

ESPI Current report

Number: 10/2018
Date of preparation: 3 September 2018
Company: XTPL spółka akcyjna, a joint stock company with its registered office in Wrocław

Title: **Signing the share subscription agreement and ending the share subscription**

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

Content of the Report: Referring to ESPI Current Report No. 9/2018 of 10 August 2018 and EBI Current Report No. 23/2018 of 22 August 2018, the Management Board of XTPL S.A. (the “Issuer”) hereby advises that today (3 September 2018) an agreement has been signed between the Issuer and Universal-Investment-Gesellschaft mbH acting for an on behalf of ACATIS Datini Valueflex Fonds to take up 47,000 series N shares of the Issuer (“Series N Shares”).

As this ends the subscription for the Series N Shares of the Issuer, the Issuer’s Management Board makes public the following information on the subscription of the Series N Shares:

1. The subscription start and end date:

The subscription started on 22 August 2018 (based on the resolution of the Issuer’s Management Board, as announced by the Issuer in EBI Current Report No. 23/2018). The subscription ended on 3 September 2018 (the day of signing the subscription agreement for the Series N Shares by both parties of the agreement).

2. Date of allocation of financial instruments:

Not applicable. The Series N Shares were taken up by way of a private placement through an offer made by the Issuer and accepted by the designated recipient, followed by signing a subscription agreement for the Series N Shares. As a result, no allocation of shares within the meaning of the Commercial Companies Code was made. The subscription agreement for the Series N Shares was signed on 3 September 2018.

3. Number of financial instruments covered by the subscription:

The subscription included all Series N Shares, i.e. 47,000 series N shares of the Issuer.

4. Reduction rate for individual tranches, where at least in one tranche the number of allocated financial instruments was lower than the number of financial instruments subscribed for:

Not applicable – all Series N Shares were taken up by one entity by way of a private placement – no reduction took place.

5. Number of financial instruments allocated as part of the subscription:

Not applicable – this was a private placement. No allocation was made within the meaning of the Commercial Companies Code. All Series N Shares, i.e. 47,000 series N shares of the Issuer were taken up.

6. The price at which the financial instruments were taken up and information on how the securities were paid up:

The Series N Shares were taken up at the issue price of PLN 94 (ninety four zlotys) per share. The Series N Shares were covered in full by a cash contribution.

7. Number of persons who subscribed for the financial instruments covered by the subscription in individual tranches:

Not applicable – this was a private placement. No subscription orders were placed within the meaning of the Commercial Companies Code. All the Series N Shares, i.e. 47,000 series N shares of the Issuer were offered to one entity by way of a private placement.

8. Number of persons to whom financial instruments were allocated as part of the subscription in individual tranches:

Not applicable – this was a private placement. No allocation was made within the meaning of the Commercial Companies Code. All the Series N Shares, i.e. 47,000 series N shares of the Issuer, were taken up by one entity, i.e. Universal-Investment-Gesellschaft mbH acting for and on behalf of ACATIS Datini Valueflex Fonds (“Acatis”) by way of a private placement.

9. Names of any underwriters who took up the financial instruments under underwriting agreements.

Not applicable – no underwriting agreements were signed, and the Series N Shares were not taken up by underwriters.

10. Total costs which have been included in the issue costs, broken down into individual categories:

As at the date of publication of the report, the total costs included in the issue costs were PLN 1342,48, including:

- a) preparing and conducting the offer: PLN 0
- b) remuneration paid to underwriters: PLN 0
- c) preparing a public information document or an information document, including consultancy costs: PLN 0
- d) promoting the offer: PLN 0
- e) other costs, including the notary's costs: PLN 1342,48.

In accordance with Article 36(2b) of the Accounting Act of 29 September 1994, share issue costs incurred in relation to the increase in the share capital reduce the supplementary capital up to the share premium amount, while the remainder is recognised in financial expenses.

The Management Board deems the above take-up of shares as important information in the context of assessing the feasibility of the Issuer's business development activity in the US market, which should have a significant impact on the future value of XTPL S.A.

The Issuer's Management Board will release a separate current report advising of registration of amendments to the Articles of Association by the registry court in relation to the value of the share capital after the issue of the Series N Shares.

Signatures of the Company's representatives:

Maciej Adamczyk – Management Board Member