

ESPI Current report

Number: 9/2018
Date of preparation: 10 August 2018
Company: XTPL spółka akcyjna (joint-stock company) with its registered office in Wrocław

Title: Receiving the declaration of interest concerning the new issue of shares of XTPL S.A.

Legal basis: Article 17 point 1 MAR - inside information

Content of the report: Management Board of XTPL S.A. (the "Issuer") informs that today it has received from one of the Issuer's shareholders, that is from Universal-Investment-Gesellschaft mbH acting on behalf and for account of ACATIS Datini Valueflex Fonds ("Acatis") the declaration of interest concerning the increasing of Acatis' involvement in the Issuer's capital by taking up the new shares' issue.

Bearing in mind the above the Management Board of the Issuer is planning the following activities:

1. The Management Board of the Issuer acting on the basis of article 444-447 of the Polish Commercial Companies Code and on the basis of § 10 section 4-8 of the Articles of Association of the Issuer is planning to adopt a resolution on increasing the Issuer's share capital (within the target capital) by issuing 47,000 (forty seven thousand) shares (the "Shares") with a nominal value of PLN 0.10 each, ie with a total nominal value of PLN 4,700 (four thousand seven hundred zlotys).
2. The current Issuer's shareholders will be deprived of the pre-emptive right to the Shares in whole (subject to the consent of the Supervisory Board - on the basis of article 447 § 1 of the Polish Commercial Companies Code and on the basis of §10 section 8 of the Articles of Association of the Issuer).
3. The Shares will be offered to Acatis by means of private subscription.
4. The issue price for one share of new share issue will be determined based on VWAP (average price weighted with the trading volume) calculated for the last 3 months of quotation as of August 9, 2018, prior to the opening of the trading session and decreased by 10% discount and rounded up to full zlotys, i.e. price the issue of one share of the new issue will be PLN 94 (ninety four), ie in total PLN 4'418'000.00 (four million for hundred eighteen thousand zlotys) for the Shares.

The purpose of the issue of the Shares is to finance the Issuer's business development activities on the American market ("USA"). The funds obtained from the issue of Shares are to be used, among others, for securing the financing growth of the Issuer's sales activities in the USA. The described activities were not included in the objectives of the previous issue of the Issuer's shares.

The Management Board of the Issuer intends to recommend to the Supervisory Board of the Issuer to adopt a resolution approving the deprivation of the Issuer's current shareholders in whole of the pre-emptive right to the Shares.

The opinion of the Management Board of the Issuer regarding the justification for depriving current shareholders of the pre-emptive right of the shares new share issue and the manner of fixing the issue price which will be sent to the Supervisory Board of the Issuer is attached to the report.

The Management Board of the Issuer will inform in separate current reports about the adoption of a resolution on the issue of Shares by the Management Board of the Issuer and on the conclusion of the described agreement for taking up the Shares with Acatis.

Attachment:

The opinion of the Management Board of the Issuer.

Signatures of persons representing the Company:

Maciej Adamczyk - Member of the Board