

ESPI Current Report

Number: 20/2023
Date of preparation: 14 May 2023
Company: XTPL S.A., a joint stock company with its registered office in Wrocław

Title:

Calling the Extraordinary General Meeting of the Company on 12 June 2023

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

Contents of the Report:

The Management Board of XTPL S.A. (the "Company") announces that the Extraordinary General Meeting of Shareholders of the Company has been convened for June 12, 2023, which will commence at 12:00 p.m. at the Issuer's headquarters in Wrocław (54-066), 147 Stabłowicka Street, PORT Complex, building numbered 3, first floor, conference room. The full text of the notice convening the Extraordinary General Meeting of Shareholders of the Company and the contents of the draft resolutions to be adopted at the Extraordinary General Meeting of Shareholders of the Company are included in the attachments to the report.

Proposed agenda:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the correctness of the convening of the General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Presentation of the opinion of the Management Board of XTPL S.A. justifying the reasons for depriving shareholders of the pre-emptive right to series V shares and the method of determining the issue price of series V shares.
6. Adoption of a resolution on increasing the Company's share capital through the issue of series V ordinary bearer shares to the exclusion of all shareholders' subscription rights, amending the Company's Articles of Association, and applying for admission and introduction of these shares to trading on a regulated market.
7. Adoption of a resolution on the adoption of the consolidated text of the Articles of Association.
8. Closing of the General Meeting.

In addition, in accordance with Article 402(3) of the Commercial Companies Code, the full text of the notice convening the Extraordinary General Meeting was posted at <https://ir.xtpl.com/company/general-meeting/>, along with attachments, including forms, allowing the exercise of voting rights by proxy.

Detailed legal basis: Articles 402(1) and 402(2) of the Commercial Companies Code and § 19(1)(1) and (2) of the Finance Minister's Ordinance on current and financial information (...).

Appendices:

1. Announcement on convening the EGM.
2. Draft resolutions with justification.
3. Opinion of the Board of Directors.
4. Statement of amendments to the Articles of Association.
5. Draft consolidated text of the Articles of Association.
6. Form of proxy for a shareholder.
7. Form of voting by proxy.
8. Information on the number of shares and votes.

Signatures of Company's representatives:

Jacek Olszański
MANAGEMENT BOARD MEMBER