NOTICE OF EXTRAORDINARY GENERAL MEETING OF XTPL S.A. TO BE HELD ON SEPTEMBER 29, 2026

The Management Board of XTPL S.A. with its registered office in Wrocław (the "**Company**" or "**Issuer**"), acting pursuant to Article 398, Article 399 § 1 in conjunction with Article 402^1 and 402^2 of the Act of 15 September 2000 – Commercial Companies Code ("**CCC**"), **hereby convenes an Extraordinary General Meeting of the Issuer to be held on September 29, 2026**, commencing at 12:00 p.m. at the Issuer's registered office at ul. Legnicka 48E, 54-202 Wrocław, Poland (the "**General Meeting**").

1. **Date, time and place and detailed agenda of the General Meeting:**

   1.1. **date of the General Meeting:** September 29, 2026;

   1.2. **time of the General Meeting:** 12:00;

   1.3. **place of the General Meeting:** The General Meeting will be held at the Issuer's registered office - ul. Legnicka 48E, 54-202 Wrocław, Poland;

   1.4. **detailed agenda of the General Meeting:**

   1.4.1. Opening the General Meeting.

   1.4.2. Electing the Chair of the General Meeting.

   1.4.3. Confirming that the General Meeting has been duly convened and has the capacity to adopt resolutions.

   1.4.4. Adopting the agenda.

   1.4.5. Presenting the opinion of the Management Board of XTPL S.A. explaining the reasons for the full disapplication of shareholders' pre-emptive rights in respect of the Series Z shares and setting out the proposed issue price of the Series Z shares.

   1.4.6. Adopting a resolution on increasing the Company's share capital through the issue of Series Z ordinary bearer shares, with the full disapplication of shareholders' pre-emptive rights, amending the Company's Articles of Association, applying for the admission and introduction of the Series Z shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., dematerializing the Series Z shares, and authorizing the conclusion of an agreement for the registration of the Series Z shares with the securities depository.

   1.4.7. Presenting the opinion of the Management Board of XTPL S.A. on the draft resolution amending the Company's Articles of Association to authorize the Management Board to increase the Company's share capital within the authorized capital, with the option for the Management Board to fully disapply shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each share capital increase within the authorized capital, subject to the prior approval of the Supervisory Board, setting out the reasons for the disapplication of pre-emptive rights in respect of shares and subscription warrants issued within the authorized capital and the method of determining their issue price.

   1.4.8. Adopting a resolution on amending the Company's Articles of Association by authorizing the Company's Management Board to increase the Company's share capital within the authorized capital, with the option for the Management Board to fully disapply shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each share capital increase within the authorized capital, subject to the prior approval of the Supervisory Board.

   1.4.9. Closing the General Meeting.

The proposed resolutions are presented in the attachment to the notice and can be downloaded from https://ir.xtpl.com/pl/walne-zgromadzenie/.

§ 5(1) and § 5(2) of the Company's Articles of Association are to be changed, and a new section § 5d is to be added – see the attached "List of amendments to the Articles of Association".

2. Precise description of procedures for participation in the General Meeting:

2.1. Shareholder's right to request that specific matters be put on the General Meeting's agenda:

A shareholder or shareholders representing at least one twentieth of the Company's share capital may request that specific matters be put on the General Meeting's agenda.

The request should be submitted to the Company's Management Board no later than 21 (twenty one) days before the date of the General Meeting. The request should include justification or a draft resolution regarding the proposed agenda item. The request may be submitted in writing at the Management Board's secretariat (ul. Legnicka 48E , 54-202 Wrocław) or emailed to investors@xtpl.com.

The shareholder(s) should attach to the request a personal certificate evidencing their right to participate in the General Meeting or a depository certificate (*świadectwo depozytowe*) issued by the entity maintaining the securities account for the shareholder (in paper or electronic version) confirming the shareholder's or shareholders' ownership of part of the Company's share capital required to submit the above request as at the date of its submission. A shareholder who is a natural person should additionally attach to the request a copy of their personal ID, passport or other official identity document. A shareholder or shareholders who are legal persons or other organizational units without legal personality, are required to attach to the request originals or copies of documents evidencing the representation of those entities (e.g. copies of extracts from relevant registers or powers of attorney). The obligation to attach the documents referred to in the preceding sentence concerns both the written and electronic form of the request and applies as appropriate (i.e. paper documents to be submitted as a original or an electronic document).

The date of submitting the request will be the date of its receipt by the Company; where the electronic form is used, it will be the date when the request is received by the Company's electronic mail system (when it is registered in the Company's email server).

The Management Board is required make public any changes in the agenda introduced at the shareholders' request. The changes will be announced immediately, but no later than 18 (eighteen) days before the date of the General Meeting. The notice is made in a manner appropriate for convening the General Meeting.

2.2. Shareholder's right to submit draft resolutions on matters added to the agenda of the General Meeting or matters that are to be put on the agenda before the date of the General Meeting:

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit to the Company, in writing, at the secretariat of the Company's Management Board (ul. Legnicka 48E , 54-202 Wrocław) or electronically to investors@xtpl.com, draft resolutions regarding matters added to the agenda of the General Meeting or matters to be put on the agenda. The Company shall immediately publish the draft resolutions on its website https://ir.xtpl.com/pl/walne-zgromadzenie/.

The shareholder(s) should attach to the request a personal certificate evidencing their right to participate in the General Meeting or a depository certificate (*świadectwo depozytowe*) issued by the entity maintaining the securities account for the shareholder (in paper or electronic version) confirming the shareholder's or shareholders' ownership of part of the Company's share capital required to submit the above request as at the date of its submission. A shareholder who is a natural person should additionally attach to the request a copy of their personal ID, passport or other official identity document. A shareholder or shareholders who are legal persons or other organizational units without legal personality, are required to attach to the request originals or copies of documents evidencing the representation of those entities (e.g. copies of extracts from relevant registers or powers of attorney). The obligation to attach the documents referred to in the preceding sentence concerns both the written and electronic form of the request and applies as appropriate (i.e. paper documents to be submitted as a original or an electronic document).

The date of submitting the request will be the date of its receipt by the Company; where the electronic form is used, it will be the date when the request is received by the Company's electronic mail system (when it is registered in the Company's email server).

2.3. Shareholder's right to submit draft resolutions on matters added to the agenda during the General Meeting:

Each shareholder present at the General Meeting shall have the right to submit draft resolutions on matters added to the agenda during the General Meeting.

Each shareholder eligible to participate in the General Meeting has the right to propose changes and supplements to the draft resolutions included in the agenda of the General Meeting until the Chair of the Meeting closes the discussion on agenda item covering the draft resolution to which the proposal relates.

Proposals with a brief justification should be submitted in writing, separately for each draft resolution, with the name and surname (business name) of the shareholder, to the General Meeting Chairman. The General Meeting Chair may allow the proposal to be presented orally.

Proposed changes and supplements that are formal, technical or linguistic nature may be submitted orally with a brief justification, unless – due to the scope of the proposed changes – the General Meeting Chair orders submission of the proposal in writing.

2.4. The manner of exercising voting rights through a proxy, including in particular the forms used during proxy voting, and the method of notifying the Company via electronic means of communication about appointing a proxy:

A shareholder may participate in the General Meeting and exercise their voting rights personally or by proxy. The proxy shall exercise all the shareholder's rights at the General Meeting, unless the power of proxy states otherwise.

A shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise the rights attached to the shares registered in that account. A shareholder whose shares are registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each of such accounts.

The proxy may grant powers of substitution if the power of attorney document so permits.

A shareholder may vote differently from each share held.

A proxy may represent more than one shareholder at the General Meeting and vote differently from shares belonging to each shareholder.

The power of proxy to participate in the Company's General Meeting and to exercise voting rights shall be granted in writing or in electronic form. An electronic power of proxy shall not require a qualified electronic signature to be valid. The electronic power of proxy granted by a shareholder who is a natural person shall contain data enabling identification of the shareholder, including: the shareholder's name, address and personal identity number – PESEL, and if the shareholder does not have the PESEL number: data from the shareholder's identity document, i.e. document number, date of issue and the issuing authority. The electronic power of proxy granted by a shareholder who is not a natural person shall contain the shareholder's data such as (business) name, registered office, address, number from the relevant register (e.g. KRS number) as well as the data (as in the previous sentence) of the persons representing that shareholder, who have granted the power of proxy. A power of proxy drawn up only in a foreign language shall be translated into Polish by a sworn translator.

The notice of granting an electronic power of proxy by the shareholder should be emailed to the Company's Management Board to investors@xtpl.com, no later than at the end of the day preceding the day of the General Meeting. The Company may not guarantee that it will be able to verify the identity of any shareholders who grant their powers of proxy on the day of the General Meeting.

The notice shall be accompanied by the power of proxy document and a scan of the identity document(s) of the shareholder or the persons representing them, where the shareholder is not a natural person. The notice shall indicate: the proxy, i.e. their name and address of residence – when the proxy is a natural person, or the (business) name, headquarters, address, KRS number (or the number of another register) as well as names of the individuals acting on behalf of the proxy holder that is not a natural person.

In addition, by the date stated above, the shareholder shall email the following documents to the Company, in the form of scans (in PDF format): ID card, passport or another identity document or an up-to-date or full extract from the court register or another register of the legal entity, which will allow the proxy and the shareholder to be identified by the principal.

If there are any doubts as to the completeness, reliability or authenticity of the copies of the above documents, the Company's Management Board reserves the right to demand the following documents from the proxy, when preparing the attendance list: where the shareholder is a natural person – the original of the ID card, passport or another official identity document of the shareholder; where the shareholder is not a natural person – the original or a copy of an extract from the relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting, certified as a true copy of the original by a notary or another entity authorized to issue such certification.

The above rules shall apply mutatis mutandis to a notice given to the Company on revocation of the power of proxy, provided that the shareholder who has revoked the power of proxy shall immediately notify this fact to the Company's Management Board via email sent to investors@xtpl.com, and in the case of a power of proxy granted in writing – also by a written documents handed in person or sent by registered mail to the Company's address.

Power of proxy template has been published at https://ir.xtpl.com/pl/walne-zgromadzenie/.

The form of proxy document has been published at https://ir.xtpl.com/pl/walne-zgromadzenie/.

The proxy vote form is not to be used as a replacement for the power of proxy granted to the proxy by the shareholder.

The use of these forms is optional. The manner of appointing a proxy shall be selected at the shareholder's discretion and the Company shall not be liable for errors in completing the power of proxy template and any actions taken by the persons using the powers of proxy.

If the shareholder grants a power of proxy with instructions on how to vote at the General Meeting, the Company's Management Board shall not verify whether the proxies exercise their voting rights in accordance with the instructions they have received from the shareholder. Voting instructions should only be given to the proxy.

A proxy at the General Meeting may also be a member of the management board, a member of the supervisory board, a liquidator, an employee of the Company or a member of the bodies or an employee of a subsidiary of the Company. The power of proxy for the above-mentioned persons may authorize them to act as proxies only at the one, specified General Meeting. In the case described, the proxy is required to disclose to the shareholder any circumstances pointing to actual or potential conflict of interest. In the case described, the grant of power of substitution is excluded. In that case, the proxy shall vote in accordance with the instructions obtained from the shareholder.

2.5. Information on the possibility and manner of participation in the General Meeting using electronic communication means:

It is not possible to participate in the General Meeting using electronic communication means.

2.6. Information on speaking at the General Meeting using electronic communication means:

It is not possible to speak at the General Meeting using electronic communication means.

2.7. Information on exercising voting rights by correspondence or using electronic communication means:

The Terms of Reference of the General Meeting do not provide for the possibility of exercising voting rights by correspondence. It is not possible to exercise voting rights using electronic communication means.

2.8. The shareholder's right to ask questions regarding matters on the agenda of the General Meeting:

During the General Meeting, the Management Board is required to provide shareholders, at their request, with information concerning the Company, if it is justified for the assessment of the matter included in the agenda. However, the Management Board will refuse to provide information if it could harm the Company, in particular if it involved revealing technical, commercial or organizational secrets of the business. An answer is considered given if

the requested information is available on the Company's website at a place where shareholders can ask questions and receive answers.

3. Date of registration of participation in the General Meeting:

The date of registration of participation in the General Meeting is September 13, 2026 ("**Registration Date**"). The date of registration of participation in the General Meeting is the same for holders of bearer shares and registered shares, however it should be noted that the Company has not issued registered shares.

4. Information that the right to participate in the General Meeting is held by persons who are shareholders of the Company on the Registration Date.

4.1. General information:

Only persons who are shareholders of the Company on the Registration Date shall have the right to participate in the General Meeting.

At the request of an entitled holder of dematerialized bearer shares of the Company, as well as a pledgee or user entitled to vote, submitted not earlier than after publication of the notice calling the General Meeting, i.e. not earlier than September 1, 2026 and no later than the first weekday after the Registration Date, i.e. no later than September 14, 2026, the entity maintaining the securities account shall issue personalized certificates confirming the respective shareholders' rights to participate in the General Meeting.

Only persons who were shareholders of the Company 16 (sixteen) days prior to the date of the General Meeting, i.e. on September 13, 2026, will be entitled to participate in the General Meeting.

Shareholders are advised to collect the certificate on the right to participate in the General Meeting and take it with them to the General Meeting. The certificate of the right to participate in the General Meeting is not necessary for shareholders to be admitted to participation in the General Meeting provided that they are on the list drawn up by the KDPW (Krajowy Depozyt Papierów Wartościowych, Central Securities Depository of Poland). However, if a shareholder has collected certificate from the entity maintaining the securities account, and has not been included in the list, the presentation of the certificate will be considered by the Company necessary and sufficient to admit such shareholder to the General Meeting.

4.2. List of eligible shareholders:

The list of eligible shareholders as well as pledgees and users who have the right to vote and participate in the General Meeting is determined by the Company on the basis of the list prepared by the entity maintaining its securities account.

The list of shareholders eligible to participate in the General Meeting, signed by the Company's Management Board, including names/ business names of the eligible shareholders, their residence addresses or registered offices, number, type and numbers of shares and number of votes, will be available at the office of the Company's Management Board (ul. Legnicka 48E , 54-202 Wrocław) for three weekdays prior to the date of the General Meeting.

A shareholder of the Company may see the list of shareholders at the Company Management Board's secretariat or may request that the list of shareholders be sent to them free of charge subject to reimbursement of the related costs. A shareholder may also request that the list of shareholders be sent to them to the address for electronic notices or by sent by e-mail to a specified e-mail address. The request for sending the list of shareholders should be submitted in writing at the Management Board's secretariat in the registered office of the Company (ul. Legnicka 48E , 54-202 Wrocław) or emailed to investors@xtpl.com.

The request should be accompanied by copies of documents confirming the identity of the shareholder or persons acting on their behalf, including:

4.2.1. shareholders who are not natural persons – must confirm their entitlement to act on behalf of the entity, enclosing an up-to-date excerpt from the relevant register;
4.2.2. shareholders who are natural persons – must attach a copy of the shareholder's identity document;
4.2.3. proxy acting on behalf of a shareholder – must present documents relating to the shareholder, as indicated in the above points, and attach an authorization to submit such a request, signed by the shareholder, alongside a copy of the proxy's identity document; where the proxy is not a natural person – an excerpt from the relevant register should be provided, confirming the authorization of the individual acting in the name of the proxy that is not a natural person.

In the case of shareholders who request the list via email, they above documents should be sent in PDF format.

If the right to vote from the shares is vested in a pledgee or a user, this fact shall be specified in the list of shareholders at the pledgee's/ user's request.

4.3. Registration of shareholders present at the General Meeting:

Upon arrival at the General Meeting, each eligible participant shall report their presence (at the shareholder registration point) to the shareholder service team, and their name shall be put on the attendance list.

Proxies of legal persons are asked to call at the shareholder registration point no later than 30 minutes before the start of the General Meeting.

When the list of participants of the General Meeting is prepared, the following steps are taken:

4.3.1. checking the identity of the shareholder or their proxy;
4.3.2. specifying the number of shares held by the participant;
4.3.3. determining the number of votes available to the participant;
4.3.4. obtaining the participant's signature on the attendance list;
4.3.5. giving the participant a voting device or a voting card, voting instructions and other materials for the meeting.

5. Indication of where and how a person eligible to participate in the General Meeting may obtain a full text of the documentation to be presented to the General Meeting and draft resolutions or, if no resolutions are to be adopted, comments of the company's management board or supervisory board, concerning matters put on the

agenda of the General Meeting or matters that are to be added to the agenda before the date of the General Meeting:

The persons eligible to participate in the General Meeting may obtain a full text of the documentation to be presented to the General Meeting alongside draft resolutions at https://ir.xtpl.com/pl/walne-zgromadzenie/ and at the Company's registered office (ul. Legnicka 48E , 54-202 Wrocław).

A shareholder of the Company shall have the right to demand receipt of certified copies of the proposals on any matters included in the agenda within a week before the General Meeting.

6. Indication of the website where details of the General Meeting will be made available:

Information about the General Meeting will be available at https://ir.xtpl.com/pl/walne-zgromadzenie/

7. Appendices:

7.1. Draft resolutions with a rationale;
7.2. Opinion of the Management Board of XTPL S.A. explaining the reasons for the full disapplication of shareholders' pre-emptive rights in respect of the Series Z shares and setting out the proposed issue price of the Series Z shares;
7.3. Opinion of the Management Board of XTPL S.A. on the authorized capital;
7.4. List of amendments to the Articles of Association;
7.5. Template of a power of proxy for a shareholder;
7.6. Proxy vote form;
7.7. Information on the number of shares and votes.