

The Management Board of XTPL S.A. with its registered office in Wrocław (the “**Company**”), acting on the basis of article 398, 399 § 1 in relation to article 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies Code Act as of 15 September 2000 (hereby: the “**Commercial Companies Code**”) and on the basis of § 12 section 3 of the Company’s Articles of Association, hereby convenes the Extraordinary General Meeting of Shareholders of the company XTPL S.A. with its registered office in Wrocław (hereby: “**General Meeting**”).

**1. Date, time and place of the General Meeting and a detailed meeting agenda:**

- a) **Date of the General Meeting:** 29 November 2017;
- b) **Time of the General Meeting:** 12:00;
- c) **Place of the General Meeting:** the General Meeting will be held at the Company’s registered office in Wrocław (54-066), at ul. Stabłowicka 147, EIT+ Complex, building number 3, ground floor, conference room;

**d) detailed General Meeting agenda:**

- 1. Opening of the Extraordinary General Meeting of Shareholders of XTPL S.A.
- 2. Election of the Chairman of the Extraordinary General Meeting of Shareholders of XTPL S.A.
- 3. Drawing up the attendance list and asserting that the Extraordinary General Meeting of Shareholders has been convened correctly and is capable of adopting resolutions.
- 4. Adoption of the Agenda.
- 5. Adoption of resolutions concerning the following matters:
  - a. Appointment of the Member of the Supervisory Board of XTPL S.A.;
  - b. implementation of the incentive program for the members of the Company’s Management Board, employees and co-workers of the Company and on adoption of regulations of the incentive program.
- 6. Closing of the Extraordinary General Meeting of Shareholders of XTPL S.A.

**2. The detailed description of the procedures regarding the participation in the General Meeting and exercising the right to vote:**

**a) information on the right of the shareholder to request certain matters be placed in the agenda of the General Meeting:**

The shareholder or shareholders representing at least one twentieth of the share capital may request that certain matters be placed on the agenda of General Meeting. The request shall be submitted to the Management Board not later than twenty one days prior to the scheduled date of the General Meeting. The request shall include a justification or a draft of the resolution concerning the proposed item on the agenda. The request shall be submitted in writing in the premises of the Management Board of XTPL S.A. with its registered office in Wrocław (ul. Stabłowicka 147, 54-066 Wrocław) or sent by e-mail on following address: [investors@xt-pl.com](mailto:investors@xt-pl.com).

**b) information on the right of the shareholder to submit drafts of the resolutions concerning the matters placed on the agenda of the General Meeting or those that are to be placed on the agenda before the date of General Meeting:**

The shareholder or shareholders of the Company representing at least one twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company, in writing in the premises of the Management Board of XTPL S.A. with its registered office in Wrocław (ul. Stabłowicka 147, 54-066 Wrocław) or by means of electronic communication by means of electronic communication on following address: [investors@xt-pl.com](mailto:investors@xt-pl.com), drafts of the resolutions concerning the matters placed on the agenda of the General Meeting or those that are to be placed on the agenda. The Company shall forthwith publish drafts of the resolutions on its website.

**Detailed rules of exercising the rights referred to in letter a and letter b above:**

The shareholder submitting request to place certain matters in the agenda or submitting drafts of the resolutions shall proof the number of shares held at the day of submitting the request, and in case of the:

- I. shareholders not being a natural persons – confirming the authorization to act in the name of the entity, by attaching current excerpt from the register relevant to that entity,
- II. shareholders being a natural persons – attach the copy of the document confirming the identity of the shareholder,
- III. submitting the request by the proxy – attach the power of attorney to submit such request signed by that shareholder and the copy of the document confirming the identity of the shareholder, while in case of the proxy not being a natural person – the copy from the relevant register, confirming the authorization of that person to act in the name of the power of attorney not being the natural person.

To shareholders submitting the request or draft by means of electronic communication, the following rules of communication with shareholders by using the means of e-mail shall apply.

**Rules of communication with shareholders by using e-mail:**

The shareholders sending the request to place certain matters in the agenda of the General Meeting, the drafts of the resolution, documentation confirming their authorization to submit the motions and questions regarding the agenda shall simultaneously indicate the address of e-mail, by means of which the Management Board of the Company may contact with the shareholder or his proxy, if appointed. The e-mail address indicated by the shareholder shall be for verification purposes, which may include, among the others, on a question to the shareholder or his proxy in order to confirm provided information. The use of e-mail by the shareholder shall require that the documents sent by means of e-mail have PDF form. The documents sent by e-mail in language other than Polish shall be translated to Polish. The correspondence by using other than [investors@xt-pl.com](mailto:investors@xt-pl.com) e-mail address or without respecting the requirements determined in this announcement, shall take no effect and such motions of the shareholders shall not be taken into account. The shareholder shall be liable to risks which may result from the use of e-mail as the form of communication with the Company.

**c) information on the right of the shareholder to submit the draft of the resolutions concerning the matters placed on the agenda of the General Meeting:**

Each of the shareholders may submit drafts of resolutions concerning the matters placed on its agenda. The order of voting on resolutions concerning the same matter of the agenda shall be resolved by the resolution of the General Meeting.

**d) information on the manner of executing the right to vote by the proxy, in particular forms used while voting by the proxy, and the manner of notifying the Company by means of electronic communication about appointing the proxy:**

The shareholder may participate in the General Meeting and execute the right to vote personally or by a proxy. The proxy shall exercise all rights of the shareholder at the General Meeting, unless the power of attorney stipulates otherwise.

The shareholder who holds shares registered on a collective account may appoint separate proxies to exercise the share rights under the shares registered on that account. The shareholder who holds shares registered on more than one securities account may appoint separate proxies to exercise the share rights under the shares registered on each of the accounts.

The shareholder may be represented at the General Meeting by unlimited number of proxies. The proxy may designate further proxies, if such right is specified in the power of attorney.

The shareholder may vote differently with each of his shares.

A proxy may represent at General Meeting more than one shareholder and vote differently with the shares of each of the shareholders.

The power of attorney to participate in the General Meeting and exercise the voting right shall be made in writing or electronically. Where the power of attorney is granted electronically, it shall not

require a qualified electronic signature. The power of attorney granted electronically by the shareholder being a natural person shall include data making it possible to identify the shareholder, including: first name and last name, residence address, shareholder's personal identity number (PESEL) and data from the ID document: number, date of issuance and indication of the authority issuing the document. The power of attorney granted electronically by the shareholder not being a natural person shall include such data as name (firm), seat, address, number of the relevant register (e.g. National Court Register number) as well as data (as in previous sentence) of the persons representing the shareholder, who granted the power of attorney.

The notification on granting the power of attorney by the shareholder in electronic form shall be submitted to the Management Board of the Company by e-mail address [investors@xt-pl.com](mailto:investors@xt-pl.com) at the date preceding the General Meeting the latest.

The notification shall include the power of attorney document and the scan of shareholder's ID document or documents or persons representing the shareholder, in case the shareholder is not natural person. The notification shall indicate:

- the proxy's first name, last name, residence address – in case the proxy is a natural person, or
- the name (firm) of the proxy with its registered office, address, National Court Register number (or other register) as well as names and last names of persons acting in the name of that entity not being natural person, whom the power of attorney has been granted to.

Moreover the shareholder shall also within the date indicate above be obliged to send to the Company by means of e-mail in form of scans (PDF) the following documentation: ID document, passport or other ID document or valid excerpt from the court register or other register of the legal person making it available to identify the proxy and the shareholder as his principal.

The template of the power of attorney to be granted in electronic form is place on website <http://xt-pl.com/> in website's bookmark "Investor relations".

The proxies voting form has been placed on website <http://xt-pl.com/> in website's bookmark "Investor relations".

The above rules shall apply accordingly to notifying the Company on revoking the power of attorney, whereas the shareholder, who cancelled the power of attorney shall immediately inform the Company's Management Board about this fact by sending e-mail message on the following e-mail address [investors@xt-pl.com](mailto:investors@xt-pl.com), and in case when the power of attorney has been granted in written form, also in writing delivered personally or by registered letter sent on Company's address.

**e) information on possibility and manner of participating in General Meeting using means of electronic communication:**

Currently, the Company does not have the technical and organizational capacities to participate in General Meeting using means of electronic communication, therefore the shareholders are not able to participate in General Meeting using means of electronic communication. According to the current report no 5/2017 as of 15 September 2017 regarding the scope of the observed "Good Practices of the Stock Exchange Listed Companies on NewConnect", at the moment the Company is not ensuring the transmission of the General Meeting by using the Internet and does not ensure the recording of the course of the meeting and does not publish it at the Company's website, due to the fact that according to the Management Board's opinion costs related to the technical support of the transmission and recording the course of the general meeting are disproportionate to the potential benefits.

**f) information on the manner in which one may make one's views known during the General Meeting by means of electronic communication:**

Currently, the Company does not have the technical and organizational capacities making it available to make one's views known during the General Meeting by means of electronic communication, therefore the shareholders are not able to make their views known during the General Meeting by means of electronic communication.

**g) information on the manner in which the voting right may be exercised by correspondence or by means of electronic communication:**

Pursuant to article 411<sup>1</sup> of the Commercial Companies Code, the shareholder in a public company may cast his vote at the General Meeting by correspondence if the regulations of the general meeting so provide. Currently, the regulations of the general meeting (adopted by Resolution no 15/06/2017 of the Ordinary General Meeting of Shareholders of XTPL S.A. as of 30 June 2017) does not provide the possibility to exercise the voting right by correspondence, therefore it is not possible for shareholders to exercise their voting rights by correspondence.

Currently, the Company does not have the technical and organizational capacities making it available to exercise the voting right by means of electronic communication, therefore the shareholders are not able to exercise their voting rights by means of electronic communication.

**3. The day of registration of one's participation in the General Meeting, referred to in article 406<sup>1</sup> of the Commercial Companies Code:**

The day of registration of one's participation in the General Meeting is 13 November 2017 (the day falling on sixteen days prior to the date of General Meeting). The day of registration of one's participation in the General Meeting shall be the same for those entitled under bearer shares, irrespective whether the share are in the form of document, or are dematerialized.

**4. Information that the right to participate in General Meeting shall only have persons who are shareholders of the Company at the date of registration in General Meeting:**

According to article 406<sup>1</sup> § 1 of the Commercial Companies Code only the persons who are shareholders in the company sixteen days prior to the date of the General Meeting (the day of registration of one's participation in the General Meeting) i.e. on 13 November 2017, shall have the right to participate in the General Meeting.

A shareholder may transfer his shares during the period between the day of registration of his participation in the General Meeting and the date on which the General Meeting ends.

Bearer shares that are incorporated in a share certificate shall give the right to participate in the General Meeting if the share certificates are deposited with the Company not later than on the day of registration of one's participation in the General Meeting and are not collected before the end of that date. Instead of the share certificates, a certificate proving that the shares have been deposited with a notary, bank or investment company with a seat or a branch on the territory of the European Union or a State-Party to the agreement on the European Economic Area – at shareholder's discretion, may be deposited. The certificate shall include the numbers of the share certificates and state that the share certificates will not be released before the end of the day of registration of one's participation in the General Meeting.

At the request of a person entitled under dematerialized bearer shares made not earlier than after the announcement of the convocation of the General Meeting and not later than on the first weekday following the day of registration of one's participation in the General Meeting, i.e. not later than on 14 November 2017, the entity that operates a securities account shall issue a registered certificate confirming the right to participate in the General Meeting.

The certificate referred to in § 2 shall include:

- i. the business name, seat, address and the stamp of the issuer and the log number of the certificate,
- ii. the number of shares,
- iii. the type and the code of the shares,
- iv. the business name, seat and address of Company,
- v. the nominal value of the shares,
- vi. the first name and surname or the business name of the person entitled under the shares,
- vii. the seat (place of residence) and address of the person entitled under the shares,
- viii. the purpose for which the certificate is issued,

- ix. the date and place where the certificate is issued,
- x. the signature of the person authorized to issue the certificate.

At the request of the person entitled under dematerialized bearer shares, the certificate shall refer to some or to all of the shares registered in his securities account.

A list of those entitled under bearer shares to participate in the General Meeting shall be created by the Company based on the shares deposited with the Company not later than on day of registration of one's participation in the General Meeting and which are not taken back before the day of completion of the General Meeting as well as on the basis of the certificates proving that the shares have been deposited (in case the bearer shares that are incorporated in a share certificate) and on the basis of the schedule drawn up by the entity operating the securities deposit in accordance with the provisions on trading in financial instruments.

The entity that operates a securities deposit shall draw up the schedule referred to in section above on the basis of schedules transmitted not later than twelve days prior to the date of the General Meeting by the entities entitled in accordance with the provisions on trading in financial instruments. The certificates concerning the right to participate in the General Meeting that have been issued shall be the basis for the drawing up of the schedules transmitted to the entity operating a securities deposit.

**5. Indication of where and how the person entitled to participate in General Meeting may receive full text of the documentation to be presented on the General Meeting and the drafts of the resolutions or, if no resolutions are adopted, remarks of the management and supervisory board of the Company, regarding matters placed in the agenda of the General Meeting, or the matters which are to be place before the date of General Meeting:**

Persons entitled to participation in the General Meeting may receive full text of the documentation to be presented at the General Meeting and the drafts of the resolutions at the Company's website <http://xt-pl.com/> in the website's bookmark "Investor relations" and at Company's registered office in Wrocław (54-066) at Stabłowicka 147 street.

**6. Indication of website's address, where information concerning General Meeting shall be published:**

Information concerning General Meeting shall be published at the Company's website <http://xt-pl.com/> in the website's bookmark "Investor relations"

**7. Remaining information:**

The list of the shareholders entitled to participate in the General Meeting, signed by the management board of the Company, with the surnames and first names, or business names of those entitled, their residence (seat), the number, class and serial numbers of shares and the number of votes to which they are entitled, will be displayed on the premises of the management board of XTPL S.A. with its registered seat in Wrocław (ul. Stabłowicka 147, 54-066 Wrocław) for three weekdays prior to the holding of the General Meeting.

A shareholder of the Company may review the list of shareholders on the premises of the management board of XTPL S.A. with its registered seat in Wrocław (ul. Stabłowicka 147, 54-066 Wrocław) and request copies, upon payment of the costs.

The shareholder of the Company may request that the list of shareholders be sent to him by electronic mail, free of charge, provided that he identifies the address to which it should be sent. The request to send the list of the shareholders shall be submitted in writing on the premises of the management board of XTPL S.A. with its registered seat in Wrocław (ul. Stabłowicka 147, 54-066 Wrocław) or by e-mail on address: [investors@xt-pl.com](mailto:investors@xt-pl.com).

With the request:

- a) shareholders not being a natural persons – shall confirm their authorization to act in the name of the entity, by attaching current excerpt from the register relevant to that entity;

- b) shareholders being a natural persons – shall attach the copy of the document confirming the identity of the shareholder
- c) proxy acting in the name of the shareholder – shall additionally attach the power of attorney to submit such request signed by that shareholder and the copy of the document confirming the identity of the shareholder, while in case of the proxy not being a natural person – the copy from the relevant register, confirming the authorization of that person to act in the name of the power of attorney not being the natural person

In particular, pursuant to point 4.8 of the By-laws of the General Meeting of the Shareholders, in the event of such demand the Company may demand a proof confirming the fact of being the Shareholder (e.g. the share certificate issued on the date of announcing the date of the GMS at the latest the scan of which in PDF format should be sent to the [investors@xt-pl.com](mailto:investors@xt-pl.com) e-mail address.

In case of the shareholders submitting request to send the list by means of e-mail, the documents mentioned above shall be send in PDF format (in accordance with the principles of communication with shareholders by using e-mail)

IF a pledgee or usufructuary has the voting right attached to the share, this shall be marked on the list of the shareholders upon the motion of the rightholder.

A shareholder shall have the right to request copies of motions on matters included on the agenda within one week prior to the General Meeting.

**Appendices:**

Drafts of the resolutions

Form of voting by proxy

Template of power of attorney for a shareholder being a natural person

Template of power of attorney for a shareholder not being a natural person

Information on number of shares and votes