

## Notice of EGM of XTPL S.A. on 8 June 2020

The Management Board of XTPL S.A. with its registered office in Wrocław (the “**Company**”), acting pursuant to Article 398, Article 399 § 1 in conjunction with Article 402<sup>1</sup> and 402<sup>2</sup> of the Act of 15 September 2000 – Commercial Companies Code (“CCC”) and pursuant to § 12(3) of the Company’s Articles of Association, hereby convenes the Company’s Extraordinary General Meeting to be held on 8 June 2020 at 12:00 in the Company’s headquarters in Wrocław (54-066) at ul. Stabłowicka 147, PORT complex, building marked with number 3, ground floor, conference room (“**General Meeting**”).

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

**1.1. date of the General Meeting:** 8 June 2020;

**1.2. time of the General Meeting:** 12.00;

**1.3. place of the General Meeting:** The General Meeting will be held in the Company’s headquarters in Wrocław (54-066), at ul. Stabłowicka 147, PORT complex, building number 3, ground floor, conference room;

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

1.4.1. Opening the General Meeting.

1.4.2. Electing the Chairman of the General Meeting.

1.4.3. Preparing an attendance list, 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. justifying the deprivation of the shareholders of all their preemptive rights to series T shares, determining the issue price of series T share and justifying the reasons of deprivation of the shareholders all of their preemptive rights of convertible bonds entitling their holders to take up series U shares, and series U shares.

1.4.6. Adopting a resolution on increasing the share capital of XTPL S.A. by issuing series T ordinary bearer shares through a private placement; depriving the shareholders of all their preemptive rights to series T shares; amendments to the Company’s Articles of Association; applying for admission and introduction of series T shares to trading on the regulated market of the Warsaw Stock Exchange S.A. and the dematerialization of series T shares.

1.4.7. Adopting a resolution on the issue by XTPL S.A. of bonds convertible into series U shares, and a conditional share capital increase by issuing series U shares, depriving shareholders of all their

preemptive rights to the convertible bonds and series U shares, and on amending the Articles of Association.

- 1.4.8. Adopting a resolution on amendments to the Articles of Association of XTPL S.A. with regard to the powers of the Supervisory Board.
- 1.4.9. Adopting a resolution on adoption of the consolidated text of the Articles of Association.
- 1.4.10. Closing the General Meeting.

The contents of proposed resolutions are presented in the attachment to the notice and can be downloaded from <https://ir.xtpl.com/company/general-meeting/>

In relation to items 1.4.6, 1.4.7 and 1.4.8 of the above agenda, including the adoption of resolutions regarding the amendment of the Company's Articles of Association and taking into account the significant scope of intended amendments to the Articles of Association, the following is a calculation of the proposed amendments to the Company's Articles of Association:

- a) paragraphs to be given the new wording: §5 para. 1, §5a, §18 para. 3 point 6
- b) paragraphs to be added: §5b, §5c
- c) paragraphs to be removed: §18 para. 3 point 7

The content of draft resolutions regarding the amendments to the Articles of Association, the content of the draft resolution on the adoption of the consolidated text of the Articles of Association containing the draft of the new consolidated text of the Articles of Association and a list of amendments to the Articles of Association are included in the annex to the announcement and can be downloaded from the website <https://ir.xtpl.com/company/general-meeting/>

## 2. **Date of registration of participation in the General Meeting:**

The date of registration of participation in the General Meeting is: 23 May 2020 ("**Registration Date**"). The Registration Date is the same for all holders of bearer shares, whether dematerialized or not.

### 3. Participation in the General Meeting:

#### 3.1. Persons eligible to participate in the General Meeting

##### 3.1.1. Shares recorded on securities accounts (dematerialized):

At the request of an entitled holder of dematerialized bearer shares of the Company, submitted not earlier than after publication of the notice calling the General Meeting, i.e. not earlier than 11 May 2020 and no later than the first weekday after the Registration Date, i.e. no later than 25 May 2020, the entity maintaining the securities account shall issue name certificates confirming the respective shareholders' rights to participate in the General Meeting.

Entitled to participate in the General Meeting will only be those persons who:

- 1) were shareholders of the Company 16 (sixteen) days before the date of the General Meeting ("**Registration Date**"), i.e. on 23 May 2020, and
- 2) have requested, no earlier than on 11 May 2020 and no later than on 25 May 2020, the entity maintaining their securities accounts to issue a name certificate confirming their right 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.

##### 3.1.2. Shares in documentary form:

Bearer shares in documentary form give the shareholder right to participate in the General Meeting if they are submitted to the Company no later than on the Registration Date and are not collected before the end of that day. Instead of submitting the shares, a certificate may be provided, confirming submission of shares to a notary in Poland, a bank or an investment firm having a registered office or branch in the European Union or in a country that is a member of the European Economic Area Agreement – at the shareholder's option. The certificate shall indicate the numbers of the share documents and state that the share documents will not be issued before the end of the day of registration for participation in the General Meeting.

### 3.1. List of eligible shareholders

The list of persons eligible to participate in the General Meeting on account of the bearers shares held is determined by the Company on the basis of shares submitted to the Company or certificates of submission of shares, issued in accordance with the above-mentioned rules (in the case of shares in documentary form) and on the basis of a list prepared by the KDPW, presented to the Company not later than one week before the date of the General Meeting.

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. Stabłowicka 147, 54-066 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 by email they specify for this purpose. 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 (Stabłowicka 147, 54-066 Wrocław) or emailed to [investors@xtpl.com](mailto: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:

- 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;
- 2) shareholders who are natural persons – must attach a copy of the shareholder's identity document;
- 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.

### 3.2. 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:

- 1) checking the identity of the shareholder or their proxy (if the shareholder is represented by a proxy, this should be specified in the attendance list);
- 2) specifying the number of shares held by the participant;
- 3) determining the number of votes available to the participant;
- 4) obtaining the participant's signature on the attendance list;
- 5) giving the participant a voting card, voting instructions and other materials for the meeting.

#### **4. Description of procedures for participation in the General Meeting and exercising voting rights:**

##### **4.1. information about the 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, i.e. by 18 May 2020. 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 in the registered office of the Company (ul. Stabłowicka 147, 54-066 Wrocław) or emailed to [investors@xtpl.com](mailto:investors@xtpl.com).

The shareholder or shareholders should demonstrate that they have an appropriate number of shares as of the day of submitting the request, enclosing with the request a name certificate of their right to participate in the General Meeting or a certificate of deposit issued by the entity maintaining the shareholder's securities account, confirming the portion of the Company's share capital held by the shareholder(s) as is required for the purpose of submission of the above request (in paper version or in electronic version as a scan). 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 a copy, or a PDF scan to be emailed).

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 shall be announced immediately, but no later than 18 (eighteen) days before the date of the General Meeting, i.e. no later than 21 May 2020, and in the same manner as the notice of the General Meeting.

#### **4.2. information about the 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. Stabłowicka 147, 54-066 Wrocław) or electronically to [investors@xtpl.com](mailto: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.

The shareholder or shareholders should demonstrate that they have an appropriate number of shares as of the day of submitting the request, enclosing with the request a name certificate of their right to participate in the General Meeting or a certificate of deposit issued by the entity maintaining the shareholder's securities account, confirming the portion of the Company's share capital held by the shareholder(s) as is required for the purpose of submission of the above request (in paper version or in electronic version as a scan). 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 a copy, or a PDF scan to be emailed).

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).

**4.3. information about the 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.

**4.4. information about the manner of exercising voting rights through a proxy, including in particular about 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 right personally or by proxy. The proxy shall exercise all the shareholder's rights at the General Meeting, unless the power of proxy states otherwise.

The Company's 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. The Company's 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) as well as data from the shareholder's identity document: 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. A power of proxy not translated by a sworn translator into Polish shall not have any binding legal effects for the Company.

The notice of granting an electronic power of proxy by the shareholder shall be emailed to the Company's Management Board to [investors@xtpl.com](mailto:investors@xtpl.com), no later than at the end of 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 authorisation 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](mailto: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.

A template of the electronic power of proxy has been published on the Company's website at <http://xtpl.com/> under "Investor Relations".

The form of proxy document has been published at <https://ir.xtpl.com/company/general-meeting/>.

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.



Members of the Management Board and employees of the Company may act as proxies at the General Meeting. If the proxy at the General Meeting is a member of the Management Board, a member of the Supervisory Board, liquidator or employee of the Company, the power of proxy may authorize its holder to represent the shareholder at one General Meeting only. The proxy is required to disclose to the shareholder the circumstances indicating any actual or potential conflict of interests. In such a case, no power of substitution may be granted, and the proxy shall vote in accordance with the instructions obtained from the shareholder. The Company may, at its discretion, enable a shareholder who is a natural person to grant a power of attorney to participate in the General Meeting and exercise voting rights to an employee of the Company designated for this purpose. A shareholder interested in the possibility of using such a solution should report to the Company no later than three days before the General Meeting by sending an e-mail to [investors@xtpl.com](mailto:investors@xtpl.com).

**4.5. 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.

**4.6. 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.

**4.7. 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.

**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/company/general-meeting/> and at the Company's registered office in Wrocław (54-066) at ul. Stabłowicka 147.

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 website <https://ir.xtpl.com/company/general-meeting/>

.

**7. Appendices:**

- 7.1. Draft resolutions
- 7.2. Opinion of the Management Board
- 7.3. List of changes of Articles of Association
- 7.4. Form of proxy
- 7.5. Template of the power of proxy for a shareholder who is a natural person
- 7.6. Template of the power of proxy for a shareholder who is not a natural person
- 7.7. Information on the number of shares and votes