

ESPI Current Report

Number: 37/2023
Date of preparation: 30 July 2023
Company: XTPL S.A., a joint stock company with its registered office in Wrocław

Title:

**Finalizing the issue of the series V shares,
summary of the placement of the series V shares
and determination of the share capital**

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

Contents of the Report:

With reference to ESPI Current Report No. 30/2023 of June 22, 2023 and ESPI Current Report No. 27/2023 of June 12, 2023 and earlier ones, the Management Board of XTPL S.A. with its registered office in Wrocław ("Issuer" or "Company") hereby reports that on July 12, 2023 the placement of the Issuer's series V shares was finalized.

On July 12, 2023, the Issuer's Management Board made a statement on determination of the share capital in the Company's Articles of Association to the effect that the Company's share capital is PLN 230,422.20 (two hundred and thirty thousand four hundred and twenty-two zlotys and 20/100) and is divided into 2,304,222 (two million three hundred and four thousand two hundred and twenty-two) ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each, including:

1. 670,000 series A shares;
2. 300,000 series B shares;
3. 30,000 series C shares;
4. 198,570 series D shares;
5. 19,210 series E shares;
6. 19,210 series F shares;
7. 68,720 series G shares;
8. 68,720 series H shares;
9. 10,310 series I shares;
10. 5,150 series J shares;
11. 10,310 series K shares;
12. 140,020 series L shares;
13. 155,000 series M shares;
14. 47,000 series N shares;

15. 41,400 series O shares;
16. 42,602 series P shares;
17. 78,000 series S shares;
18. 125,000 series T shares;
19. 275,000 series V shares.

Below, the Company presents a summary of its public offer (private placement) of the series V ordinary bearer shares issued under Resolution No. 03/06/2023 of the Company's Extraordinary General Meeting of June 12, 2023 ("Series V Shares").

1. Placement start and end dates: June 22 to July 12, 2023;
2. Share allocation date: The issue of Series V Shares took the form of a private placement under Article 431 § 2(1) of the Commercial Companies Code whereby an offer was made to designated investors to take up the Series V Shares. Consequently, no share subscription orders were received and no share allocations were made within the meaning of Article 434 of the Commercial Companies Code.
3. Number of shares covered by the subscription: The private placement of the Series V Shares included not fewer than 1 and not more than 275,000 Series V Shares
4. Reduction rate in individual tranches: All the Series V Shares were acquired by the investors by way of a private placement. Due to the type of the offer, no subscription orders were made and as a result no reduction was applied. The issue of the Series V Shares was not divided into tranches
5. Number of securities for which subscription orders were made: The issue of the Series V Shares was carried out by way of a private placement, so no subscription orders were made for them. 275,000 Series V Shares were acquired in the private placement.
6. Number of securities allocated as part of the placement: The issue of Series V Shares was carried out by way of a private placement, so no share allocations were made within the meaning of Article 434 of the Commercial Companies Code. 275,000 Series V Shares were acquired in the private placement.
7. Issue price: The Series V Shares were acquired for an issue price of PLN 133.00 (one hundred and thirty-three zlotys) per share.
8. Payment for the shares: The Series V Shares were fully paid up in cash. The Series V Shares were not paid up by any set-off of claims.
9. Number of persons who placed subscription orders for the shares in individual tranches: The issue of the Series V Shares was carried out by way of a private placement, so no share subscription orders were received and no share allocations were made within the meaning of Article 434 of the Commercial Companies Code. The Series V Shares were acquired by a total of 35 investors.
10. Number of persons to whom the shares were allocated as part of the placement in individual tranches: The issue of the Series V Shares was

carried out by way of a private placement, so no share subscription orders were received and no share allocations were made within the meaning of Article 434 of the Commercial Companies Code. The Series V Shares were acquired by a total of 35 investors.

11. Names of the underwriters who took up securities under underwriting agreements: No underwriting agreements were signed and the Series V Shares were not acquired by underwriters.
12. Placement value: the number of Series V Shares acquired x their issue price: The value of the offer of Series V Shares was PLN 36,575,000.
13. Total costs that have been included in the issuance costs:

As at the date of publication of the report, the total costs included in the issuance costs were PLN 1,994,155, including:

- a) preparing and conducting the offer: PLN 1,994,155;
- b) underwriters' fees: not applicable;
- c) preparing the prospectus, including consultancy: not applicable;
- d) promoting the offer: not applicable.

The issuance costs of the Series V Shares are deducted from the Company's supplementary capital up to the share premium, while the remainder is recognized as financial expenses.

The average placement cost per one Series V Share is: PLN 7.25.

Due to the completion of the placement of the Series V Shares and the submission by the Company's Management Board of a statement on determination of the share capital in the Company's Articles of Association, the Company intends to apply promptly to the registry court for registration of the increase in the Company's share capital through the issue of the Series V Shares in the register of entrepreneurs of the National Court Register.

The Company has decided that the submission of the statement on determining the share capital and the end of the placement of the series V shares is important information from the investors' point of view.

In consequence, the Issuer believes that the information on the end of the placement of the series V shares meets the criteria of inside information within the meaning of Article 7 MAR as part of a wider process of obtaining financing by the Company through the issue of the series V shares.

Signatures of Company's representatives:

Jacek Olszański
MANAGEMENT BOARD MEMBER