

DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING
OF XTPL S.A., A JOINT STOCK COMPANY WITH ITS REGISTERED OFFICE IN WROCŁAW
OF 30 JUNE 2020 WITH A RATIONALE

**Resolution No. 01/06/2020
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 2020
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. 02/06/2020
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 2020
on the adoption of the agenda of the Annual 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 2019.
6. Considering the stand-alone financial statements of XTPL S.A. for the financial year of 2019.
7. Considering the consolidated financial statements of XTPL Group for the financial year of 2019.
8. Considering the Management Board's proposal on the covering of the loss for the financial year of 2019.
9. Considering the report on the activities of the Supervisory Board of XTPL S.A. for the financial year of 2019 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 2019.

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 2019.
11. Adopting a resolution on approval of the stand-alone financial statements of XTPL S.A. for the financial year of 2019.
12. Adopting a resolution on approval of the consolidated financial statements of XTPL S.A. for the financial year of 2019.
13. Adopting a resolution on covering of the loss of XTPL S.A. for the financial year of 2019.
14. Adopting resolutions on grating discharge to the Management Board members of XTPL S.A. for performance of their duties in 2019.
15. Adopting resolutions on grating discharge to the Supervisory Board members of XTPL S.A. for performance of their duties in 2019.
16. Adopting a resolution on appointment of Supervisory Board Members for a new term of office.
17. Discussion about a draft remuneration policy.
18. Passing a resolution on adoption of a remuneration policy.
19. Closing the General Meeting.

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. 03/06/2020
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 2020
on approval of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year of 2019.**

§ 1

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

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 2019 (covering the period from 1 January 2019 to 31 December 2019), 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 2019.

§ 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. 04/06/2020
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 2020
on approval of the stand-alone financial statements
for the financial year of 2019.**

§ 1

Approval of the stand-alone financial statements for the financial year of 2019

Based on Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, after considering the stand-alone financial statements of XTPL S.A. for the financial year of 2019 (covering the period from 1 January 2019 to 31 December 2019), 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 entire stand-alone financial statements of XTPL S.A. for the financial year of 2019, including:

- a) an introduction to the financial statements;
- b) the statement of financial position prepared as at 31 December 2019, which on the assets and liabilities side shows an amount of PLN 8,792 thousand;
- c) the statement of comprehensive income the period from 1 January 2019 to 31 December 2019, showing a net loss of PLN 24,678 thousand;
- d) the statement of cash flows for the period from 1 January 2019 to 31 December 2019 showing a net change of cash and cash equivalents of PLN -1,384 thousand and the amount of cash and cash equivalents of PLN 4,154 thousand as at 31 December 2019;
- e) the statement of changes in equity for the period from 1 January 2019 to 31 December 2019, showing equity of PLN 6,892 thousand as at 31 December 2019;
- f) notes and explanations.

§ 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. 05/06/2020
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 2020
on approval of the consolidated financial statements
of XTPL Group for the financial year of 2019**

§ 1

Approval of the consolidated financial statements for the financial year of 2019

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 2019 (covering the period from 1 January 2019 to 31 December 2019), 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 of 2019, including:

- a) an introduction to the financial statements;
- b) the statement of financial position prepared as at 31 December 2019, which on the assets and liabilities side shows an amount of PLN 8,838 thousand;
- c) the statement of comprehensive income the period from 1 January 2019 to 31 December 2019, showing a net loss of PLN 24,198 thousand;
- d) the statement of cash flows for the period from 1 January 2019 to 31 December 2019 showing a net change of cash and cash equivalents of PLN -1,331 thousand and the amount of cash and cash equivalents of PLN 4,207 thousand as at 31 December 2019;
- e) the statement of changes in equity for the period from 1 January 2019 to 31 December 2019, showing equity of PLN 6,907 thousand as at 31 December 2019;
- f) notes and explanations.

§ 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. 06/06/2020
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 2020
on covering of the loss of XTPL S.A. for the financial year of 2019.**

§ 1

Covering the loss

Having considered the Management Board's proposal re the covering of the loss for the financial year of 2019, taking into account the results of the assessment of that proposal by 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 24,678 thousand (twenty four million six hundred and seventy eight thousand PLN) for the financial year of 2019 will be covered as follows:

- a. the amount of PLN 13,026 thousand (thirteen million twenty six thousand PLN) to be covered from the reserve capital of XTPL S.A.
- b. the amount of PLN 11,652 thousand (eleven million six hundred and fifty two thousand PLN) to be 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. 07/06/2020
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 2020
on granting discharge to Filip Granek**

§ 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 2019 to 31 December 2019.

§ 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. 08/06/2020
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 2020
on granting discharge to Maciej Adamczyk**

§ 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 2019 to 31 December 2019.

§ 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. 09/06/2020
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 2020**

on granting discharge to Wiesław Rozłucki

§ 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 2019 to 31 December 2019.

§ 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. 10/06/2020
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 2020
on granting discharge to Bartosz Wojciechowski**

§ 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 2019 to 31 December 2019.

§ 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. 11/06/2020
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 2020
on granting a discharge to Konrad Pankiewicz**

§ 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 2019 to 31 December 2019.

§ 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. 12/06/2020
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 2020
on granting discharge to Sebastian Młodziński**

§ 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 2019 to 31 December 2019.

§ 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. 13/06/2020
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 2020
on granting discharge to Piotr Lembas**

§ 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 2019 to 31 December 2019.

§ 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. 14/06/2020
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 2020
on appointment of Supervisory Board Members for a new term of office**

§ 1
Appointment of Supervisory Board members

Pursuant to Article 385 § 1 of the Commercial Companies Code, and in conjunction with § 17.1 and § 17.2 of the Company's Articles of Association, the Annual General Meeting of XTPL S.A. hereby decides that the Supervisory Board of the next term of office shall consist of [•] Members, and appoints the following persons to the Supervisory Board of XTPL S.A. of the next joint term of office:

[•]

§ 2
Entry into force

The resolution shall enter into force immediately.

Rationale:

A resolution on appointment of Members of the Supervisory Board is necessary due to the expiration of the term of office and the mandate of the current Members of the Supervisory Board. The body authorised to appoint Members of the Supervisory Board is the General Meeting, pursuant to Article 385 § 1 of the Commercial Companies Code.

**Resolution No. 15/06/2019
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 2020
on adoption of a remuneration policy**

§ 1

Adoption of a remuneration policy

Based on Article 90d(1) of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organized trading and public companies, the Annual General Meeting of Shareholders of XTPL S.A. adopts the remuneration policy attached to this resolution.

§ 2

Revocation of the remuneration policy

The existing remuneration policy of XTPL S.A. is hereby revoked in its entirety.

§ 3

Entry into force

The resolution shall enter into force immediately.

Rationale:

The obligation to pass a resolution on the adoption of the remuneration policy arises from the obligation provided for in Article 90d of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organized trading and public companies.

APPENDIX: Remuneration Policy