

ESPI Current Report

Number: 24/2019
Date of preparation: 27 May 2019
Company: XTPL S.A., a joint stock company with its registered office in Wrocław

Title:

Completed subscription for series P shares

Legal basis: Article 56(1)(2)(a) of the Act of 29 July 2005 on Public Offering - current and periodic information

Contents of the Report:

Referring to ESPI Current Report No. 20/2019 of 24 April 2019, the Management Board of XTPL S.A. (the "Issuer") announces that today (27 May 2019) a share subscription agreement was signed between the Issuer and TPL sp. z o.o. whereby the latter took up 42,602 series P shares of the Issuer ("Series P Shares").

In view of the above, the subscription of Series P Shares, issued for the purpose of the incentive scheme for the Issuer's employees and collaborators, was completed (the scheme was set up by Resolution No. 04/04/2019 of the Issuer's EGM of 24 April 2019. Accordingly, the Issuer's Management Board hereby provides the following information about subscription of the Series P Shares:

1. Subscription start and end date:

The subscription began on 24 April 2019 (based on Resolution No. 05/04/2019 of the Issuer's EGM, as communicated by the Issuer in ESPI Current Report No. 20/2019).

The subscription ended on 27 May 2019 (the day of signing by the parties of the subscription agreement for Series P Shares).

2. Date of allotment of securities:

Not applicable. The Series P Shares were taken up through a private placement whereby the Issuer made a share acquisition offer to the specified entity, who accepted by offer, and then a share subscription agreement was signed in relation to the Series P Shares. No allotment of shares within the meaning of the Commercial Companies Code took place in relation to the above process. The Series P Shares subscription agreement was signed on 27 May 2019.

3. Number of securities subscribed for:

The subscription covered all the Series P Shares, i.e. 42,602 Series P Shares of the Issuer.

4. Reduction rate in individual tranches:

Not applicable – all the Series P Shares were taken up by one entity by way of a private placement with no reduction.

5. Number of securities for which subscription orders were made:

Not applicable – the Series P Shares were issued by way of a private placement. No subscriptions orders were made within the meaning of the Commercial Companies Code. As part of the subscription, all the Series P Shares were taken up, i.e. 42,602 shares.

6. Number of securities allotted as part of the subscription:

Not applicable – the Series P Shares were issued by way of a private placement. No allotments were made within the meaning of the Commercial Companies Code. As part of the subscription, all the Series P Shares were taken up, i.e. 42,602 shares.

7. The price for which the securities were acquired and information on how the securities will be paid up:

The Series P Shares were acquired for PLN 0.10 (ten groszy) per share.

The Series P Shares were fully paid up in cash.

8. Number of persons who placed subscription orders for the shares in individual tranches:

Not applicable – the Series P Shares were issued by way of a private subscription. No subscriptions orders were made within the meaning of the Commercial Companies Code. All Series P Shares, i.e. 42,602 shares were offered to a single entity by way of a private subscription.

9. Number of persons to whom securities were allotted as part of the subscription in individual tranches:

Not applicable – the Series P Shares were issued by way of a private placement. No allotments were made within the meaning of the Commercial Companies Code. All Series P Shares, i.e. 42,602 shares were acquired by a single entity, i.e. TPL sp. z o.o. by way of a private placement.

10. (Business) names of the underwriters who took up securities under underwriting agreements:

Not applicable – no underwriting agreements were signed and the Series P Shares were not acquired by underwriters.

11. The value of the subscription, understood as the number of securities covered by the offer multiplied by the issue price:
PLN 4,260.20 (four thousand two hundred and sixty zlotys and twenty groszy).

12. Total costs that have been included in the issuance costs, broken down into relevant headings:

As at the date of publication of the report, the total costs included in the issuance costs were: PLN 1,335, including:

- a) preparing and conducting the offer: PLN 0
- b) underwriters' fees: PLN 0
- c) preparing the prospectus, including consultancy: PLN 0
- d) promoting the offer: PLN 0
- e) notary costs: PLN 1,230
- f) tax on civil law transactions: PLN 105.

In accordance with Article 36(2b) of the Accounting Act of 29 September 1994, the issuance costs incurred when increasing the share capital are deducted from the supplementary capital up to the share premium, while the remaining portion is recognized as financial expenses.

13. The average subscription cost per unit of security covered by the subscription:

$PLN 1,335 \text{ PLN} / 42,602 = PLN 0.031$

14. Method of payment for the acquired (paid up) securities:

The Series P Shares were fully paid up in cash.

The P Series Shares were not paid up by any set-off of claims or in exchange for a non-cash contribution.

Registration of changes to the Articles of Association by the registry court with respect to the share capital increase as a result of the issue of the Series P Shares will be communicated by the Issuer's Management Board in a separate current report.

Detailed legal basis:

§ 16(1) of the Finance Minister's Ordinance of 29 March 2019 on current and financial information (...).

Signatures of Company's representatives:

Maciej Adamczyk
MANAGEMENT BOARD MEMBER