

## ESPI Current Report

**Number:** 27/2023  
**Date of preparation:** 12 June 2023  
**Company:** XTPL S.A., a joint stock company with its registered office in Wrocław

### Title:

**Commencement of the book-building process as part of an offer of new series V bearer shares and the conclusion of an agreement for the purpose of conducting the offer, and a lock-up letter to limit the sale of the Company's shares**

**Legal basis:** Article 17(1) MAR – inside information

### Contents of the Report:

With reference to ESPI Current Reports No. 19/2023 of May 12, 2023 and No. 20/2023 of May 14, 2023, the Management Board of XTPL S.A. with its registered office in Wrocław (the **"Issuer"** or the **"Company"**) hereby reports the commencement of the book-building process in order to offer – by way of a private placement – no more than 275,000 newly issued series V ordinary bearer shares of the Company (**"Series V Shares"**, **"Offer"**).

The Offer is carried out on the basis of and on the conditions laid down in Resolution No. 03/06/2023 of the Extraordinary General Meeting of the Company of June 12, 2023 (**"Issue Resolution"**) and in the resolution of the Management Board of June 12, 2023 setting out detailed rules for offering the Series V Shares.

Under the Issue Resolution, the conduct of the Offer and the admission of Series V Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A. (**"WSE"**) do not require the Company to release to the public any prospectus or other information or offer document within the meaning of the relevant legal provisions.

The Issuer has retained Trigon Dom Maklerski S.A. (**"Trigon Brokerage House"**) to act as an intermediary in carrying out the offer with a responsibility for e.g. conducting the bookbuilding process for the Series V Shares (**"Bookbuilding Process"**).

The Bookbuilding will start immediately after the publication of this current report and is expected to be completed by June 22, 2023.

The invitation to participate in the Bookbuilding Process may be addressed to the following categories/ groups of investors: (i) qualified investors within the meaning of Article 2(e) of Regulation 2017/1129, (ii) no more than 149 natural or legal persons other than qualified investors (taking into account the limits arising from law), (iii) investors who will acquire Series V Shares with a total value of at least EUR 100,000 per investor, and may be addressed to the Company's shareholders holding (each individually) at least 0.5% of the Company's shares at the end of the date of registration for the Extraordinary General Meeting held on June 12, 2023, i.e. May 27, 2023 ("**Eligible Investors**"), who will have the priority to acquire Series V Shares (on the terms laid down in the Issue Resolution) in a number that would enable the Eligible Investor to maintain their share in the total number of votes at the Company's General Meeting at a level not lower than the Eligible Investor's share existing as at the end of the day of registration for the Extraordinary General Meeting held on June 12, 2023.

Once the Bookbuilding Process is completed, the Issuer's Management Board will select investors who meet the conditions set out in the Issue Resolution, to whom the Trigon Brokerage House will submit offers to acquire the Series V Shares.

Participation in the Bookbuilding Process will not be a prerequisite for receiving an offer to acquire Series V Shares.

In addition, the Issuer's Management Board also reports that on June 12, 2023 an a lock-up letter was signed limiting the sale of the Company's shares ("**Lock-up Letter**") between Filip Granek, PhD (the key shareholder and the CEO of the Company) ("**Key Shareholder**") and the Trigon Brokerage House. Pursuant to the Lock-up Letter, the Key Shareholder agreed not to sell the Company's shares held by him for a period of 365 days from the date of the first listing of Series V Shares on the regulated market of the Warsaw Stock Exchange, excluding strategic transactions and calls to subscribe for sale or conversion of the Company's shares, as well as excluding shares acquired after the signing of the Lock-up Letter and intended for the incentive scheme. All other terms of the Lock-up Letter are customary for such types of agreements.

The public offering of Series V Shares will be carried out by the Company with the support of CC Group sp. z o.o. – the Company's Investor Relations advisor and the Company's Financial Advisor.

## ADDITIONAL INFORMATION

The Current Report has been prepared solely for the purpose of fulfilling the obligations arising from Article 17(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market

abuse (market abuse regulation, MAR) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, due to the fact that the Company has decided that the information about the commencement of the Bookbuilding Process for Series V Shares meets the criteria of inside information within the meaning of Article 7 MAR. This report is not used in any way, directly or indirectly, to promote the offer, subscription for or purchase of Series V Shares and does not constitute an advertisement or promotional material prepared or published by the Company for the purpose of promoting the Offer of Series V Shares or to encourage investors, directly or indirectly, to subscribe for or acquire Series V Shares.

**Signatures of Company's representatives:**

Jacek Olszański  
MANAGEMENT BOARD MEMBER