Starting the bookbuilding process as part of the offering of new X series bearer shares, and signing a Lock-up Letter

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

Legal basis:
Article 17(1) MAR – inside information

Referring to ESPI Current Report Nos.: 50/2024 of October 17, 2024, 51/2024 of October 19, 2024 and 55/2024 of November 18, 2024, the Management Board of XTPL S.A. ("**Company**", "**Issuer**") hereby announces the start of the bookbuilding process in order to offer the subscription, by way of private placement, of maximum 300,000 newly issued series X ordinary bearer shares of the Company ("**Series X Shares**", "**Offering**").

The Offering is conducted on the basis and on the terms specified in Resolution No. 03/11/2024 of the Company's Extraordinary General Meeting of November 18, 2024 ("**Issue Resolution**") and the Management Board's resolution of November 18, 2024 on the adoption of detailed rules and schedule for the Series X Share Offering.

In accordance with the Issue Resolution and the relevant provisions of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC ("**Regulation 2017/1129**"), neither the Offering nor admission of the Series X Shares to trading on the regulated market of the Warsaw Stock Exchange ("**WSE**") will require the Company to provide to the public a prospectus or other information or offering document within the meaning of applicable laws.

The Issuer has contracted Trigon Dom Maklerski S.A. ("**Trigon Brokerage House**") as an intermediary responsible for activities connected with the Offering, including the bookbuilding for the Series X Shares ("**Bookbuilding**").

The Bookbuilding will begin immediately following the publication of this current report and is expected to end on November 26, 2024, although the Management Board reserves the right to shorten the Bookbuilding period.

The invitation to participate in the Bookbuilding may be addressed to the following categories/ groups of investors: (i) qualified investors as defined in Article 2(e) of Regulation 2017/1129; (ii) no more than 149 natural or legal persons other than qualified investors (subject to legal limits); (iii) investors who will purchase Series X Shares with an aggregate value of at least EUR 100,000 per investor, including to shareholders of the Company with at least 0.5% of the Company's shares (held individually) as at the end of the day of registration for the Extraordinary General Meeting held on November 18, 2024, i.e. as at the close of business on November 2, 2024 ("**Eligible Investors**"), who will have priority to subscribe for Series X Shares (under the terms described in the Issue Resolution) in a number enabling the Eligible Investor to maintain a share in the total number of votes at the Company's General Meeting at a level not lower than the Eligible Investor's share held as at the end of the day of registration for the Extraordinary General Meeting held on November 18, 2024, i.e. as at the close of business on November 2, 2024.

After completing the Bookbuilding, the Issuer's Management Board will select investors who meet the conditions specified in the Issue Resolution, to whom the Trigon Brokerage House will send

offers to subscribe for Series X Shares.

Participation in the Bookbuilding Process will not be a necessary condition for receiving an offer to take up Series X Shares.

The Issuer's Management Board also reports that on November 18, 2024 an agreement was signed between Filip Granek (key shareholder and CEO of the Company) ("**Key Shareholder**") and Trigon Brokerage House restricting the sale of the Company's shares ("**Lock-up Letter**") . Under the Lock-up Letter, the Key Shareholder agreed not to sell his shares in the Company for 365 days from the date of the first listing of the Series X Shares on the regulated market of the WSE, excluding in strategic transactions and offers to subscribe for the sale or exchange of the Company's shares, as well as shares acquired after signing the Lock-up Letter and those acquired under the incentive program. The remaining terms and conditions of the Lock-up Letter are customary for such agreements.

At the same time, the Management Board reports that today Filip Granek, a significant shareholder and CEO of the Company, declared to the Chairman of the Company's Supervisory Board his intention to participate in the issue of the Series X Shares.

OTHER INFORMATION

The Current Report has been prepared solely for the purpose of fulfilling the obligations under Article 17(1) of the Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC ("MAR"), as the Company considered the information on the start of the Bookbuilding for the Series X Shares as meeting the criteria of inside information within the meaning of Article 7 of MAR.

This report does not serve in any way, directly or indirectly, to promote the offering, subscription, acquisition or purchase of the Series X Shares and does not constitute an advertisement or promotional material prepared or published by the Company for the purposes of promoting the Offer of the Series X Shares or for the purpose of encouraging any investors, directly or indirectly, to subscribe for or purchase the Series X Shares.

Jacek Olszański
Management Board Member