

OPINION OF THE MANAGEMENT BOARD OF XTPL S.A. JUSTIFYING THE REASONS FOR
DEPRIVING SHAREHOLDERS OF THEIR PRE-EMPTIVE RIGHTS IN FULL WITH RESPECT TO SERIES B
SUBSCRIPTION WARRANTS, SERIES W SHARES AND THE ISSUE PRICE OF SERIES W SHARES
DATED [...] JUNE 2024.

1. An Ordinary General Meeting of XTPL S.A., headquartered in Wrocław (the "Company"), is scheduled for June 28, 2024, the proposed agenda of which includes, among other things, adoption of the following resolutions:
 - 1) Resolution on the adoption of an incentive program at the Company for members of the Board of Directors and top management (the "Resolution on the Adoption of the Incentive Program"); and
 - 2) Resolution on the issuance of Series B registered subscription warrants to the exclusion of all pre-emptive rights of existing shareholders, on a conditional increase of the Company's share capital to the exclusion of all pre-emptive rights of existing shareholders in connection with the issuance of Series W ordinary bearer shares, and on amendments to the Company's Articles of Association (the "Issue Resolution").
2. The Board of Directors, pursuant to Article 433 § 2 of the Act of September 15, 2000 of the Code of Commercial Companies, presents below its opinion on depriving the Company's shareholders of their subscription rights in full with respect to the no more than 70.500 (seventy thousand five hundred) Series B registered subscription warrants ("Series B Warrants") with the right to take up newly issued under the conditional increase of the Company's share capital not more than 70,500 (seventy thousand five hundred) Series W ordinary bearer shares ("Series W Shares") and on the issue price of Series B Warrants and Series W Shares.
3. The Series B Warrants and Series W Shares are to be issued to enable the Company to implement an incentive program for members of the Board of Directors and top management (the "Incentive Program"), the assumptions of which are set forth in the Resolution adopting the Incentive Program. In particular, the Incentive Program provides that:
 - 1) Participants in the Incentive Program are to be offered to acquire Series B Warrants, and upon the Company's achievement of the financial targets set forth in the terms and conditions of the Incentive Program, they will be entitled to exercise the Series B Warrants and acquire Series W Shares;
 - 2) Each Series B Warrant will carry the right to subscribe for one Series W Share;
 - 3) The right to exercise the Series B Warrants and take up the Series W Shares will be exercised on the dates specified in the Incentive Program, but no later than December 31, 2028;
 - 4) The financial objectives, on the fulfillment of which the possibility of exercising the Series B Warrants and taking up the Series W Shares depends, were defined as:

a) achievement by the Company of revenues from sales of products and services (excluding revenues from subsidiaries) at a level greater than or equal to PLN 100,000,000 (one hundred million); and

b) Achieving the Company's EBITDA profitability (calculated without the Incentive Program) at 20% or higher,

and should be fulfilled cumulatively in one of the Company's three consecutive fiscal years, i.e. 2024, 2025 or 2026.

4. The Management Board proposes that the Series B Warrants be offered to the participants of the Incentive Program free of charge, which is justified by the incentive nature of the issuance of these securities and by the fact that the Series W Shares will be taken up in exercise of the Series B Warrants against payment.

The issue price per Series W Share will be determined on the basis of the volume-weighted average price of the Company's shares in the NewConnect alternative trading system operated by the Warsaw Stock Exchange and on the regulated market operated by the WSE for the period from the first day of trading of its shares in the NewConnect alternative trading system operated by the WSE to the day preceding the day of the announcement of the convening of the Company's Extraordinary General Meeting with an agenda that includes the draft Issue Resolution (inclusive), less 90%.

5. In the opinion of the Company's Board of Directors:

- 1) Incentive programs that allow executives to participate in the company's shareholding, including through the subscription of newly issued shares at a discounted issue price, are a common incentive mechanism for executives in the market, ensuring that executives participate in the expected increase in the company's value and that they are more permanently tied to the company, thereby contributing to the company's growth and value creation;
- 2) Linking the financial objectives proposed in the Incentive Program with the incentive in the form of the right to take up, through the Series B Warrants, the newly issued Series W Shares at the issue price indicated in item 4 above, makes it possible to achieve an incentive effect on the part of the Program participants and, at the same time, contribute to the long-term building of the Company's value.

6. The Company's Management Board believes that it is in the Company's interest to exclude the pre-emptive rights of existing shareholders in full with respect to all Series B Warrants and Series W Shares, as it is a prerequisite for the implementation of the Incentive Program, which is intended to ensure that persons who are key to the Company's development, i.e. members of the Management Board and top management staff, participate in the expected increase in the Company's value and that they are more permanently bound to the Company. This will create mechanisms that will encourage and motivate members of the Management Board and top management to implement the Company's strategy, resulting in a stable increase in the Company's value, which is in the best interest of the Company and its shareholders.

7. In view of the above, the decision to fully deprive existing shareholders of their subscription rights to all Series B Warrants and Series W Shares is desirable and in the interest of the Company.