Summary of the placement of the series X shares and determination of the share capital

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

Legal basis:
Other regulations

The Management Board of XTPL S.A., headquartered in Wrocław, Poland (the "**Issuer**" or the "**Company**"), with reference to ESPI Current Report No. 55/2024 dated November 18, 2024 and ESPI Current Report No. 63/2024 dated December 6, 2024, presents a summary of the Issuer's subscription for series X shares.

On December 10, 2024, the Issuer's Management Board made a statement on determination of the share capital in the Company's Articles of Association to the effect that the Company's share capital is PLN 264,987.70 (two hundred sixty-four thousand nine hundred eighty-seven zlotys and 70/100) and is divided into 2,649,877 (two million six hundred forty-nine thousand eight hundred seventy-seven) ordinary bearer shares with a nominal value of PLN 0.10 (ten cents) each, including:

1. 670,000 series A shares,
2. 300,000 series B shares,
3. 30,000 series C shares,
4. 198,570 series D shares,
5. 19,210 series E shares,
6. 19,210 series F shares,
7. 68,720 series G shares,
8. 68,720 H shares,
9. 10,310 series I shares,
10. 5,150 series J shares,
11. 10,310 series K shares,
12. 140,020 series L shares,
13. 155,000 series M shares,
14. 47,000 series N shares,
15. 41,400 series O shares,
16. 42,602 P shares,
17. 78,000 series S shares,
18. 125,000 series T shares,
19. 45,655 series U shares,
20. 275,000 series V shares,
21. 300,000 series X shares.

The Company presents below information summarizing the Company's public offering (by private placement) of Series X ordinary bearer shares issued pursuant to Resolution No. 03/11/2024 of the Company's Extraordinary General Meeting of November 18, 2024 on increasing the Company's share capital through the issuance of Series X ordinary bearer shares to the exclusion of all shareholders' subscription rights, amending the Company's Articles of Association, and applying for the admission and introduction of these shares to trading on a regulated market ("**Series X Shares**"):

1. Placement start and end dates: from November 18, 2024 to December 6, 2024;
2. Share allocation date: The issue of Series X Shares took the form of a private placement under Article 431 § 2(1) of the Commercial Companies Code whereby an offer was made to designated investors to take up the Series V Shares. Consequently, no share subscription orders were received and no share allocations were made within the meaning of Article 434 of the Commercial Companies Code.
3. Number of shares subscribed: Private subscription of Series X Shares included not less than 1 and not more than 300,000 Series X Shares.
4. Reduction rate in individual tranches: All the Series V Shares were acquired by the investors by way of a private placement. Due to the type of the offer, no subscription orders were made and as a result no reduction was applied. The issue of the Series X Shares was not divided into tranches
5. Number of securities for which subscription orders were made: The issue of the Series V Shares was carried out by way of a private placement, so no subscription orders were made for them. 300,000 Series X Shares were acquired in the private placement.
6. Number of securities allocated as part of the placement: The issue of Series V Shares was carried out by way of a private placement, so no share allocations were made within the meaning of Article 434 of the Commercial Companies Code. 300,000 Series X Shares were acquired in the private placement.
7. Issue Price: Series X shares were subscribed for at an issue price of PLN 92.00 (ninety-two zlotys) per share.
8. Payment for the shares: The Series X Shares were fully paid up in cash. The Series V Shares were not paid up by any set-off of claims.
9. Number of persons who placed subscription orders for the shares in individual tranches: The issue of the Series X Shares was carried out by way of a private placement, so no share subscription orders were received and no share allocations were made within the meaning of Article 434 of the Commercial Companies Code. The Series X Shares were acquired by a total of 20 investors.
10. Number of persons to whom the shares were allocated as part of the placement in individual tranches: The issue of the Series X Shares was carried out by way of a private placement, so no share subscription orders were received and no share allocations were made within the meaning of Article 434 of the Commercial Companies Code. The Series V Shares were acquired by a total of 20 investors.

11. Names of the company of underwriters who subscribed for the securities in performance of underwriting agreements: No underwriting agreements were executed, and Series X Shares were not subscribed for by underwriters.
12. The value of the conducted subscription, understood as the product of the number of subscribed Series X Shares and their issue price: The value of the conducted offering of Series X Shares amounted to PLN 27,600,000.
13. Total costs that have been included in the issuance costs:
    As of the date of publication of the report, the total costs included in the issue costs amounted to PLN 1,458,335.48, including:
    - **13.1.** preparing and conducting the offer: PLN 1,458,335.48;
    - **13.2.** underwriters' fees: not applicable;
    - **13.3.** preparing the prospectus, including consultancy: not applicable;
    - **13.4.** promoting the offer: not applicable.

The costs of issuing the Series X Shares shall reduce the Company's capital reserve to the amount of the excess of the issue over the par value of such shares ("agio"), and the remainder shall be included in expenses.

The average subscription cost per Series X Share is: PLN 4.86.

In connection with the completion of the subscription of Series X Shares and the filing of a statement by the Company's Board of Directors to specify the share capital in the Company's Articles of Association, the Company intends to immediately apply to the registry court for registration of the Company's share capital increase through the issuance of Series X Shares in the Register of Entrepreneurs of the National Court Register.

Jacek Olszański
Management Board Member