

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF XTPL S.A., A JOINT STOCK COMPANY WITH ITS
REGISTERED OFFICE IN WROCŁAW OF 30 JUNE 2022**

**Resolution No. 01/06/2023
of the Annual General Meeting
XTPL S.A., a joint stock company with its registered office in Wrocław
of 30 June 2023
on the election of the AGM Chairman**

1. Acting on the basis of Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. with its registered office in Wrocław elects [] as the Chairman of the Extraordinary General Meeting.
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. 02/06/2023
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 2023
on the adoption of the agenda of the Annual General Meeting**

1. The Annual General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław ("Company") hereby adopts the following agenda:
 1. Opening the General Meeting.
 2. Electing the Chairman of the General Meeting.
 3. 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 2022.
 6. Considering the standalone financial statements of XTPL S.A. for the financial year of 2022.
 7. Considering the consolidated financial statements of XTPL Group for the financial year of 2022.
 8. Considering the Management Board's proposal on the covering of the loss for the financial year of 2022.
 9. Considering the report on the activities of the Supervisory Board of XTPL S.A. for the financial year of 2021 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 2022.
 10. Adopting a resolution on approval of the Supervisory Board's report on activities for the financial year of 2022.
 11. Adopting a resolution on approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2022.
 12. Adopting a resolution on approval of the standalone financial statements of XTPL S.A. for the financial year of 2022.

13. Adopting a resolution on approval of the consolidated financial statements of XTPL S.A. for the financial year of 2022.
14. Adopting a resolution on covering of the loss of XTPL S.A. for the financial year of 2022.
15. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2022.
16. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2022
17. Adopting a resolution on determining the number of Supervisory Board members for the new term.
18. Adopting a resolution on the appointment of members of the Supervisory Board for the new term.
19. Discussion on the Remuneration Report.
20. Closing the General Meeting.

2. The resolution shall enter into force immediately.

Rationale:

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

**Resolution No. 03/06/2023
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 2023
on approval of the Supervisory Board's report on activities for the financial year of 2022.**

1. The Annual General Meeting of Shareholders of XTPL S.A., having considered the report on the activities of the Supervisory Board of XTPL S.A. for the 2022 fiscal year and the results of the Supervisory Board's evaluation of the financial statements and the Management Board's report on its activities for the 2022 fiscal year, approves in its entirety the report on the activities of the Supervisory Board of XTPL S.A. for the 2022 fiscal year.
2. The resolution shall enter into force immediately.

Rationale:

Adoption of the resolution is justified by the content of the Good Practices of Companies Listed on the WSE 2021.

**Resolution No. 04/06/2023
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 2023
on approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2022.**

1. 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 2022 (covering the period from 1 January 2022 to 31 December 2022), 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 2022.
2. The resolution is effective immediately.

Rationale:

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

**Resolution No. 05/06/2023
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 2023
on approval of the standalone financial statements of XTPL S.A. for the financial year 2022**

1. Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the standalone financial statements of XTPL S.A. for the financial year 2021 (covering the period from 1 January 2021 to 31 December 2021), 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 unconsolidated financial statements of XTPL S.A. for the financial year of 2021.
2. The resolution is effective immediately.

Rationale:

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

**Resolution No. 06/06/2023
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 2023
on approval of the consolidated financial statements of XTPL Group for the financial year of 2022**

1. Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the consolidated financial statements of XTPL S.A. for the financial year 2021 (covering the period from 1 January 2021 to 31 December 2021), 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 consolidated financial statements of XTPL S.A. for the financial year of 2021.

2. The resolution is effective immediately.

Rationale:

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

**Resolution No. 07/06/2023
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 2023
on covering of the loss of XTPL S.A. for the financial year 2022**

1. Having considered the Management Board's proposal re the covering of the loss for the financial year of 2021, 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 6,598 thousand (six million five hundred and ninety-eight zlotys) for the financial year of 2021 will be entirely covered from the supplementary capital of XTPL S.A.
2. The resolution is effective 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. 08/06/2023
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 2023
on granting discharge to Filip Granek for performance of his duties**

1. 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 2022 to 31 December 2022.
2. The resolution is effective 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. 09/06/2023
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 2023
on granting discharge to Jacek Olszański for performance of his duties**

1. 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 1 January 2022 to 31 December 2022.
2. The resolution is effective 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. 10/06/2023
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 2023
on granting discharge to Wiesław Rozłucki for performance of his duties**

1. 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 Rozłucki for the performance of his duties as the Chairman of the Supervisory Board of XTPL S.A. during the period from 1 January 2022 to 31 December 2022.
2. The resolution is effective 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. 11/06/2023
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 2023
on granting discharge to Bartosz Wojciechowski for performance of his duties**

1. 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 the

Deputy Chairman of the Supervisory Board of XTPL S.A. during the period from 1 January 2022 to 31 December 2022.

2. The resolution is effective 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. 12/06/2023
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 2023
on granting discharge to Andrzej Domański for performance of his duties

1. 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 Andrzej Domański for the performance of his duties as the Deputy Chairman of the Supervisory Board of XTPL S.A. during the period from 1 January 2022 to 31 December 2022.
2. The resolution is effective 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. 13/06/2023
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 2023
on granting discharge to Beata Turlejska for performance of his duties

1. 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 Beata Turlejska for the performance of his duties as the Supervisory Board member of XTPL S.A. during the period from 1 January 2022 to 31 December 2022.
2. The resolution is effective 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. 14/06/2023

**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 2023
on granting discharge to Piotr Lembas for performance of his duties**

1. 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 the Supervisory Board member of XTPL S.A. during the period from 1 January 2022 to 31 December 2022.
2. The resolution is effective 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. 15/06/2023
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 2023
on granting discharge to Herbert Wirth for performance of his duties**

1. 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 the Supervisory Board member of XTPL S.A. during the period from 1 January 2022 to 31 December 2022.
2. The resolution is effective 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. 16/06/2023
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 2023
on determining the number of members of the Supervisory Board for the new term**

1. Having regard to Article 385 § 1, Article 369 § 3 and § 4 in connection with Article 386 § 2 of the Act - Commercial Companies Code and § 17.1 sentence 1 and § 17.2 sentence 3 of the Articles of Association of XTPL S.A., The Annual General Meeting of Shareholders of XTPL S.A. states that the term of office and mandates of the Members of the Supervisory Board of XTPL S.A. appointed for a joint three-year term of office on the basis of

"Resolution No. 14/06/2020 of the Annual General Meeting of Shareholders of XTPL S.A. dated June 30, 2020 on appointment of Members of the Supervisory Board for a new term of office" shall expire on June 30, 2023.

2. Pursuant to Article 385 § 1, Article 369 § 3 and § 4 in connection with Article 386 § 2 of the Law - Commercial Companies Code and § 17.1 sentence 1 and § 17.2 of the Articles of Association of XTPL S.A., the Annual General Meeting of Shareholders of XTPL S.A. resolves that the Supervisory Board of the next term shall consist of [...] Members.
3. The resolution is effective immediately.

Rationale:

Adopting of the resolution is necessary due to the expiration of the mandates of all members of the Supervisory Board of the current term as of the date of the General Meeting of Shareholders approving the financial statements of XTPL S.A. for 2022, pursuant to the provision of § 17.2 of the Articles of Association of XTPL S.A. and Article 369 § 3 and 4 in connection with Article 386 § 2 of the Law - Commercial Companies Code.

**Resolution No. [...] /06/2023
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 2023
on appointment of a Member of the Supervisory Board for a new term**

1. Having regard to Article 385 § 1 of the Act - Code of Commercial Companies and Partnerships and § 17 of the Articles of Association of XTPL S.A. appoints [...], PESEL: [...], to the Supervisory Board of the new term and assigns him the function of [...].
2. The resolution is effective immediately.

Rationale:

The resolution is adopted in connection with the expiration of the mandates of the members of the Supervisory Board of the previous term.