

DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
OF XTPL S.A., A JOINT STOCK COMPANY
WITH ITS REGISTERED OFFICE IN WROCŁAW
OF 9 JANUARY 2020 WITH A RATIONALE

**Resolution No. 01/01/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 9 January 2020
on election of the Chairman of the Extraordinary General Meeting**

§ 1

Acting on the basis of Article 409 § 1 of the Commercial Companies Code and § 16(1) of the Company's Articles of Association, the Extraordinary General Meeting of XTPL S.A. with its registered office in Wrocław elects [...] as the Chairman of the Extraordinary 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 EGM results from Article 409 §1 of the Commercial Companies Code.

**Resolution No. 02/01/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 9 January 2020
on adoption of the agenda of the Extraordinary General Meeting**

§ 1

The Extraordinary General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław 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) Adopting a resolution on changes in the composition of the Supervisory Board.
- 6) Closing the General Meeting.

§ 2

The resolution shall enter into force immediately.

Rationale:

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

**Resolution No. 03/01/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 9 January 2020
on changes in the composition of the Supervisory Board**

The Extraordinary General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław hereby resolves as follows:

§ 1

Basing on art. 385 § 1 of the Commercial Companies Code in connection with § 17 point 17.1 of the Articles of Association of XTPL S.A., the Extraordinary General Meeting of XTPL S.A. with registered office in Wrocław ('Company') appoints [...] to the composition of the Supervisory Board of the Company as of [...].

§ 2

On the basis of art. 386 § 2 in connection with art. 369 § 3 of the Commercial Companies Code and on the basis of § 17 section 2 of the Articles of Association of the Company, [...] is being appointed for the joint three-year term of office with other Members of the Supervisory Board of the Company, who were appointed by resolution No. 14/06/2017 of the Annual General Meeting of XTPL.

§ 3

The resolution is effective immediately.

Rationale:

General Meeting has power to appoint Member of the Supervisory Board – article 385 § 1 od Commercial Companies Code.