

DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING  
OF XTPL S.A., A JOINT STOCK COMPANY WITH ITS REGISTERED OFFICE IN WROCŁAW  
OF 30 JUNE 2021 WITH A RATIONALE

**Resolution No. 01/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on the election of the Chairman  
of the Annual General Meeting  
of Shareholders of XTPL S.A.**

§ 1

Electing the Chairman

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

§ 2

The resolution shall enter into force immediately.

***Rationale:***

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

**Resolution No. 02/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on the adoption of the agenda of the Extraordinary General Meeting**

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

1. Opening the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Preparing an attendance list, confirming that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda.
5. Considering the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2020.
6. Considering the standalone financial statements of XTPL S.A. for the financial year of 2020.
7. Considering the consolidated financial statements of XTPL Group for the financial year of 2020.
8. Considering the Management Board's proposal on the covering of the loss for the financial year of 2020.
9. Considering the report on the activities of the Supervisory Board of XTPL S.A. for the financial year of 2020 and the result of the Supervisory Board's assessment of the financial statements and the Management Board's report on the activities for the financial year of 2020.

10. Adopting a resolution on approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2020.
11. Adopting a resolution on approval of the standalone financial statements of XTPL S.A. for the financial year of 2020.
12. Adopting a resolution on approval of the consolidated financial statements of XTPL S.A. for the financial year of 2020.
13. Adopting a resolution on covering of the loss of XTPL S.A. for the financial year of 2020.
14. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2020.
15. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2020.
16. Adopting a resolution on appointment of Supervisory Board Members for a new term of office.
17. Discussion on the Remuneration Report.
18. Closing the General Meeting.

**Rationale:**

*The resolution is technical in nature. The need to comply with the agenda of the General Meeting results from Article 409 § 2 and Article 404 § 1 of the Commercial Companies Code.*

**Resolution No. 03/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on approval of the Management Board's report  
on XTPL S.A. and XTPL Group activities for the financial year of 2020.**

§ 1

Approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2019  
for the financial year of 2020

Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the report of the Management Board of XTPL S.A. on the activities of XTPL S.A. and XTPL Group for the financial year of 2020 (covering the period from 1 January 2020 to 31 December 2020), taking into account the results of the assessment of the report by the Supervisory Board of XTPL S.A., the Annual General Meeting of Shareholders of XTPL S.A. approves the entire Management Board's report on the activities of XTPL S.A. and XTPL Group for the financial year of 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution is justified by Article 393(1) and Article 395 § 2(1) of Commercial Companies Code.*

**Resolution No. 04/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on approval of the standalone financial statements  
of XTPL S.A. for the financial year 2020.**

§ 1

Approval of the unconsolidated financial statements for the financial year of 2020

Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the standalone financial statements of XTPL S.A. for the financial year 2020 (covering the period from 1 January 2020 to 31 December 2020), taking into account the results of the assessment of the financial statements by the Supervisory Board of XTPL S.A., the Annual General Meeting of Shareholders of XTPL S.A. approves the unconsolidated financial statements of XTPL S.A. for the financial year of 2020:

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution is justified by Article 393(1) and Article 395 § 2(1) of Commercial Companies Code.*

**Resolution No. 05/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on approval of the consolidated financial statements  
of XTPL Group for the financial year of 2020**

§ 1

Approval of the consolidated financial statements for the financial year of 2020

Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the consolidated financial statements of XTPL Group for the financial year of 2020 (covering the period from 1 January 2020 to 31 December 2020), taking into account the results of the assessment of the consolidated financial statements by the Supervisory Board of XTPL S.A., the Annual General Meeting of Shareholders of XTPL S.A. approves the entire consolidated financial statements of XTPL Group for the financial year 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution is justified by Article 393(1) and Article 395 § 2(1) of Commercial Companies Code.*

**Resolution No. 06/06/2021  
of the Annual General Meeting  
of the company trading as**

**XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on covering of the loss of XTPL S.A. for the financial year 2020**

§ 1  
Covering the loss

Having considered the Management Board's proposal re the covering of the loss for the financial year of 2020, taking into account the results of the assessment of the proposal of the Supervisory Board of XTPL S.A., pursuant to Article 395 § 2(2) of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. decides that the net loss of PLN 8,182 thousand (eight million one hundred and eighty-two zlotys) for the financial year of 2020 will be entirely covered from the supplementary capital of XTPL S.A.

§ 2  
Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on the covering of the loss is justified by Article 395 § 2(2) of the Commercial Companies Code.*

**Resolution No. 07/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Filip Granek for performance of his duties**

§ 1  
Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Filip Granek for the performance of his duties as Management Board President of XTPL S.A. during the period from 1 January 2020 to 31 December 2020.

§ 2  
Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Management Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 08/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Maciej Adamczyk for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Maciej Adamczyk for the performance of his duties as Management Board member of XTPL S.A. during the period from 1 January 2020 to 27 February 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Management Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 09/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Piotr Lembas for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Jacek Olszański for the performance of his duties as Management Board member of XTPL S.A. during the period from 30 June 2020 to 31 December 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Management Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 10/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Wiesław Rozłucki for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Wiesław Rozłucki for the performance of his duties as the Chairman of the Supervisory Board of XTPL S.A. during the period from 1 January 2020 to 31 December 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 11/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Bartosz Wojciechowski for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Bartosz Wojciechowski for the performance of his duties as the Deputy Chairman of the Supervisory Board member of XTPL S.A. during the period from 1 January 2020 to 31 December 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 12/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting a discharge to Konrad Pankiewicz for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Konrad Pankiewicz for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2020 to 30 June 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 13/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Sebastian Młodziński for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Sebastian Młodziński for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2020 to 9 January 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 14/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Piotr Lembas for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Piotr Lembas for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 1 January 2020 to 31 December 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 15/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Herbert Wirth for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Herbert Wirth for the performance of his duties as Supervisory Board member of XTPL S.A. during the period from 10 January 2020 to 31 December 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 16/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Beata Turlejska-Zduńczyk for performance of her duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Beata Turlejska-Zduńczyk for the performance of her duties as Supervisory Board member of XTPL S.A. during the period from 30 June 2020 to 31 December 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

**Rationale:**

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*

**Resolution No. 17/06/2021  
of the Annual General Meeting  
of the company trading as  
XTPL S.A., a joint stock company with its registered office in Wrocław  
of 30 June 2021  
on granting discharge to Andrzej Domański for performance of his duties**

§ 1

Granting discharge

Based on Article 395 § 2(3) and Article 395 § 3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of XTPL S.A. grants discharge to Andrzej Domański for the performance of his duties as Deputy Chairman of the Supervisory Board member of XTPL S.A. during the period from 5 November 2020 to 31 December 2020.

§ 2

Entry into force

The resolution shall enter into force immediately.

***Rationale:***

*Adoption of the resolution on granting discharge to the Supervisory Board member is required by Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code.*