

## ESPI Current Report

**Number:** 41/2023  
**Date of preparation:** 3 August 2023  
**Company:** XTPL S.A., a joint stock company with its registered office in Wrocław

### Title:

### Registration of amendments to the Articles of Association of XTPL S.A.

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

### Contents of the Report:

With reference to ESPI Current Report No. 37/2023 of July 12, 2023 and ESPI Current Report No. 26/2023 of June 12, 2023, the Management Board of XTPL S.A. with its registered office in Wrocław (“**Issuer**” or “**Company**”), reports that today (August 3, 2023), the registry court registered amendments in the Articles of Association of XTPL S.A. (§5 of the Company’s Articles of Association) in connection with Resolution No. 03/06/2023 of the Issuer’s Extraordinary General Meeting of Shareholders of June 12, 2023 (“**EGM**”) and the Management Board’s statement of July 12, 2023 on the amount of share capital acquired and on determining the Company’s share capital in the Articles of Association (“**Management Board’s Statement**”).

#### 1. Value and structure of the share capital:

Change based on the EGM resolution of June 12, 2023 and the Management Board’s Statement of July 12, 2023:

#### § 5. Share capital

1. 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 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 67,000.00 (sixty seven thousand zlotys and 00/100);
  - 2) 300,000 (three hundred thousand) series B shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);

- 3) 30,000 (thirty thousand) series C shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 3,000.00 (three thousand zlotys and 00/100);
- 4) 198,570 (one hundred and ninety eight thousand five hundred and seventy) series D shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 19,857.00 (nineteen thousand eight hundred and fifty-seven zlotys and 00/100);
- 5) 19,210 (nineteen thousand two hundred and ten) series E shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty-one zlotys and 00/100);
- 6) 19,210 (nineteen thousand two hundred and ten) series F shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty-one zlotys and 00/100);
- 7) 68,720 (sixty-eight thousand seven hundred and twenty) series G shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100);
- 8) 68,720 (sixty-eight thousand seven hundred and twenty) series H shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100);
- 9) 10,310 (ten thousand three hundred and ten) series I shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty-one zlotys and 00/100);
- 10) 5,150 (five thousand one hundred fifty) series J shares, with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 515.00 (five hundred and fifteen zlotys and 00/100);
- 11) 10,310 (ten thousand three hundred and ten) series K shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty-one zlotys and 00/100);
- 12) 140,020 (one hundred and forty thousand and twenty) series L shares, with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and PLN 00/100);
- 13) 155,000 (one hundred and fifty-five thousand) series M shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 15,500 (fifteen thousand five hundred and 00/100);
- 14) 47,000 (forty-seven thousand) series N shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);
- 15) 1,400 (forty-one thousand four hundred) series O shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 4,140 (four thousand seven hundred and forty zlotys and 00/100);

- 16) 42,602 (forty-two thousand six hundred and two) series P shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 4,260,20 (four thousand two hundred and sixty zlotys and 20/100).
  - 17) 78,000 (seventy-eight thousand) series S shares, with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 7,800.00 (seven thousand eight hundred zlotys and 0/100);
  - 18) 125,000 (one hundred and twenty-five thousand) series T shares with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 12,500 (twelve thousand five hundred zlotys);
  - 19) 275,000 (two hundred and seventy-five thousand) series V shares with a nominal value of PLN 0.10 (ten grosz) each share and a total nominal value of PLN 27,500.00 (twenty-seven thousand five hundred zlotys).
2. The Company came into existence as a result of transformation of XTPL spółka z ograniczoną odpowiedzialnością whose share capital has been fully paid up.

#### **2. Nominal value per share**

The nominal value of one share is PLN 0.10 (ten grosz).

#### **3. Total number of votes carried by all the issued shares**

Each share in the Issuer's share capital carries 1 (one) vote at the General Meeting. The Issuer's share capital is divided into 2,304,222 (two million three hundred and four thousand two hundred and twenty-two) bearer shares carrying a total of 2,304,222 (two million three hundred and four thousand two hundred and twenty-two) votes at the General Meeting.

#### **4. Authorised capital**

The change in the share capital did not take place within the authorized capital.

#### **5. The number of shares cancelled and the number of votes corresponding to the shares cancelled**

The change in share capital did not involve cancellation of shares.

#### **6. Other amendments to the Articles of Association**

No amendments were made to the Articles of Association other than those described above.

#### **7. Consolidated text**

The Issuer prepared a consolidated text of the Company's Articles of Association that reflect the amendments thereto – the consolidated text of the Articles is attached as Appendix 2 to the report.

#### **Appendices:**

1. Content of the existing and new provisions of the Articles of Association.
2. Consolidated text of the Articles of Association.

#### **Detailed legal basis:**

§ 5(1) in conjunction with § 6 of the Finance Minister's Ordinance of 29 March 2019 on current and financial information (...).

#### **Signatures of Company's representatives:**

Jacek Olszański  
MANAGEMENT BOARD MEMBER