

ESPI Current Report

Number:	40/2020
Date:	3 November 2020
Company:	XTPL S.A., a joint stock company with its registered office in Wrocław

Topic:	Purchase of shares of TPL sp. z o.o.
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Legal basis: Article 17(1) MAR – inside information

Contents of the Report: The Management Board of XTPL S.A. having its registered office in Wrocław (the “Issuer”) hereby announces that on 3 November 2020, the Issuer purchased shares of TPL sp. z o.o. having its registered office in Wrocław (ul. Stabłowicka 147, 54-066 Wrocław), entered in the business register of the National Court Register kept by the District Court for Wrocław-Fabryczna, 6th Commercial Division of the National Court Register, under KRS no.0000553991 (“TPL”).

The Issuer acquired a total of 100 shares of TPL, constituting 100% of the share capital of TPL, with a nominal value of PLN 50.00 (fifty) each. The shares were acquired from three shareholders, i.e.:

- a) 33 shares in the share capital of TPL from Sebastian Młodziński;
- b) 33 shares in the share capital of TPL from Adriana Pankiewicz;
- c) 34 shares in the share capital of TPL from Filip Granek.

The shares in the share capital of TPL were acquired without remuneration, but as a donation from each of the TPL shareholders to the Issuer.

Under an agreement with the Issuer, TPL acts as the administrator of the Issuer's employee incentive scheme, which is an important part of managing and motivating the Issuer's employees and collaborators, contributing to the Issuer's business development and value generation.

The acquisition of 100% of shares of TPL, and thus taking over full control over TPL, eliminates the risks associated with the management of the incentive scheme by a third party whose ownership structure does not reflect the Issuer's ownership structure.

In the Issuer's opinion the information meets the criteria of inside information as per MAR due to the fact that the Issuer has acquired 100% of shares of TPL, which will result in the entity becoming a member of the Issuer's group and being covered by consolidation for the purpose of preparing financial statements. As at the date of the report, the Issuer makes a preliminary estimate that the

acquisition of all shares in TPL will reduce the Issuer's net profit disclosed in the consolidated financial statements by approx. PLN 500 thousand.

Signatures of the Company's representatives:

Jacek Olszański
MANAGEMENT BOARD MEMBER