

FORM OF PROXY TO EXERCISE VOTING RIGHTS BY A PROXY

(place, date)
Shareholder's name/ name and surname:
Shareholder's address:
KRS number/ NIP number of the shareholder/ Other registry number*:
Shareholder's PESEL*:
Contact email:
Contact phone number:
("Shareholder")
Proxy's name/ name and surname*:
Proxy's address:
KRS number/ NIP number of the proxy/ Other registry number st :
Proxy's PESEL number*:
Proxy's identity document no.:
Contact email:
Contact phone number:
(" Proxy")

The proxy voting form enables the shareholder to place instructions on how to vote at the general meeting. The Company's Management Board shall not verify whether the proxies exercise their voting rights in accordance with the instructions they have received from the Shareholder.

INSTRUCTION ON THE EXERCISE OF VOTING RIGHTS BY A PROXY at the Annual General Meeting of XTPL S.A. with its registered office in Wrocław convened on 30 June 2021

EXPLANATIONS:

Shareholders are requested to issue instructions by putting an "X" in the appropriate field and stating the number of shares, from which voting on the resolution will take place.

If the "Instruction text" or "Objection text" field is left blank, the Shareholder is requested to cross it out.

If the "Instruction content" is completed, shareholders are asked to provide in this field detailed instructions regarding the exercise of voting rights by a proxy, also in the event of submitting other draft resolutions by the Company's shareholders, including in the event of reporting any changes to the draft resolutions corresponding to particular items of the meeting agenda.

In the event of voting against a given resolution, the Shareholder may object below and ask for putting the objection on the record. In such a case, the Shareholder is requested to enter the content of the objection "Objection text" field.

The Issuer notes that the content of the draft resolutions attached to this form may differ from the content of the resolutions published on the Issuer's website. For the avoidance of doubt as to how the proxy should vote in such a case, we recommend specifying in the field "Instruction content in the event of a different draft resolution" how the proxy should act in such a situation.

The Issuer asks the Shareholder to sign each page of the form.



Resolution No. 01/06/2021

of the Annual General Meeting of XTPL S.A., a joint stock company with its registered office in Wrocław of 30 June 2021 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.

		VOTING INSTRUCTIONS	:	
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:		Number of shares:
In the event of voting against Objection text:	t a resolution, the Shareholde	r may object below and ask f	or putting the objection on t	he record.
Instructions on how to vote b	oy a proxy on adopting a Resc	lution.		
msd detion text.				
Instructions on how to vote be to this form differs from the			<u>:</u>	

Instructions if the draft resolution is different:



Other comments:		

Resolution No. 02/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on the adoption of the agenda of the Extraordinary 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. and XTPL Group activities for the financial year of 2020.
- $6. \qquad \text{Considering the unconsolidated financial statements of XTPL S.A. for the financial year of 2020.}\\$
- 7. Considering the consolidated financial statements of XTPL Group for the financial year of 2020.
- 8. Considering the Management Board's proposal on the covering of the loss for the financial year of 2020.
- 9. Considering the report on the activities of the Supervisory Board of XTPL S.A. for the financial year of 2020 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 2020.
- 10. Adopting a resolution on approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2020.
- 11. Adopting a resolution on approval of the unconsolidated financial statements of XTPL S.A. for the financial year of 2020.
- 12. Adopting a resolution on approval of the consolidated financial statements of XTPL S.A. for the financial year of 2020.
- 13. Adopting a resolution on covering of the loss of XTPL S.A. for the financial year of 2020.
- 14. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2020.
- 15. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2020.
- 16. Adopting a resolution on appointment of Supervisory Board Members for a new term of office.
- 17. Discussion on the Remuneration Report.
- 18. Closing the General Meeting.

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:		Number of shares:



Resolution No. 03/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on approval of the Management Board's report
on XTPL S.A. and XTPL Group activities for the financial year of 2020.

§ 1

Approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2020



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. and XTPL Group for the financial year of 2020 (covering the period from 1 January 2020 to 31 December 2020), 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 Management Board's report on the activities of XTPL S.A. and XTPL Group for the financial year of 2020.

§ 2 Entry into force

The resolution shall enter into force immediately.

		VOTING INSTRUCTIONS	:	
I am voting for the	I am voting against the	I am abstaining from	I request that the	At the proxy's discretion
resolution	resolution	vote	objection be recorded	
Number of shares:	Number of shares:	Number of shares:		Number of shares:
In the event of voting against Objection text:	a resolution, the Shareholde	r may object below and ask f	or putting the objection on t	he record.
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Instruction text:				
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Instructions if the draft resolution is different:



Other comments:				
		Resolution No. 04/06/202	21	
		of the Annual General Mee of the company trading a	•	
		stock company with its regist of 30 June 2021		
	• • • • • • • • • • • • • • • • • • • •	oval of the standalone financi XTPL S.A. for the financial yea		
	Approval of the unconce	§ 1	for the financial year of 2020	
	Article 395 § 2(1) of the Com	mercial Companies Code, aft	er considering the standalon	2 e financial statements of XTPL S.A. t the results of the assessment of
	he Supervisory Board of XTPL	S.A., the Annual General Me		S.A. approves the unconsolidated
	,	§ 2 <u>Entry into force</u>		
The resolution shall enter int	o force immediately.			
		VOTING INSTRUCTIONS	:	
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
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In the event of voting against	t a resolution, the Shareholde	r may object below and ask f	or putting the objection on t	he record.
Objection text:				



Instructions on how to vote by a proxy on adopting a Resolution.
Instruction text:
Instructions on how to vote by proxy if the content of the draft resolution attached
to this form differs from the content of the resolution voted on at the General Meeting:
Instructions if the draft resolution is different:
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Resolution No. 05/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on approval of the consolidated financial statements
of XTPL Group for the financial year of 2020

§ 1

Approval of the consolidated financial statements for the financial year of 2020

Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the consolidated financial statements of XTPL Group for the financial year of 2020 (covering the period from 1 January 2020 to 31 December 2020), taking into account the results of the assessment of the consolidated financial statements by the Supervisory Board of XTPL S.A., the Annual General Meeting of Shareholders of XTPL S.A. approves the entire consolidated financial statements of XTPL Group for the financial year 2020.

§ 2 Entry into force

The resolution shall enter into force immediately.



I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:		Number of shares:
In the event of voting against Objection text:	t a resolution, the Shareholde	r may object below and ask f	or putting the objection on t	he record.
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Instructions if the draft resol	ution is different:			
Other comments:				



Resolution No. 06/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on covering of the loss of XTPL S.A. for the financial year 2020

§ 1

Covering the loss

Having considered the Management Board's proposal re the covering of the loss for the financial year of 2020, 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 8,182 thousand (eight million one hundred and eighty—two zlotys) for the financial year of 2020 will be entirely covered from the supplementary capital of XTPL S.A.

§ 2 Entry into force

The resolution shall enter into force immediately.

VOTING INSTRUCTIONS:

I am voting for the	I am voting against the	I am abstaining from	I request that the	At the proxy's discretion
resolution	resolution	vote	objection be recorded	
Number of shares:	Number of shares:	Number of shares:		Number of shares:
In the event of voting agains	t a resolution, the Shareholde	r may object below and ask f	or putting the objection on t	he record.
Objection text:				
Instructions on how to vote I	by a proxy on adopting a Reso	lution.		
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instruction text:				
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District Court for Wrocław Fabryczna in Wrocław. VI Commercial Division of the National Court Register. Amount of capital: PLN 202,922.20 PLN paid in full. KRS: 0000619674 NIP: 9512394886 REGON: 361898062.

to this form differs from the content of the resolution voted on at the General Meeting:



Instructions if the draft resol	ution is different:			
Other comments:				
	on granting dischand Article 395 § 3 of the Conthe performance of his duties	s as Management Board Pre § 2 <u>Entry into force</u>	eting as tered office in Wrocław formance of his duties he Annual General Meeting of sident of XTPL S.A. during the	of Shareholders of XTPL S.A. gran e period from 1 January 2020 to 3
		VOTING INSTRUCTIONS	i:	
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:		Number of shares:
In the event of voting agains	t a resolution, the Shareholde	r may object below and ask	for putting the objection on t	the record.



Instructions on how to vote by a proxy on adopting a Resolution.
Instruction text:
Instructions on how to vote by proxy if the content of the draft resolution attached
to this form differs from the content of the resolution voted on at the General Meeting:
Instructions if the draft resolution is different:
Other comments:

Resolution No. 08/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on granting discharge to Maciej Adamczyk for performance of his duties

§ 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 2020 to 27 February 2020.

§ 2 Entry into force

The resolution shall enter into force immediately.



I am voting for the	I am voting against the	I am abstaining from	I request that the	At the proxy's discretion
resolution	resolution	vote	objection be recorded	
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Other comments:				



Resolution No. 09/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on granting discharge to Piotr Lembas for performance of his duties

§ 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 Jacek Olszański for the performance of his duties as Management Board member of XTPL S.A. during the period from 30 June 2020 to 31 December 2020.

§ 2 Entry into force

The resolution shall enter into force immediately.

		VOTING INSTRUCTIONS	•	
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:		Number of shares:
In the event of voting against Objection text:	a resolution, the Shareholde	r may object below and ask f	or putting the objection on t	he record.
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	and Article 395 § 3 of the Cor cki for the performance of his o	duties as the Chairman of the	he Annual General Meeting o	
resolution shall enter in	ata farca immadiataly	§ 2 Entry into force		
resolution shall enter in	ito force iffiliediately.	VOTING INSTRUCTIONS		
		VOTING INSTRUCTIONS		T
I am voting for the	I am voting against the	I am abstaining from	I request that the	At the proxy's discretion
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Instructions on how to vote I	oy a proxy on adopting a Resc	<u>olution.</u>		
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Instructions if the draft resol	ution is different:			
Other comments:				
		Possibilition No. 11/06/200	04	
		Resolution No. 11/06/202 of the Annual General Mee	ting	
	XTPL S.A., a joint	of the company trading a stock company with its regist		
	on gra	of 30 June 2021 nting discharge to Bartosz Wo	ojciechowski	
		§ 1 Granting discharge		
discharge to Bartosz Wojcied	chowski for the performance			of Shareholders of XTPL S.A. gra Board member of XTPL S.A. dur
the period from 1 January 20	020 to 31 December 2020.	§ 2		
The resolution shall enter int	o force immediately.	Entry into force		
		VOTING INSTRUCTIONS		
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
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In the event of voting agains	t a resolution, the Shareholde	er may object below and ask f	or putting the objection on th	ne record.
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Other comments:				

Resolution No. 12/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on granting a discharge to Konrad Pankiewicz for performance of his duties
§ 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 2020 to 30 June 2020.

§ 2
<u>Entry into force</u>
The resolution shall enter into force immediately.

I am voting for the	I am voting against the	I am abstaining from	I request that the	At the proxy's discretion
resolution	resolution	vote	objection be recorded	
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In the event of voting against	t a resolution the Shareholds	or may object below and ask f	or nutting the objection on t	he record
in the event of voting against	. a resolution, the shareholde	i iliay object below and ask i	or patting the objection on t	ne record.
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to this form anterestration the	DOTTICE OF CITO FOOD ACTION FOR		<u>s.</u>	
Instructions if the draft resol	ution is different:			
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Other comments:				



	on granting discharge	his duties as Supervisory Boa	etting as ered office in Wrocław performance of his duties he Annual General Meeting o	of Shareholders of XTPL S.A. g ng the period from 1 January
e resolution shall enter int	o force immediately.	§ 2 Entry into force		
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		VOTING INSTRUCTIONS	:	
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:		Number of shares:
the event of voting against	t a resolution, the Shareholde	r may object below and ask f	l for putting the objection on t	he record.
structions on how to vote b	oy a proxy on adopting a Reso	lution.		
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	by proxy if the content of the content of the resolution vote		<u>:</u>		
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Other comments:					
		Resolution No. 14/06/202	21		
		of the Annual General Mee of the company trading a	ting		
	XTPL S.A., a joint	stock company with its regist of 30 June 2021			
	on granting disch	narge to Piotr Lembas for per	formance of his duties		
		§ 1 Granting discharge			
discharge to Piotr Lembas fo	and Article 395 § 3 of the Cor or the performance of his dut				
December 2020.		§ 2			
The resolution shall enter in	to force immediately.	Entry into force			
		VOTING INSTRUCTIONS:	:		
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion	
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In the event of voting against	: a resolution, the Shareholde	er may object below and ask f	or putting the objection on th	ne record.
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	y a proxy on adopting a neso	nution.		
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to this form differs from the o	content of the resolution vote	ed on at the General Meeting	<u>L</u>	
Instructions if the draft resolu	ution is different:			
Other comments:				
Other comments.				

Resolution No. 15/06/2021
of the Annual General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2021
on granting discharge to Herbert Wirth for performance of his duties

§ 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 Herbert Wirth for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 10 January 2020 to 31 December 2020.

§ 2 Entry into force



The resolution shall enter into force immediately.

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:		Number of shares:
In the event of voting against Objection text:	t a resolution, the Shareholde	er may object below and ask f	or putting the objection on t	he record.
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Other comments:				



discharge to Beata Turlejska- 2020 to 31 December 2020.	on granting discharge to nd Article 395 § 3 of the Con Zduńczyk for the performand	§ 1 <u>Granting discharge</u> nmercial Companies Code, tl	eting as sered office in Wrocław or performance of her duties the Annual General Meeting o	of Shareholders of XTPL S.A. grant A. during the period from 30 Jun
The resolution shall enter into	o force immediately.	VOTING INSTRUCTIONS	:	
I am voting for the	I am voting against the	I am abstaining from	I request that the	At the proxy's discretion
resolution Number of shares:	resolution Number of shares: ———	vote Number of shares: ———	objection be recorded	Number of shares:
In the event of voting against Objection text:	a resolution, the Shareholde	r may object below and ask f	for putting the objection on t	he record.
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Other comments:				
		Resolution No. 17/06/202		
		of the Annual General Mee of the company trading a	ıs	
		stock company with its regist of 30 June 2021		
	on granting dischar	ge to Andrzej Domański for p § 1	erformance of his duties	
				of Shareholders of XTPL S.A. grant
discharge to Andrzej Domań period from 5 November 202		is duties as the Deputy Chair	man of the Supervisory Boar	d member of XTPL S.A. during the
		§ 2 Entry into force		
The resolution shall enter int	o force immediately.			
		VOTING INSTRUCTIONS:		
I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
	Number of shares:			Number of shares:
Number of shares:		Number of shares:		



In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.
Objection text:
Instructions on how to vote by a proxy on adopting a Resolution.
Instruction text:
Instructions on how to vote by proxy if the content of the draft resolution attached to this form differs from the content of the resolution voted on at the General Meeting:
Instructions if the draft resolution is different:
Other comments: