DRAFT RESOLUTIONS OF THE EGM OF XTPL S.A. TO BE HELD ON SEPTEMBER 29, 2026

Resolution No. 01/09/2026
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of September 29, 2026
on the election of the EGM Chair

§ 1

Acting on the basis of Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. with its registered office in Wrocław elects [·] as the Chair of the Extraordinary General Meeting.

§ 2

The resolution shall enter into force immediately.

Rationale:

The resolution is technical in nature. The need to elect Chair of the General Meeting after the opening of the General Meeting results from Article 409 §1 of the Commercial Companies Code.

Resolution No. 02/09/2026
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of September 29, 2026
on the adoption of the agenda of the General Meeting

§ 1

The Extraordinary General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław ("Company") hereby adopts the following agenda:

1. Opening the General Meeting.
2. Electing the Chair 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. 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.
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.
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.
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.
9. Closing the General Meeting.

§ 2

The resolution shall enter into force immediately.

Rationale:

The resolution is technical in nature. The need to comply with the agenda of the General Meeting results from Article 404 § 1 of the Commercial Companies Code.

Resolution No. 03/09/2026
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of September 29, 2026
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

1. The Extraordinary General Meeting of the company operating under the name XTPL Spółka Akcyjna, with its registered office in Wrocław (the "**Company**"), acting pursuant to Articles 431, 432 and 433 of the Polish Commercial Companies Code, resolves to increase the Company's share capital from PLN 294,987.70 (two hundred and ninety-four thousand nine hundred and eighty-seven zlotys and seventy groszy) to PLN 314,833.90 (three hundred and fourteen thousand eight hundred thirty-three zlotys and ninety groszy), i.e. by PLN 19,846.20 (nineteen thousand eight hundred and forty-six zlotys and twenty groszy), through the issue of 198,462 (one hundred ninety-eight thousand four hundred and sixty-two) Series Z ordinary bearer shares, with a nominal value of PLN 0.10 (ten groszy) each (the "**Series Z Shares**").
2. The issue of the Series Z Shares will be carried out by way of a private placement within the meaning of Article 431 § 2(1) of the Polish Commercial Companies Code, to take place exclusively in the territory of the Republic of Poland, by way of an offering that does not constitute a public offering within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 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, addressed exclusively to a single investor selected by the Company's Management Board (the "**Investor**") in accordance with § 3 below (the "**Private Offering**").
3. The Private Offering will be conducted exclusively outside the United States of America pursuant to applicable exemptions from the registration requirements under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), in accordance with Regulation S promulgated thereunder. The Series Z Shares have not been and will not be registered under the U.S. Securities Act and will not be offered or sold in the United States of America or to investors who are "U.S. persons" or who are acting for the account or benefit of U.S. persons, as defined in Regulation S.
4. Series Z Shares will participate in the dividend on the following terms:
   a) Series Z Shares recorded for the first time in a securities account or an omnibus account no later than on the dividend date set in the resolution of the General Meeting on the distribution of profit will participate in the

dividend starting from the profit for the previous financial year, i.e. from January 1 of the financial year directly preceding the year in which such shares were recorded for the first time in the securities account or omnibus account;

b) Series Z Shares recorded for the first time in the securities account or omnibus account on a day falling after the dividend date set in the resolution of the General Meeting on the distribution of profit will participate in the dividend starting from the profit for the financial year in which such shares were recorded for the first time in the securities account or omnibus account, i.e. from January 1 of that financial year.

5. The Series Z Shares will be fully paid for in cash before the increase in the Company's share capital is registered in the Register of Entrepreneurs of the National Court Register. The excess of the issue price at which the Series Z Shares will be subscribed for over their nominal value will be transferred in full to the Company's supplementary capital.
6. The issue price of the Series Z Shares is PLN 65.00 (sixty-five zlotys and zero groszy) per Series Z Share.
7. The agreement to subscribe for the Series Z Shares may be entered into by the Company by October 31, 2026.

§ 2

1. The Extraordinary General Meeting of the company operating under the name XTPL Spółka Akcyjna, with its registered office in Wrocław, acting pursuant to Article 433 § 2 of the Polish Commercial Companies Code, having considered the written opinion of the Company's Management Board 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, and having determined that this is in the interest of the Company and its shareholders, hereby fully disapplies the shareholders' pre-emptive rights in respect of the Series Z Shares.
2. The written opinion of the Company's Management Board 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 constitutes an appendix to this resolution.

§ 3

The Management Board of the Company is hereby authorized and empowered to take all actions related to the increase in the share capital and to determine the detailed terms and conditions of subscription for Series Z Shares, including:

1) Determining the rules for payment for Series Z Shares;
2) Determining the dates for issuing and subscribing for Series Z Shares;
3) Determining the content of the subscription agreement for the Series Z Shares;
4) Selecting the Investor to whom the offer to subscribe for the Series Z Shares will be made;
5) Making an offer to the Investor to subscribe for the Series Z Shares and entering into an agreement with the Investor to subscribe for the Series Z Shares;
6) Determining the other terms of the issue of the Series Z Shares to the extent not provided for in this resolution.

§ 4

The Management Board of the Company is hereby authorized and empowered to take all necessary acts in law and acts in fact, including the submission of appropriate applications and notifications, related to the issue of the Series Z Shares.

§ 5

1. The Series Z Shares will be uncertificated securities and will be subject to dematerialization within the meaning of the Act of July 29, 2005 on Trading in Financial Instruments, i.e. registration with the securities depository operated by Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) ("**KDPW**").
2. An application will be made for the Series Z Shares to be admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange ("**WSE**"), after meeting the relevant criteria and conditions resulting from the applicable provisions of law and WSE regulations enabling the admission and introduction of the Series Z Shares to trading on that market.
3. The Management Board of the Company is hereby authorized to conclude an agreement with the KDPW on the registration of the Series Z Shares in the securities depository operated by the KDPW.
4. The Management Board of the Company is hereby authorized to submit applications required by the WSE regulations in order to admit and introduce the Series Z Shares to trading on the regulated market.

§ 6

In connection with the increase in the Company's share capital through the issue of the Series Z Shares, § 5(1) and (2) of the Company's Articles of Association are amended to read as follows:

„§ 5. Share capital

1. *The share capital is PLN 314,833.90 (three hundred and fourteen thousand eight hundred and thirty-three zlotys and ninety groszy) and is divided into 3,148,339 (three million one hundred and forty-eight thousand three hundred and thirty-nine) ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.*
2. The share capital is divided as follows:

   1) 670,000 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 67,000.00 (sixty-seven thousand zlotys and 00/100);

   2) 300,000 (three hundred thousand) series B shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);

   3) 30,000 (thirty thousand) series C shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 3,000.00 (three thousand zlotys and 00/100);

   4) 198,570 (one hundred and ninety eight thousand five hundred and seventy) series D shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 19,857.00 (nineteen thousand eight hundred and fifty seven zlotys and 00/100);

5) 19,210 (nineteen thousand two hundred and ten) series E shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);

6) 19,210 (nineteen thousand two hundred and ten) series F shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);

7) 68,720 (sixty eight thousand seven hundred and twenty) series G shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100);

8) 68,720 (sixty eight thousand seven hundred and twenty) series H shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100);

9) 10,310 (ten thousand three hundred and ten) series I shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);

10) 5,150 (five thousand one hundred fifty) series J shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 515.00 (five hundred and fifteen zlotys and 00/100);

11) 10,310 (ten thousand three hundred and ten) series K shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);

12) 140,020 (one hundred and forty thousand and twenty) series L shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and 00/100);

13) 155,000 (one hundred and fifty five thousand) series M shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 15,500 (fifteen thousand five hundred and 00/100);

14) 47,000 (forty seven thousand) series N shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);

15) 41,400 (forty one thousand four hundred) series O shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,140 (four thousand one hundred and forty zlotys and 00/100);

16) 42,602 (forty two thousand six hundred and two) series P shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,260.20 (four thousand two hundred and sixty zlotys and 20/100);

17) 78,000 (seventy eight thousand) series S shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 7,800.00 (seven thousand eight hundred zlotys and 00/100);

18) 125,000 (one hundred and twenty five thousand) series T shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 12,500 (twelve thousand five hundred zlotys);

19) 45,655 (forty-five thousand six hundred and fifty-five) series U shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,565.50 (four thousand five hundred and sixty-five zlotys and 50/100);

20) 275,000 (two hundred and seventy-five thousand) series V shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 27,500.00 (twenty-seven thousand five hundred zlotys).

21) 300,000 (three hundred thousand) series X shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);

22) 300,000 (three hundred thousand) series Y shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100).”

23) 198,462 (one hundred and ninety-eight thousand four hundred and sixty-two) Series Z shares, with a nominal value of PLN 0.10 (ten groszy) per share and an aggregate nominal value of PLN 19,846.20 (nineteen thousand eight hundred and forty-six zlotys and twenty groszy).

§ 7

Acting on the basis of Article 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. authorizes the Company’s Supervisory Board to prepare a consolidated text of the Company's Articles of Association, taking into account the amendment to the Articles of Association made hereunder relating to increasing the Company’s share capital.

§ 8

The Resolution shall enter into force immediately, except that with regard to the amendments to the Articles of Association it shall become effective upon registration of the amendments by the registry court.

Rationale:

The purpose of issuing the Series Z Shares is to provide the Company with the ability to raise financing needed for its further development.

The issue price of the Series Z Shares of PLN 65.00 was proposed by the Management Board of the Company primarily based on the three-month volume-weighted average price of the Company’s shares on the regulated market preceding the convening of the General Meeting, taking into account all circumstances affecting the determination of the issue price, including primarily the economic situation on the capital markets, the valuation of the Company by the market (including the average price of the Company’s shares on the regulated market), and the Company’s financial position and current events.

At the same time, the proposed Series Z Issue Price of PLN 65.00 is equal to the issue price of the Series Y Shares (the issue of the Series Y Shares was carried out in March 2026), meaning that the Investor subscribing for the Series Z Shares does not receive preferential pricing compared with investors who subscribed for the Company’s Series Y Shares.

The Management Board intends offer the Series Z Shares to an entity based in Taiwan with experience in investing in the semiconductor and advanced technology sectors (the “Industry Investor”), which is a party to a letter of intent entered into with the Company. Pursuant to the letter of intent described above, the Industry Investor has expressed an interest in making an equity investment in the Company by subscribing for all of the Series Z Shares, i.e. 198,462 Series Z ordinary bearer shares at an issue price of PLN 65.00 per share, for an aggregate issue price of PLN 12,900,030.

Additional information is provided in 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.

Resolution No. 04/09/2026
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of September 29, 2026
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

1. The Extraordinary General Meeting of the company operating under the name XTPL Spółka Akcyjna, with its registered office in Wrocław (the "**Company**"), hereby authorizes the Company's Management Board, for a period ending no later than September 28, 2029, to increase the Company's share capital through one or more successive issues of new ordinary bearer shares with an aggregate nominal value not exceeding PLN 45,000 (forty-five thousand zlotys), on the terms set forth in this resolution.
2. *The Extraordinary General Meeting of the Company, acting pursuant to Articles 430 § 1, 444, 446 § 2, 447 §§ 1 and 2, in conjunction with Article 433 § 2 of the Polish Commercial Companies Code, in connection with authorizing the Company's Management Board to increase the Company's share capital within the authorized capital, hereby amends the Company's Articles of Association by adding a new § 5d after § 5c of the Articles of Association, with the following wording:*

„§ 5d

Authorized capital

1. *The Management Board is authorized to increase the Company's share capital through the issue of no more than 450,000 (four hundred and fifty thousand) new ordinary bearer shares, with a nominal value of PLN 0.10 (ten groszy) each and an aggregate nominal value not exceeding PLN 45,000.00 (forty-five thousand zlotys), through one or more increases of the share capital within the limits set forth above (the "**Authorized Capital**").*
2. *The authorization of the Management Board to increase the Company's share capital and issue new shares within the Authorized Capital will expire on September 28, 2029.*
3. *As part of the authorization to increase the Company's share capital within the Authorized Capital, the Management Board is authorized to issue subscription warrants referred to in Article 453 § 2 of the Polish Commercial Companies*

Code, with the exercise period for the rights to subscribe for shares expiring no later than on the date on which the authorization referred to in Section 2 expires.

4. *The new shares issued within the Authorized Capital may be subscribed for solely in exchange for cash contributions.*
5. *The approval of the Supervisory Board is required for the Management Board to determine the issue price of shares issued within the Authorized Capital.*
6. *With the approval of the Supervisory Board, the Company's Management Board may fully or partially disapply the existing shareholders' pre-emptive rights in respect of newly issued shares, as well as subscription warrants issued within the Authorized Capital.*
7. *The Management Board shall decide on all other matters relating to an increase in the Company's share capital within the Authorized Capital, and in particular, the Company's Management Board is authorized to:*
   a) *determine the terms of the issue of shares, including the type and method of subscription, the dates for opening and closing the subscription or entering into share subscription agreements, the number of shares issued within a given series, and the allocation terms;*
   b) *determine the date from which the shares will participate in dividends;*
   c) *in the case of an issue of shares with pre-emptive rights of the Company's existing shareholders – determine the detailed terms for the exercise of such pre-emptive rights by the shareholders;*
   d) *apply for the admission and introduction of the shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.;*
   e) *dematerialize the shares, and enter into agreements with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) for the registration of the shares;*

§ 2

1. The Extraordinary General Meeting of XTPL S.A., acting pursuant to Article 433 § 2 in conjunction with Article 447 § 2 of the Polish Commercial Companies Code, having reviewed the opinion of the Management Board of XTPL S.A., attached to this resolution, 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 or partially disapply shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each increase in the Company's share capital within the Authorized Capital, subject to the prior approval of the Supervisory Board, which opinion sets 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, having determined that this is in the interest of the Company and its shareholders, hereby authorizes the Management Board, subject to the approval of the Supervisory Board, to fully or partially disapply the shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each increase in the Company's share capital within the Authorized Capital.

§ 3

1. The authorization granted to the Company's Management Board under this resolution to increase the Company's share capital within the Authorized Capital is intended to provide the Management Board with legal instruments enabling the Company to obtain equity financing in the fastest and most efficient manner possible, while allowing the Management Board to adjust the timing and size of future share issues to current market conditions and the Company's financing needs. The authorization to increase the Company's share capital within the Authorized Capital will reduce the time required to obtain financing and lower the associated costs.
2. The content of Section 1 above constitutes the rationale for this resolution, as required under Article 445 § 1 of the Polish Commercial Companies Code.

§ 4

Acting on the basis of Article 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. authorizes the Company's Supervisory Board to prepare a consolidated text of the Company's Articles of Association, taking into account the amendment to the Articles of Association made hereunder.

§ 5

The Resolution shall enter into force immediately, except that with regard to the amendments to the Articles of Association it shall become effective upon registration of the amendments by the registry court.

Rationale:

Pursuant to Article 444 § 1 of the Polish Commercial Companies Code, the Articles of Association may authorize the management board to increase the share capital of a joint-stock company within the Authorized Capital. Pursuant to Article 445 § 1 of the Polish Commercial Companies Code, an amendment to the Articles of Association providing for the authorization of the management board to increase the share capital of a joint-stock company requires a resolution of the general meeting.

The authorization granted to the Company's Management Board under this resolution to increase the Company's share capital within the Authorized Capital is justified by the need to provide the Management Board with an effective legal instrument that will simplify and accelerate the procedures for increasing the Company's share capital and, consequently, enable the Company to access new sources of financing for its operations efficiently and promptly.

By exercising the authorization to increase the Company's share capital within the Authorized Capital, the Management Board will be able to adjust the timing and size of each issue to prevailing market conditions and the Company's current financing needs. This will significantly reduce the time required to obtain subsequent tranches of capital and lower the associated costs.

The detailed rationale for adopting the resolution is set forth in 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.