



Draft resolutions for the Annual General Meeting of XTPL S.A. on June 27, 2025:

**Resolution No. 01/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on the election of the Chair of the Annual General Meeting**

1. 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.
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. 02/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on the adoption of the agenda of the Extraordinary General Meeting**

1. The Annual 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 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) Consideration of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year 2024.
 - 6) Consideration of the standalone financial statements of XTPL S.A. for the financial year 2024, taking into account the report of the independent auditor on the audit of the standalone financial statements.
 - 7) Consideration of the consolidated financial statements of the XTPL group for the financial year 2024, including the independent auditor's report on the audit of the consolidated financial statements.
 - 8) Consideration of the Management Board's proposal regarding the covering of the loss of XTPL S.A. for the financial year 2024
 - 9) Consideration of the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024, as well as the results of the evaluation conducted by the Supervisory Board of the financial statements and the Management Board's report on operations for the financial year 2024.
 - 10) Adopting a resolution on the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024.
 - 11) Adoption of a resolution on the approval of the Management Board's report on the activities of XTPL S.A. and XTPL group for the financial year 2024.
 - 12) Adoption of a resolution on the approval of the standalone financial statements of XTPL S.A. for the financial year 2024.
 - 13) Adoption of a resolution on the approval of the consolidated financial statements of XTPL group for the financial year 2024.
 - 14) Adoption of a resolution on the coverage of XTPL S.A.'s loss for the financial year 2024.
 - 15) Adoption of resolutions on granting the members of the Management Board of XTPL S.A. discharge for the performance of their duties in 2024.
 - 16) Adoption of resolutions on granting the members of the Supervisory Board of XTPL S.A. discharge for the performance of their duties in 2024.
 - 17) Discussion of 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 404 § 1 of the Commercial Companies Code.



**Resolution No. 03/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025**

on approval of the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024.

1. The Annual General Meeting of XTPL S.A., after reviewing the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024, as well as the results of the assessment conducted by the Supervisory Board of the financial statements and the Management Board's report on activities for the financial year 2024, hereby fully approves the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution is justified by the content of the Best Practice for GPW Listed Companies 2021.



**Resolution No. 04/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on the approval of the Management Board's report on the activities of XTPL S.A. and XTPL group for the financial year
2024**

1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the Management Board's report on the activities of XTPL S.A. and the XTPL group for the financial year 2024 (covering the period from January 1, 2024 to December 31, 2024), the Annual General Meeting of XTPL S.A., taking into account the results of the report's evaluation conducted by the Supervisory Board of XTPL S.A., approves in full the Management Board's report on the activities of XTPL S.A. and XTPL group for the financial year 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution is justified by the provisions of Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code.



**Resolution No. 05/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on the approval of the standalone financial statements of XTPL S.A. for the financial year 2024**

1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the standalone financial statements of XTPL S.A. for the financial year 2024 (covering the period from January 1, 2024, to December 31, 2024), the Annual General Meeting of XTPL S.A., taking into account the results of the report evaluation conducted by the Supervisory Board of XTPL S.A., as well as the content of the independent auditor's report on the audit of the standalone financial statements hereby approves in full the standalone financial statements of XTPL S.A. for the financial year 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution is justified by the provisions of Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code.



**Resolution No. 06/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on the approval of the consolidated financial statements
of XTPL group for the financial year 2024.**

1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the standalone financial statements of XTPL S.A. for the financial year 2024 (covering the period from January 1, 2024, to December 31, 2024), the Annual General Meeting of XTPL S.A., taking into account the results of the report evaluation conducted by the Supervisory Board of XTPL S.A., as well as the content of the independent auditor's report on the audit of the consolidated financial statements, hereby approves in full the consolidated financial statements of XTPL Group for the financial year 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution is justified by the provisions of Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code.

**Resolution No. 07/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on the coverage of the loss of XTPL S.A. for the financial year 2024**

1. After considering the Management Board's motion to cover the loss for the financial year 2024, taking into account the results of the assessment of this proposal made by the Supervisory Board of XTPL S.A., pursuant to Article 395 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. Shareholders resolves that the net loss for the financial year 2024 in the amount of PLN -20,864 thousand (minus twenty million eight hundred and sixty-four thousand zlotys) will be covered from the supplementary capital of XTPL S.A.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on loss coverage is justified by the content of Article 395 § 2 point 2 of the Commercial Companies Code.



**Resolution No. 08/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Filip Granek**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Filip Granek discharge for the performance of his duties as President of the Management Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Management Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.



**Resolution No. 09/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Jacek Olszański**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Jacek Olszański discharge for the performance of his duties as Member of the Management Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Management Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.

**Resolution No. 10/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Wiesław Rozłucki**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Wiesław Rozłucki discharge for the performance of his duties as Chairman of the Supervisory Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Supervisory Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.



**Resolution No. 11/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Bartosz Wojciechowski**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Bartosz Wojciechowski discharge for the performance of his duties as Deputy Chairman of the Supervisory Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Supervisory Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.



**Resolution No. 12/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Agata Gładysz-Stańczyk**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Agata Gładysz-Stańczyk discharge for the performance of her duties as Member of the Supervisory Board of XTPL S.A. for the period from June 28, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Supervisory Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.



**Resolution No. 13/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Beata Turlejska**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Beata Turlejska discharge for the performance of her duties as Member of the Supervisory Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Supervisory Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.



**Resolution No. 14/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Piotr Lembas**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting has decided to grant discharge to Piotr Lembas for the performance of his duties as Member of the Supervisory Board of XTPL S.A. in the period from January 1, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Supervisory Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.



**Resolution No. 15/06/2025
of the Annual General Meeting
of XTPL S.A. with its registered office in Wrocław
of June 27, 2025
on granting discharge to Herbert Wirth**

1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting has decided to grant discharge to Herbert Wirth for the performance of his duties as Member of the Supervisory Board of XTPL S.A. in the period from January 1, 2024 to December 31, 2024.
2. The resolution is effective immediately.

Rationale:

The adoption of the resolution on granting discharge to a member of the Supervisory Board is necessary due to the provisions of Article 393 point 1 and Article 395 § 2 item 3 of the Commercial Companies Code.