowski

§1
Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Bartosz Wojciechowski for the performance of his duties as a Member of the Supervisory Board of XTPL S.A. from 30 June 2017 to 31 December 2017.

§2
Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 15/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on granting discharge to Piotr Janczewski

§1
Granting discharge

Pursuant to Article 395 § 2 point 3 and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby grants discharge to Piotr Janczewski for the performance of his duties as a Member of the Supervisory Board of XTPL S.A. from 30 June 2017 to 31 December 2017.

§2

Effective date

The resolution shall become effective on the date of its adoption.

Resolution No. 16/05/2018
of the Annual General Meeting of Shareholders of XTPL S.A.
of 28 May 2018
on changes in the composition of the Supervisory Board

§1

Appointing a Member of the Supervisory Board

Pursuant to Article 385 § 1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. hereby appoints [...] to the Supervisory Board of XTPL S.A. as of [...].

§2

Term of office

Pursuant to Article 386 § 2 in conjunction with Article 369 § 3 of the Commercial Companies Code [...] is hereby appointed for a joint three-year term of office together with other Members of the Supervisory Board of XTPL S.A., who were appointed by Resolution No. 14/06/2017 of the Annual General Meeting of Shareholders of XTPL S.A. of 30 June 2017.

§3

Effective date

The resolution shall become effective on the date of its adoption.