

Adopted by the Resolution no. 09/04/2019 of the General Meeting of Shareholders of XTPL S.A. dated 24 April 2019

## TERMS OF REFERENCE OF THE SUPERVISORY BOARD OF XTPL S.A.

### 1. General provisions

- 1.1. For the purpose of these Terms of Reference, terms shall apply:
- 1.1.1. "SB Member" – Supervisory Board member;
  - 1.1.2. "Permitted form" – provision of written information in person, by courier, registered mail, fax or email (as an attachment or in the message);
  - 1.1.3. "Remote Voting" – adopting resolutions via means of direct remote communication, as described in Chapter 4;
  - 1.1.4. "WSE" – Warsaw Stock Exchange: Giełda Papierów Wartościowych w Warszawie S.A.
  - 1.1.5. "Voting Card" – a card used for voting in written form;
  - 1.1.6. "CCC" – the Act of 15 September 2000 – Commercial Companies Code, as amended;
  - 1.1.7. "Chairman" – chairman of the Supervisory Board;
  - 1.1.8. "Supervisory Board" – the supervisory board of the Company;
  - 1.1.9. "Terms of Reference" – the terms of reference of the Supervisory Board;
  - 1.1.10. "Company" – XTPL S.A., a joint stock company with its registered office in Wrocław;
  - 1.1.11. "Articles of Association" – the articles of association of the Company;
  - 1.1.12. "End Date" – the day on which the Voting Card shall be sent or handed in (date-received) in the case of a written voting procedure.
  - 1.1.13. "Written Procedure" – a written procedure for adopting resolutions outside the General Meeting, as described in Chapter 5;
  - 1.1.14. "Deputy Chairman" – deputy chairman of the Supervisory Board;
  - 1.1.15. "Invitation" – invitation to take part in the meeting, indicated in point 3.5 or to vote via Remote Voting, indicated in point 4.2 or to vote in the Written Procedure indicated in point 5.2;
  - 1.1.16. "Management Board" – the management board of the Company.
- 1.2. These Terms of Reference shall lay down the organization and the manner of transacting business by the Supervisory Board.
- 1.3. The Supervisory Board shall adopt for use and follow the recommendations and principles of corporate governance – as long as the Company's shares are listed in the financial instruments trading system operated by the WSE, within the scope determined by a resolution of the Supervisory Board.
- 1.4. The Supervisory Board shall operate on the basis of the Commercial Companies Code, the Articles of Association, these Terms of Reference and other applicable laws.

### 2. Organisation and the manner of transacting business by the Supervisory Board

- 2.1. If the General Meeting of Shareholders of the Company has not elected the Chairman, the first meeting of the Supervisory Board of the new term shall be convened and opened by the oldest SB Member who presides over the election of the Chairman and Deputy Chairman of the Supervisory Board.
- 2.2. If for any reason the Chairman is unable or refuses to participate in the activities of the Supervisory Board, their powers shall be exercised by the Deputy Chairman, and if the Deputy Chairman is unable or refuses to participate in the activities of the Supervisory Board, those powers shall be exercised by the oldest SB Member out of those who take part in the said activities.
- 2.3. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes.
- 2.4. In the event of a tied vote, the Chairman shall have the casting vote. This right of the Chairman shall not be vested in any other persons exercising the powers of the Chairman on the basis of point 2.2.
- 2.5. A SB Member who is unable to take part in the meeting or voting shall immediately notify this fact to the Chairman, specifying the reasons.
- 2.6. Information on participation in the Supervisory Board, including Invitations, shall be provided to the SB Members in the permitted form, using the contact details that the SB Member should give the Chairman for this purpose.
- 2.7. Invitation shall be sent to SB Members at least three working days in advance. This deadline may only be shortened in exceptional circumstances.

### **3. Meetings of the Supervisory Board**

- 3.1. A meeting of the Supervisory Board ("meeting") shall be convened by the Chairman, who may authorize another SB Member or a member of the Management Board to send invitations to the SB Members on the Chairman's behalf.
- 3.2. The Chairman shall convene the meeting on their own initiative or at the request of the Management Board or SB Member, submitted in the allowed form, alongside the proposed agenda.
- 3.3. The meeting shall be convened within two weeks of receipt of the request.
- 3.4. If, despite the request, the Chairman does not convene the meeting within the required time, the requesting party shall be entitled to convene the meeting on their own.
- 3.5. The meeting shall be convened by sending Invitations to the SB Members.
- 3.6. The Invitation shall include:
  - 3.6.1. the date and place of the meeting (in specific cases, the exact place and time of the meeting might be provided at a later date, before the meeting);
  - 3.6.2. the proposed agenda;
  - 3.6.3. draft resolutions (if possible).
- 3.7. No Invitation needs to be sent if the Supervisory Board members have been informed about the date of the next meeting directly at the previous meeting at which all members of the Supervisory Board were present.
- 3.8. The meeting agenda shall be determined by the person convening the meeting.
- 3.9. Where the meeting is convened at the request of the Management Board or SB Member, the agenda shall take into account the matters specified by the requesting party.

- 3.10. The SB Members and the Management Board may submit requests, in the permitted form and in advance, to put certain matters on the agenda. Such requests shall be submitted to the person who has sent the Invitation.
- 3.11. The Supervisory Board may not adopt resolutions on any matters not covered by the agenda, unless all SB Members are present and consent to the adoption of the resolution.
- 3.12. The Supervisory Board shall take decisions in the form of resolutions if all SB Members have been invited and at least a half of them are present at the meeting.
- 3.13. Voting is open.
- 3.14. Secret ballot shall be ordered when voting on personal matters and at the request of a SB Member – in such a case the person presiding over the meeting shall ensure that the voting is secret by using voting cards.
- 3.15. The meeting shall be presided over by the Chairman or another SB Member designated by them, present at the meeting.
- 3.16. The Chairman shall run the meeting, give floor to speakers, order ballots and announce their results.
- 3.17. The Supervisory Board may hold a meeting and adopt important resolutions also without being formal convened, provided that all SB Members are present and agree to the meeting being held and certain matters to be put on the agenda.
- 3.18. SB Members may take part in adopting resolutions by casting their votes in writing through another SB Member.
- 3.19. A vote given in writing through another SB Member may not relate to any matters added to the agenda during the Supervisory Board meeting, matters referred to in Article 388 § 4 of the CCC and resolutions that require a secret ballot (personal matters) in accordance with point 3.14.
- 3.20. Minutes of the Supervisory Board meeting shall be taken by the person presiding over the meeting or by a minute-taker designated by that person.
- 3.21. The minutes of the meeting shall include at least the following details:
  - 3.21.1. date and place of the meeting;
  - 3.21.2. names of the SB Supervisory Board members present;
  - 3.21.3. agenda of the meeting;
  - 3.21.4. the contents of the resolutions and the number of votes cast for particular resolutions (broken down into votes “for”, “against” and “abstentions”);
  - 3.21.5. dissenting opinions;
  - 3.21.6. contents of any statements and requests made by SB Members, if a demand was made to reflect them in the minutes.
- 3.22. The minutes shall be signed by all SB Members present at the meeting and by the minute-taker, if appointed.
- 3.23. In justified cases, the minutes may be drawn up and signed at a later date.
- 3.24. Minutes of meetings shall be kept at the Company’s registered office, and copies of the minutes shall be provided to the SB Members at their request.
- 3.25. With the consent of the SB Members, the meeting may be attended by Management Board members and other persons.
- 3.26. Resolutions adopted outside the meetings of the Supervisory Board in the Remote Voting Procedure or in the Written Procedure shall be presented at the next Supervisory Board meeting together with the voting results.

#### **4. Adopting resolutions via means of direct remote communication**

- 4.1. Resolutions may be adopted using means of direct remote communication (teleconferencing, videoconferencing, etc.), in a manner allowing simultaneous real-time communication and mutual identification of the SB Members participating in the voting.
- 4.2. Remote Voting shall be preceded by the Invitation sent to the SB Members.
- 4.3. Remote Voting shall be ordered by the Chairman, who may authorize another SB Member or a Management Board member to send the Invitation on the Chairman's behalf.
- 4.4. The Invitation shall include:
  - 4.4.1. date and time of voting;
  - 4.4.2. indication of the method of communication and information enabling participation in the voting, e.g. conference telephone number, link, login, password, etc.;
  - 4.4.3. draft resolutions.
- 4.5. The Chairman or another SB Member designated by them shall preside over the remote voting.
- 4.6. The person presiding over the Remote Voting shall refer to the contents of the draft resolution specified in the Invitation, or shall read it out.
- 4.7. Having referred to or read out the draft resolution to be voted upon, each voting SB Member shall make a statement as to whether they vote "for", "against" or "abstains from voting".
- 4.8. The person presiding over the Remote Voting shall count the votes for each resolution.
- 4.9. The person presiding over the Remote Voting shall draw up and sign minutes of the Remote Voting, including:
  - 4.9.1. date of voting;
  - 4.9.2. names of the voting SB Supervisory Board;
  - 4.9.3. the contents of the resolutions and the number of votes cast for particular resolutions (broken down into votes "for", "against" and "abstentions");
  - 4.9.4. designation of the voting procedure.
- 4.10. The remaining SB Members participating in the Remote Voting shall sign the minutes referred to in point 4.9 at the next meeting of the Supervisory Board.
- 4.11. Resolutions adopted by way of Remote voting may not relate to any matters referred to in Article 388 § 4 of the CCC or resolutions that require a secret ballot (personal matters). Voting through another SB Member shall not be allowed.
- 4.12. A resolution adopted by Remote Voting shall be valid if all the SB Members have been duly advised of the contents of the draft resolution and the voting procedure.

#### **5. Adopting resolutions in the Written Procedure**

- 5.1. Supervisory Board members may adopt resolutions outside the meeting in writing, as referred to in Article 388 § 3 of the CCC.
- 5.2. Written Voting shall be preceded by an Invitation sent to the SB Members.

- 5.3. The Written Voting shall be ordered by the Chairman, who may authorize another SB Member or a Management Board member to send the Invitation on the Chairman's behalf.
  - 5.4. The Invitation shall include:
    - 5.4.1. draft resolutions;
    - 5.4.2. indication of the End Date;
    - 5.4.3. voting card;
    - 5.4.4. designation of the voting procedure.
  - 5.5. The Written Voting Procedure shall be carried out by SB Members filling in the Voting Cards and sending them or handing them over to the Chairman or the SB Member authorized by them.
  - 5.6. The SB Member shall fill in the Voting Card by unambiguously marking whether the SB Member votes "for" or "against" a particular resolution or "abstains" from voting and signing.
  - 5.7. The Voting Card shall be handed over (in original) or sent (in original or as a photocopy) to the Chairman or the SB Member authorized by them before the End Date. Where the Voting Card is sent in the form of a photocopy, the SB Member shall immediately provide the Chairman with the original.
  - 5.8. Where the Voting Card is not handed over in person, the original shall be sent to the Company's address.
  - 5.9. Failure to hand over the completed Voting Card by the end of the End Date or handing over an incorrectly completed Voting Card shall be deemed as non-participation in the voting.
  - 5.10. Immediately after the End Date or after receiving all the Voting Cards (if before the End Date), the Chairman or the SB Member authorized by them shall count votes, while checking if the signature corresponds to the specimen signature of each SB Member. The specimen signature card shall be prepared before the first Written Voting.
  - 5.11. Next, the Chairman or the SB Member authorized by them shall draw up and sign a report on the results of Written Voting, which shall contain:
    - 5.11.1. the voting date (the date of signing the report on voting results);
    - 5.11.2. names of the voting SB Members;
    - 5.11.3. the contents of the resolutions and the number of votes cast for particular resolutions (broken down into votes "for", "against" and "abstentions");
  - 5.12. The remaining SB Members participating in the Written Voting shall sign the minutes referred to in point 5.11 at the next meeting of the Supervisory Board.
  - 5.13. Resolutions adopted by way of Written Voting may not relate to any matters referred to in Article 388 § 4 of the CCC or resolutions that require a secret ballot (personal matters). Voting through another SB Member shall not be allowed.
  - 5.14. A resolution adopted by Written Voting shall be valid if all the SB Members have been duly advised of the contents of the draft resolution and the voting procedure.
- 6. Other provisions**
- 6.1. Participation in Supervisory Board meetings and voting is the responsibility of SB Members.
  - 6.2. The Supervisory Board may express a non-binding opinion on all matters pertaining to the Company and present requests, initiatives and recommendations to the Management Board.

- 6.3. The Supervisory Board shall be authorized to take actions to obtain from the Management Board full information on any significant matters relating to the Company's operations and the risks around the Company's business, including the methods of mitigating such risks.
- 6.4. The Supervisory Board may, in justified cases, and at the Company's cost, use the services of advisors, experts or external consultants – in such a case, the Chairman shall apply to the Management Board for consent to engage advisors, experts or external consultants.
- 6.5. The SB Member shall inform the other SB Members of an actual or potential conflict of interests, and shall refrain from taking part in the discussion and voting on the adoption of a resolution in respect of the matter in which the conflict of interests arose.
- 6.6. The SB Member shall confirm that they meet the criteria specified in relevant laws and regulations, as well as the independence criteria, and shall notify the Management Board and of any circumstances that cause those criteria to be no longer complied with.
- 6.7. The SB Members shall keep confidential any information obtained by them in connection with their respective roles. The above confidentiality obligation shall not apply to information that is in the public domain, to the disclosure of which the SB Member obtained the prior consent of the Management Board or which must be disclosed by law.
- 6.8. All the statements and letters to the Supervisory Board, as well as statements, letters and requests addressed to the Chairman shall be submitted to the Company, unless the Terms of Reference provide otherwise.
- 6.9. The Management Board shall provide technical and organizational support to the Supervisory Board.
- 6.10. The cost of operations of the Supervisory Board shall be covered by the Company.
- 6.11. These Terms of Reference shall enter into force on the day of their adoption by the General Meeting. Any changes hereto shall require a resolution of the Company's General Meeting.
- 6.12. The Supervisory Board shall be responsible for interpreting these Terms of Reference.
- 6.13. Any matters not regulated in these Terms of Reference shall be governed by the applicable provisions of the CCC and the Articles of Association.