

DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF XTPL S.A.,
A JOINT STOCK COMPANY WITH ITS REGISTERED OFFICE IN WROCŁAW
OF 28 JUNE 2019 WITH A RATIONALE

**Resolution No. 01/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on the election of the Chairman
of the Annual General Meeting of Shareholders of XTPL S.A.**

§ 1

Electing the Chairman

Acting on the basis of Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. with its registered office in Wrocław elects [•] as the Chairman of the Annual General Meeting of XTPL S.A.

§ 2

The resolution shall enter into force immediately.

Rationale:

The resolution is technical in nature. The need to elect Chairman of the General Meeting after the opening of the General Meeting results from Article 409 §1 of the Commercial Companies Code.

**Resolution No. 02/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on the adoption of the agenda of the Annual General Meeting**

The Annual General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław ("XTPL S.A." or the "Company") hereby adopts the following agenda:

1. Opening the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Preparing an attendance list, confirming that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda.
5. Considering the Management Board's report on XTPL S.A. activities for the financial year of 2018.
6. Considering the financial statements of XTPL S.A. for the financial year of 2018.
7. Considering the Management Board's proposal on the covering of the loss for the financial year 2018.
8. Considering the report on the activities of the Supervisory Board of XTPL S.A. for the financial year of 2018 and the result of the Supervisory Board's assessment of the financial statements and the Management Board's report on the activities for the financial year of 2018.
9. Adopting a resolution on approval of the Management Board's report on XTPL S.A. activities for the financial year of 2018.
10. Adopting a resolution on approval of the financial statements of XTPL S.A. for the financial year of 2018.
11. Adopting a resolution on the covering of the loss for the financial year of 2018.
12. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2018.

13. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2018.
14. Closing the General Meeting.

Rationale:

The resolution is technical in nature. The need to comply with an agenda of the General Meeting results from Article 409 § 2 and Article 404 § 1 of the Commercial Companies Code.

**Resolution No. 03/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on approval of the Management Board's report on XTPL S.A. activities for the financial year of 2018**

§ 1

Approval of the Management Board's report on XTPL S.A. activities
for the financial year of 2018

Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the report of the Management Board of XTPL S.A. on the activities of XTPL S.A. for the financial year of 2018 (covering the period from 1 January 2018 to 31 December 2018), taking into account the results of the assessment of the report by the Supervisory Board of XTPL S.A., the Annual General Meeting of Shareholders of XTPL S.A. approves the entire report of the Management Board of XTPL S.A. on the activities of XTPL S.A. for the financial year of 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution is justified by Article 393(1) and Article 395 § 2(1) of Commercial Companies Code.

**Resolution No. 04/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on approval of the financial statements
for the financial year of 2018**

§ 1

Approval of the financial statements for the financial year of 2018

Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the financial statements of XTPL S.A. for the financial year of 2018 (covering the period from 1 January 2018 to 31 December 2018), taking into account the results of the assessment of the financial statements by the Supervisory Board of XTPL S.A., the Annual General Meeting of Shareholders of XTPL S.A. approves the entire financial statements of XTPL S.A. for the financial year of 2018:

- a) introduction to the financial statements;

- b) the balance sheet prepared as at 31 December 2018, which on the assets and liabilities side shows an amount of PLN 9,969 thousand;
- c) the income statement the period from 1 January to 31 December 2018, showing a net loss of PLN 7,209 thousand;
- d) statement of cash flows for the period from 1 January 2018 to 31 December 2018 showing a net change of cash and cash equivalents of PLN -670 thousand and the amount of cash and cash equivalents of PLN 5,537 thousand as at 31 December 2018;
- e) the statement of changes in equity for the period from 1 January 2018 to 31 December 2018, showing equity of PLN 1,720 thousand as at 31 December 2018;
- f) notes and explanations.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution is justified by Article 393(1) and Article 395 § 2(1) of Commercial Companies Code.

**Resolution No. 05/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on the covering of the loss for the financial year of 2018**

§ 1

Covering the loss

Having considered the Management Board's proposal re the covering of the loss for the financial year of 2018, taking into account the results of the assessment of the proposal of the Supervisory Board of XTPL S.A., pursuant to Article 395 § 2(2) of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. decides that the net loss of PLN 7,209 thousand (seven million two hundred and nine thousand zlotys) for the financial year of 2018 will be entirely covered from the supplementary capital of XTPL S.A.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on the covering of the loss is justified by Article 395 § 2(2) of the Commercial Companies Code.

**Resolution No. 06/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Filip Granek**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Filip Granek for the performance of his duties as Management Board President of XTPL S.A. during the period from 1 January 2018 to 31 December 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Management Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 07/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Maciej Adamczyk**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Maciej Adamczyk for the performance of his duties as Management Board member of XTPL S.A. during the period from 1 January 2018 to 31 December 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Management Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 08/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting a discharge to Konrad Pankiewicz**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Konrad Pankiewicz for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2018 to 31 December 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 09/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Agnieszka Młodzińska-Granek**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Agnieszka Młodzińska-Granek for the performance of her duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2018 to 28 May 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 10/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Sebastian Młodziński**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Sebastian Młodziński for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2018 to 31 December 2018.

§ 2 Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 11/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Bartosz Wojciechowski**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Bartosz Wojciechowski for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2018 to 31 December 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 12/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Piotr Janczewski**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Piotr Janczewski for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2018 to 16 April 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 13/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Wiesław Rożłucki**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Wiesław Rożłucki for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 17 April 2018 to 31 December 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.

**Resolution No. 14/06/2019
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 28 June 2019
on granting discharge to Piotr Lembas**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Piotr Lembas for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 29 May 2018 to 31 December 2018.

§ 2

Entry into force

The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.