

## Calling the Annual General Meeting of the Company on 28 June 2024

The Management Board of XTPL S.A. (the "Company") hereby advises that the Annual General Meeting of the Company is to take place on 28 June 2024. The AGM will start at noon at the Issuer's registered office in Wrocław (54-066), at ul. Stabłowicka 147, PORT complex, building no. 3, IV floor, conference room.

The detailed agenda of the convened Annual General Meeting of Shareholders of the Company includes:

1. Opening the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Confirming that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda.
5. Considering the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2023.
6. Considering the standalone financial statements of XTPL S.A. for the financial year of 2023.
7. Considering the consolidated financial statements of XTPL Group for the financial year of 2023.
8. Considering the Management Board's proposal on the covering of the loss for the financial year of 2023.
9. Considering the report on the activities of the Supervisory Board of XTPL S.A. for the financial year of 2023 and the result of the Supervisory Board's assessment of the financial statements and the Management Board's report on the activities for the financial year of 2023.
10. Adopting a resolution on approval of the Supervisory Board's report on activities for the financial year of 2023.
11. Adopting a resolution on approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2023.
12. Adopting a resolution on approval of the standalone financial statements of XTPL S.A. for the financial year of 2023.
13. Adopting a resolution on approval of the consolidated financial statements of XTPL S.A. for the financial year of 2023.
14. Adopting a resolution on covering of the loss of XTPL S.A. for the financial year of 2023.
15. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2023.

**XTPL S.A., a joint stock company with its registered office in Wrocław**

**Legal basis:**  
Article 56(1)(2) of the Act on Public Offering – current and financial reports

16. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2023.
17. Discussion on the Remuneration Report.
18. Adopting a resolution on the adoption of a remuneration policy.
19. Adopting of a resolution on the adoption of an incentive program for members of the Management Board and top management in the Company.
20. Adopting of a resolution on the issuance of series B registered subscription warrants with full exclusion of preemptive rights of existing shareholders, a conditional increase in the Company's share capital with full exclusion of preemptive rights of existing shareholders in connection with the issuance of series W ordinary bearer shares, and on amendments to the Company's Articles of Association.
21. Adopting of a resolution on the adoption of the Regulations of the Company's General Meeting.
22. Adopting a resolution on amendments to the Articles of Association.
23. Adopting a resolution on a consolidated text of the Articles of Association.
24. Adopting of a resolution to rescind the resolutions of the Extraordinary General Meeting of Shareholders numbered 07/04/2018, 10/04/2019 and 04/11/2020 and to determine the remuneration of members of the Supervisory Board.
25. Adopting of resolutions on changes in the composition of the Supervisory Board.
26. Closing the General Meeting.

The full text of the notice of the Annual General Meeting of the Company and the contents of the draft resolutions to be adopted are given in appendices to the report.

In addition, pursuant to Article 4023 of the Commercial Companies Code, the full text of the notice of the Annual General Meeting, together with appendices, including the forms for proxy voting, has been published at <https://ir.xtpl.com/pl/spolka/walne-zgromadzenie>.

The Issuer draws the Shareholders' attention to the possibility of granting a power of attorney to participate and vote on behalf of the Shareholders in accordance with the voting instructions. The attorney may be, inter alia, designated employee of the Issuer. Should you have any questions regarding proxy voting, please contact [investors@xtpl.com](mailto:investors@xtpl.com).

Detailed legal basis: Articles 402(1) and 402(2) of the Commercial Companies Code and § 19(1)(1) and (2) of the Finance Minister's Ordinance on current and financial information (...).

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#### Appendixes:

- a. Draft resolutions with a rationale.
- b. The Management Board's proposal the loss cover.
- c. Supervisory Board's report on its activities.

- d. Report on the Remuneration of Management Board and Supervisory Board Members.
- e. Auditor's assessment of the Report on the Remuneration Management Board and Supervisory Board Members.
- f. List of amendments to the Articles of Association.
- g. Draft consolidated text of the Articles of Association.
- h. Template of a power of proxy for a shareholder.
- i. Form of proxy.
- j. Information on the number of shares and votes.
- k. Draft opinion of the Management Board.

**Jacek Olszański**

Management Board Member