

Intention to raise financing and initiate a share issue process

With reference to ESPI Current Report No. 27/2025 of September 25, 2025, the Management Board of XTPL S.A. (the “**Company**”) hereby reports that today, i.e. on February 9, 2026, it has made a decision to commence steps aimed at raising financing for the Company through an issue of new shares.

The intention of the Company’s Management Board is to call an Extraordinary General Meeting (“**EGM**”) to be held on March 9, 2026, to decide on the issue of up to 300,000 ordinary bearer shares addressed to investors who meet the requirements specified in the issue resolution.

At the beginning of the first quarter of 2025 the Company launched the first industrial implementation of its technology and confirmed an order for the initial batch of six Ultra-Precise Dispensing (UPD) modules from its direct partner – a leading Chinese manufacturer of machines for the mass production of FPDs. The end client of the XTPL-enabled solution is one of China’s largest display manufacturers, generating annual revenues of several tens of billions of USD. At the same time, the Company is making steady progress on its most advanced industrial projects and has a growing pipeline of early-stage industrial projects across key industries (semiconductors, advanced displays, PCBs) and key geographic markets (Asia, North America, Europe). Currently, there are more than 45 DPS devices and 14 industrial modules in the market. Furthermore, the Company is in an advanced stage of development preparing to launch a new business line under the working name DPS+, intended for production in the HMLV (High-Mix Low-Volume) model.

However, the pace of the first industrial implementation has been slower than originally assumed internally, and the Company’s customers have indicated a timing shift relative to the assumptions initially communicated to the Company regarding the market demand horizon for subsequent product generation nodes requiring high-resolution printing. As a result, the conversion of the remaining active industrial projects into sales may take longer than expected. Accordingly, the Management Board of the Issuer published an update (ESPI Current Report No. 27/2025 dated September 25, 2025) to the previously adopted Strategy (ESPI Current Report No. 54/2023 dated November 22, 2023).

According to the updated Strategy, the target of achieving PLN 100 million in annual revenue from the sale of products and services has been maintained but postponed to 2028. According to the adopted strategy, these revenues are to be achieved through sales in core business lines: (i) modules for industrial implementations (industrial printing heads); (ii) prototyping devices (Delta Printing Systems); (iii) HPM (High Performance Materials, nanoinks) and consumables, and (iv) ODRA devices. The first revenues from ODRA device sales are expected in 2026. Advanced evaluation processes for the ODRA device are currently underway with three partners, including entities from the defense sector. Due to the unit price, which is expected to be approximately twice that of DPS devices, sales of ODRA devices may have a material impact on the Company’s financial results as early as 2026, notwithstanding the fact that 2026 will be a pilot year for this class of equipment. It should be emphasized that the industrial purpose of this device creates

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

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

the potential for multiple orders from individual customers, which, combined with a market significantly larger than that for DPS, implies a high contribution of ODRA systems to sales in the coming years.

In light of the commercialization processes progressing more slowly than initially anticipated, the Company's Management Board, in the course of updating the Strategy, identified a capital gap in the first half of 2026 in the amount of PLN 15–20 million. To secure financing for 2026, the Management Board indicated in Current Report 27/2025 of September 25, 2025, that it is conducting four parallel processes in the following areas:

- debt financing;
- co-financing R&D projects through grant funding;
- acquiring a strategic investor who would take a minority stake in the Company;
- a capital increase and a share issue directed to the market.

The Management Board considers the most likely path to finance the Company's growth to be a combination of all of the above-mentioned instruments, which vary in size and timing of deployment. The Company is currently engaged in several processes to obtain new grants for innovative projects related to its operations. However, due to the competitive nature of these programs and the significant uncertainty regarding their launch dates, such grants are treated as a supplementary tool for co-financing R&D activities. The Company is also actively engaging with a potential international strategic financial investor and institutions offering debt financing; however, these discussions are based on a long-term formal process. In light of the above, the Management Board has decided to initiate actions aimed at securing financing for the Company through the issue of new shares. The purpose of the share issue is to finance the Company's growth by continuing the implementation of industrial projects and the related further R&D activities, developing new products – including ODRA, next generations of printing modules and printing inks – expanding sales structures, intensifying marketing activities, including strengthening the Company's presence in Asian markets, ongoing operating expenses and maintaining a safe level of inventory. In the Management Board's view, these actions should result in achieving PLN 100 million in sales and reaching sustainable profitability for the Company by 2028.

For the purpose of the issue, preemptive rights of the Company's shareholders are to be disapplied in their entirety, and at the same time it is the Management Board's intention to carry out the issue in such a way as to ensure that investors who are shareholders of the Company with at least 0.5% of the Company's total number of shares as at the end of the day of registration for the EGM ("**Eligible Investors**") are given priority in acquiring shares of the new issue 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 EGM. The above will apply provided that the Eligible Investors are invited by the Management Board to participate in the book-building process and will submit declarations of interest in acquiring shares of the new issue and then accept offers to acquire the shares. The invitation to participate in the book-building process, as well as the potential submission of an offer to acquire the shares will be at the sole discretion of the Company's Management Board, provided that the Management Board will use due care to offer the shares of the new issue to those Eligible Investors who meet the conditions specified above, if the subscription for the

shares of the new issue for the Eligible Investor can be technically accounted for within the time frame specified by the Management Board.

The Company will issue a separate current report to advise of calling the EGM, whose agenda will include items related to the share issue, among other matters.

The Company's Management Board considered the above fact to be inside information due to the potential material value of the planned issue and the importance of the funds intended to be raised for the possibility of financing the Company's planned investments and its further development.

Accordingly, in the opinion of the Issuer's Management Board, the above information on the intention to raise financing meets the criteria of inside information within the meaning of Article 7(1) MAR.

Jacek Olszański

Management Board Member