

ESPI Current Report

Number: 25/2020

Date: 10 July 2020

Company: XTPL S.A., a joint stock company with its registered office in Wrocław

Topic: Registration of amendments to the Articles of Association of XTPL S.A.

Legal basis: Article 56(1)(2) of the Act on Public Offering – current and financial reports

Contents of the Report: Referring to ESPI Current Reports Nos. 17/2020 and 20/2020, the Management Board of XTPL S.A. (the “Issuer”) announces that today (10 July 2020), the registry court registered amendments to and the consolidated text of the Articles of Association of XTPL S.A in connection with resolution No. 03/06/2020 of the Issuer’s Extraordinary General Meeting of Shareholders of 8 June 2020 (the “EGM”).

1. Value and structure of the share capital:

The change based on the Issuer’s resolution of 23 June 2020 in conjunction with EGM resolution no. 03/06/2020:

§ 5

1. The share capital amounts to PLN 202,922.20 (two hundred and two thousand nine hundred and twenty two zlotys and 20/100) and is divided into 2,029,222 (two million twenty nine thousand two hundred and twenty two) bearer shares with a nominal value of PLN 0.10 (ten groszy) each, including:
 - 1) 670,000 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 67,000.00 (sixty seven thousand zlotys and 00/100);
 - 2) 300,000 (three hundred thousand) series B shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);
 - 3) 30,000 (thirty thousand) series C shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 3,000.00 (three thousand zlotys and 00/100);
 - 4) 198,570 (one hundred and ninety eight thousand five hundred and seventy) series D shares with a nominal value of PLN 0.10 (ten groszy)

each, and a total nominal value of PLN 19,857.00 (nineteen thousand eight hundred and fifty seven zlotys and 00/100);

- 5) 19,210 (nineteen thousand two hundred and ten) series E shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);
- 6) 19,210 (nineteen thousand two hundred and ten) series F shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);
- 7) 68,720 (sixty eight thousand seven hundred and twenty) series G shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy two zlotys and 00/100);
- 8) 68,720 (sixty eight thousand seven hundred and twenty) series H shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy two zlotys and 00/100);
- 9) 10,310 (ten thousand three hundred and ten) series I shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);
- 10) 5,150 (five thousand one hundred fifty) series J shares, with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 515.00 (five hundred and fifteen zlotys and 00/100);
- 11) 10,310 (ten thousand three hundred and ten) series K shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);
- 12) 140,020 (one hundred and forty thousand and twenty) series L shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and PLN 00/100);
- 13) 155,000 (one hundred and fifty five thousand) series M shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 15,500 (fifteen thousand five hundred and 00/100);
- 14) 47,000 (forty seven thousand) series N shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);
- 15) 41,400 (forty one thousand four hundred) series O shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,140 (four thousand seven hundred and forty zlotys and 00/100);

- 16) 42,602 (forty two thousand six hundred and two) series P shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4260,20 (four thousand two hundred and sixty zlotys and 00/100);
- 17) 78,000 (seventy eight thousand) series S shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 7,800.00 (seven thousand eight hundred zlotys and 00/100);
- 18) 125,000 (one hundred and twenty five thousand) series T shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 12,500 (twelve thousand five hundred zlotys);

2. Nominal value per share

The nominal value of one share is PLN 0.10 (ten groszy).

3. Total number of votes carried by all the issued shares

Each share in the Issuer's share capital carries 1 (one) vote at the General Meeting. The Issuer's share capital is divided into 2,029,222 (two million twenty nine thousand two hundred and twenty two) bearer shares in total carrying up to 2,029,222 (two million twenty nine thousand two hundred and twenty two) votes at the General Meeting.

4. Authorized capital

The change in the share capital did not take place within the authorized capital.

5. The number of shares cancelled and the number of votes corresponding to the shares cancelled

The change in share capital did not involve cancellation of shares.

6. Other amendments to the Articles of Association

No amendments were made to the Articles of Association other than those described above.

7. Consolidated text

The registry court also registered the consolidated text of the Articles of Association, adopted under the resolution of the Management Board of XTPL S.A. of 23 June 2020 – the consolidated text of the Articles of Association is attached as Appendix 2 to the report.

Appendices:

1. Content of the existing and new provisions of the Articles of Association.
2. Consolidated text of the Articles of Association.

Detailed legal basis:

§ 5(1) of the Finance Minister's Ordinance of 29 March 2019 on current and financial information (...).

Signatures of the Company's representatives:

Jacek Olszański
MANAGEMENT BOARD MEMBER