

ESPI Current Report

Number:	39/2019
Date:	29 August 2019
Company:	XTPL S.A., a joint stock company with its registered office in Wrocław

Topic:	Registration of amendments to the Articles of Association of XTPL S.A.
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Legal basis: Article 56(1)(2)(a) of the Act on Public Offering - Current and Financial Information

Contents of the Report: Referring to ESPI Current Report No. 32/2019 of 22 July 2019, the Management Board of XTPL S.A. (the “**Issuer**”) announces that today (29 August 2019), the registry court registered amendments to and the consolidated text of the Articles of Association of XTPL S.A.

The amendments to the Articles of Association included changes in the share capital.

1. Value and structure of the share capital:

Change based on statement of the Issuer’s Management Board of 22 July 2019 in connection with resolution of the Issuer’s Management Board of 26 June 2019:

The share capital amounts to PLN 190,422.20 (one hundred and ninety thousand four hundred and twenty two zlotys and 20/100) and is divided into 1,904,222 (one million nine hundred and four thousand two hundred and twenty two) bearer shares with a nominal value of PLN 0.10 (ten groszy) each, including:

- 1) 670,000 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten groszy) 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 groszy) 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 groszy) 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 of a nominal value of PLN 0.10 (ten groszy) 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 groszy) 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 groszy) 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 of a nominal value of PLN 0.10 (ten groszy) 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 of a nominal value of PLN 0.10 (ten groszy) 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 of a nominal value of PLN 0.10 (ten groszy) 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 of a nominal value of PLN 0.10 (ten groszy) 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 groszy) 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 of a nominal value of PLN 0.10 (ten groszy) 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 of a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);
 - 15) 41,400 (forty one thousand four hundred) series O shares of a nominal value of PLN 0.10 (ten groszy) 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 groszy) each, and a total nominal value of PLN 4260,20 (four thousand two hundred and sixty zlotys and 00/100);

17) 78,000 (seventy eight thousand) series S shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 7.800,00 (seven thousand eight hundred zlotys and 00/100).

2. Nominal value per share

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

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 1,904,222 (one million nine hundred and four thousand two hundred and twenty two) bearer shares which carry 1,904,222 (one million nine hundred and four thousand two hundred and twenty two) votes at the General Meeting.

4. Authorized capital

The change in the share capital took place within the authorized capital. The remaining authorized capital equals PLN 58 360.

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 other changes (than described above) of Articles of Association were adopted.

7. Consolidated text

The registry court also registered the consolidated text of the Articles of Association, pursuant to resolution No. 01/07/2019 of the Management Board of XTPL S.A. of 22 July 2019 – the consolidated text of the Articles of Association is attached as Appendix 2 to the report.

Appendix:

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

Signatures of the Company's representatives:

Maciej Adamczyk
MANAGEMENT BOARD MEMBER