

**FORM OF PROXY TO EXERCISE VOTING RIGHTS BY A PROXY  
AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF XTPL S.A. WITH ITS REGISTERED OFFICE IN WROCLAW  
ON 24 APRIL 2019**

*The use of this form is the Shareholder's right and not an obligation.  
This form shall not replace the power of proxy document*

**SHAREHOLDER'S DETAILS:**

The Shareholder's name or business name:

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The Shareholder's residence address or registered office address:

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The Shareholder's PESEL (Personal Identity Number) or NIP (Tax Identification Number):

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**PROXY'S DETAILS:**

Proxy's name or business name:

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The Proxy's residence address or registered office address:

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The Proxy's PESEL or NIP: .....

Date of granting the power of proxy: .....

## HOW TO USE THIS FORM

- Shareholders are asked to issue voting instructions by inserting an “X” in the appropriate box of the form and in relation to each indicated resolution of the Extraordinary General Meeting of Shareholders of XTPL S.A. with headquarters in Wrocław.
- If the “Other” box is ticked, shareholders are asked to specify in it detailed instructions on how the proxy voting rights should be exercised.
- In the event that the shareholder decides to cast different votes from the shares held, in accordance with the entitlement arising from Article 411<sup>3</sup> of the Commercial Companies Code, the shareholder is obliged to indicate in the appropriate box of the form (and for each resolution) the number of shares from which the proxy is to vote “for”, “against” or “abstain” from the vote.
- If no number of shares is indicated (when the voting is to vary), it will be understood that the proxy is entitled to vote in the indicated manner from all the shares held by the shareholder.
- Note: Draft resolutions put to vote during the Extraordinary General Meeting of XTPL S.A. with its registered office in Wrocław may differ from those presented on the Company's website. For the avoidance of doubt as to how the proxy should vote in such a case, it is recommended to specify in the “Other” column how the proxy should act in such a situation.

Resolution	I vote FOR	I vote AGAINST	I ABSTAIN from voting	An objection to the resolution to be put on the record	At the Proxy's discretion	Other
<b>Resolution No. 01/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on election of the Chairman of the Extraordinary General Meeting</b>	Number of votes:  .....	Number of votes:  .....	Number of votes:  .....	Number of votes:  .....	Number of votes:  .....	

Resolution	I vote FOR	I vote AGAINST	I ABSTAIN from voting	An objection to the resolution to be put on the record	At the Proxy's discretion	Other
<b>Resolution No. 02/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on adoption of the agenda of the Extraordinary General Meeting</b>	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	
<b>Resolution No. 03/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on repealing the existing incentive scheme</b>	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	
<b>Resolution No. 04/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on establishing an Incentive Scheme at the Company</b>	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	

Resolution	I vote FOR	I vote AGAINST	I ABSTAIN from voting	An objection to the resolution to be put on the record	At the Proxy's discretion	Other
<p><b>Resolution No. 05/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on increasing Company's share capital by issuing series P ordinary bearer shares; depriving the existing shareholders of their preemptive rights to series P shares in full; amendments to § 5(1) of the Company's Articles of Association; applying for admission and introduction of series P shares to trading on the regulated market of the Warsaw Stock Exchange SA and the dematerialization of series P shares.</b></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>	

Resolution	I vote FOR	I vote AGAINST	I ABSTAIN from voting	An objection to the resolution to be put on the record	At the Proxy's discretion	Other
<p><b>Resolution No. 06/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on a conditional increase in the Company's share capital, excluding the preemptive rights of the existing shareholders and amending the Company's Articles of Association.</b></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><b>Resolution No. 07/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on the issue of series A subscription warrants with exclusion of preemptive rights</b></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><b>Resolution No. 08/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on amendments to the Terms of Reference of the General Meeting</b></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>	

Resolution	I vote FOR	I vote AGAINST	I ABSTAIN from voting	An objection to the resolution to be put on the record	At the Proxy's discretion	Other
<b>Resolution No. 09/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on amendments to the Terms of Reference of the Supervisory Board</b>	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	
<b>Resolution No. 10/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on remuneration for the members of the Audit Committee</b>	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	
<b>Resolution No. 11/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on amendments to the Company's Articles of Association</b>	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	Number of votes: .....	

Resolution	I vote FOR	I vote AGAINST	I ABSTAIN from voting	An objection to the resolution to be put on the record	At the Proxy's discretion	Other
<p><b>Resolution No. 12/04/2019 of the Extraordinary General Meeting of the company trading as XTPL S.A., a joint stock company with its registered office in Wrocław of 24 April 2019 on adoption of the consolidated text of the Articles of Association</b></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>	