

Motion of the Board of Directors of XTPL S.A. to cover the loss for fiscal year 2023 and
make a recommendation

To the Annual General Meeting of Shareholders of XTPL S.A.

1. Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code, the Management Board of XTPL S.A. proposes to the Ordinary General Meeting of Shareholders of XTPL S.A. that the net loss of XTPL S.A. for the financial year 2023 in the amount of PLN 6,255 thousand (six million two hundred and fifty-five thousand zlotys) be covered from the reserve capital of XTPL S.A.
2. The Board of Directors of XTPL S.A. recommends that the Ordinary General Meeting of Shareholders of XTPL S.A. adopt a resolution under which the net loss for fiscal year 2023 will be covered from the supplementary capital of XTPL S.A.
3. Considering that the sum of reserve and supplementary capitals as of December 31, 2023 amounts to PLN 38,876 thousand and exceeds the net loss for 2023, it is not necessary to adopt a resolution on the Company's continued existence.

Justification for the request:

- I. Pursuant to Article 395 § 2(2) of the Commercial Companies Code, the general meeting of shareholders decides on loss coverage. Pursuant to Article 396 § 1 of the Commercial Companies Code, supplementary capital is created to cover the loss, with the General Meeting of Shareholders deciding on its use, in accordance with Article 396 § 5 of the Commercial Companies Code.*
- II. The financial statements prepared as of December 31, 2023 do not show a loss that would exceed the sum of supplementary and reserve capitals and one-third of the share capital (the net loss for the year was PLN 6,255 thousand, while the sum of supplementary and reserve capitals as of December 31, 2023 was PLN 38,876 thousand), so there is no need to adopt a resolution on the continued existence of XTPL S.A. - in accordance with Article 397 of the Commercial Companies Code.*
- III. In view of the above, it is reasonable to cover the loss for the 2023 fiscal year from the supplementary capital of XTPL S.A.*

Filip Granek - Chairman of
the Board

Jacek Olszanski - Member of the
Management Board

Wroclaw, April 19, 2024