

ESPI Current Report

Number: 24/2023
Date of preparation: 3 June 2023
Company: XTPL S.A., a joint stock company with its registered office in Wrocław

Title:

**Calling the Annual General Meeting of the Company
on 30 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”) hereby advises that the Annual General Meeting of the Company is to take place on 30 June 2022. The AGM will start at noon at the Issuer’s registered office in Wrocław (54-066), at ul. Stabłowicka 147, building no. 3.

The detailed agenda of the convened Annual General Meeting of Shareholders of the Company includes:

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.

The full text of the notice of the Annual General Meeting of the Company and the contents of the draft resolutions to be adopted are given in appendices to the report.

In addition, pursuant to Article 402(3) of the Commercial Companies Code, the full text of the notice of the Annual General Meeting, together with appendices, including the forms for proxy voting, has been published at <https://ir.xtpl.com/pl/spolka/walne-zgromadzenie>.

The Issuer draws the Shareholders' attention to the possibility of granting a power of attorney to participate and vote on behalf of the Shareholders in accordance with the voting instructions. The attorney may be, inter alia, designated employee of the Issuer. Should you have any questions regarding proxy voting, please contact investors@xtpl.com.

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 (...).

Załączniki:

1. Ogłoszenie o zwołaniu ZWZA.
2. Projekty uchwał wraz z uzasadnieniem;
3. Wniosek Zarządu dotyczący pokrycia straty;
4. Sprawozdanie Rady Nadzorczej z działalności;
5. Sprawozdanie o wynagrodzeniach Członków Zarządu i Rady Nadzorczej;
6. Wzór pełnomocnictwa dla akcjonariusza;
7. Formularz głosowania przez pełnomocnika;
8. Informacja o liczbie akcji i głosów.

Signatures of Company's representatives:

Jacek Olszański
MANAGEMENT BOARD MEMBER