PROXY VOTE FORM

(this form shall not replace the power of proxy document)

(place, date)

Shareholder's name/ name and surname:

Shareholder's address:

KRS number/ NIP/ Other registry number of the shareholder*:

Shareholder's PESEL*:

Contact email:

Contact phone number:

("Shareholder")

Proxy's name/ name and surname*:

Proxy's address:

KRS number/ NIP/ Other registry number of the proxy:

Proxy's PESEL number*:

Proxy's identity document no.:

Contact email:

Contact phone number:

("Proxy")

The proxy vote form enables the shareholder to place instructions on how to vote at the general meeting. The Company shall not verify whether the Proxies exercise their voting rights in accordance with the instructions they have received from the Shareholder.

INSTRUCTION ON THE EXERCISE OF VOTING RIGHTS BY A PROXY
at the Extraordinary General Meeting
of XTPL S.A. with its registered office in Wrocław
convened for October 19, 2026

EXPLANATIONS:

Shareholders are requested to issue instructions by putting an "X" in the appropriate field and stating the number of shares, from which voting on the resolution will take place.

If the "Instruction text" or "Objection text" field is left blank, the Shareholder is requested to cross it out.

If the "Instruction content" is completed, the Shareholder is asked to provide in this field detailed instructions regarding the exercise of voting rights by a proxy, also in the event of submitting other draft resolutions by the Company's shareholders, including in the event of reporting any changes to the draft resolutions corresponding to particular items of the meeting agenda.

In the event of voting against a given resolution, the Shareholder may object below and ask for putting the objection on the record. In such a case, the Shareholder is requested to enter the content of the objection "Objection text" field.

The Issuer notes that the content of the draft resolutions attached to this form may differ from the content of the draft resolutions published on the Issuer's website and from the final text of the resolution subject to the vote. For the avoidance of doubt as to how the proxy should vote in such a case, we recommend specifying in the field "Instruction content in the event of a different draft resolution" how the proxy should act in such a situation.

The Issuer requests the Shareholder to sign each page of the form if the form is in writing.

* delete if not applicable

Resolution No. 01/10/2026
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of October 19, 2026
on the election of the EGM Chair

§ 1

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

§ 2

The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
☐	☐	☐	☐	☐
Number of shares: ________	Number of shares: ________	Number of shares: ________		Number of shares: ________

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions on how to vote by proxy if the content of the draft resolution attached
to this form differs from the content of the resolution voted on at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 02/10/2026
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of October 19, 2026
on the adoption of the agenda of the General Meeting

§ 1

The Extraordinary General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław ("Company") 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. Presenting the opinion of the Management Board of XTPL S.A. explaining the reasons for the full disapplication of shareholders' pre-emptive rights in respect of the Series Z shares and setting out the proposed issue price of the Series Z shares.
6. Adopting a resolution on increasing the Company's share capital through the issue of Series Z ordinary bearer shares by way of a private placement carried out through a public offering, with the existing shareholders' pre-emptive rights fully disapplied, amending the Company's Articles of Association, applying for the admission and introduction of the Series Z Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., dematerializing the Series Z Shares, and authorizing the conclusion of an agreement for the registration of the Series Z Shares with the securities depository.
7. Presenting the opinion of the Management Board of XTPL S.A. on the draft resolution amending the Company's Articles of Association to authorize the Management Board to increase the Company's share capital within the authorized capital, with the option for the Management Board to fully disapply shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each share capital increase within the authorized capital, subject to the prior approval of the Supervisory Board, setting out the reasons for the disapplication of pre-emptive rights in respect of shares and subscription warrants issued within the authorized capital and the method of determining their issue price.
8. Adopting a resolution on amending the Company's Articles of Association by authorizing the Company's Management Board to increase the Company's share capital within the authorized capital, with the option for the Management Board to fully disapply shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each share capital increase within the authorized capital, subject to the prior approval of the Supervisory Board.
9. Closing the General Meeting.

§ 2

The resolution is effective immediately.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
☐	☐	☐	☐	☐
Number of shares: ________	Number of shares: ________	Number of shares: ________		Number of shares: ________

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions on how to vote by proxy if the content of the draft resolution attached to this form differs from the content of the resolution voted on at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 03/10/2026
of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of October 19, 2026
on increasing the Company's share capital through the issue of Series Z ordinary bearer shares by way of a private placement carried out through a public offering, with the existing shareholders' pre-emptive rights fully disapplied, amending the Company's Articles of Association, applying for the admission and introduction of the Series Z Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., dematerializing the Series Z Shares, and authorizing the conclusion of an agreement for the registration of the Series Z Shares with the securities depository.

§ 1

1. The Extraordinary General Meeting of the company operating under the name XTPL Spółka Akcyjna, with its registered office in Wrocław (the "**Company**"), acting pursuant to Articles 431, 432 and 433 of the Polish Commercial Companies Code, resolves to increase the Company's share capital from PLN 294,987.70 (two hundred and ninety-four thousand nine hundred and eighty-seven zlotys and seventy groszy) to an amount not less than PLN 314,833.90 (three hundred and fourteen thousand eight hundred and thirty-three zlotys and ninety groszy) and not more than PLN 334,987.70 (three hundred and thirty-four thousand nine hundred and eighty-seven zlotys and seventy groszy), i.e., by an amount not less than PLN 19,846.20 (nineteen thousand eight hundred and forty-six zlotys and twenty groszy) and not more than PLN 40,000.00 (forty thousand zlotys and zero groszy), through the issue of not fewer than 198,462 (one hundred and ninety-eight thousand four hundred and sixty-two) and not more than 400,000 (four hundred thousand) Series Z ordinary bearer shares, with a nominal value of PLN 0.10 (ten groszy) each (the "**Series Z Shares**").
2. The issue of Series Z Shares will take place in the form of a private placement within the meaning of Article 431 § 2(1) of the Commercial Companies Code, solely on the territory of the Republic of Poland, through a public offering ("**Public Offering**") for which no prospectus needs to be drawn up, approved or published in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC ("**Regulation 2017/1129**").
3. The Public Offering will be addressed to selected by the Management Board: (i) qualified investors within the meaning of Article 2(e) of Regulation 2017/1129 or (ii) no more than 149 natural or legal persons other than qualified investors (subject to the limits arising from applicable law), and therefore, pursuant to Article 1(4)(a) and (b), respectively, of Regulation 2017/1129, the conduct of the Public Offering does not require the preparation, approval or publication of a prospectus.
4. The Public Offering will be conducted exclusively outside the territory of the United States of America pursuant to applicable exemptions from the registration requirements under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), in accordance with Regulation S promulgated thereunder (as amended), The Series Z Shares have not been and will not be registered under the U.S. Securities Act and will not be offered or sold in the United States of America or to investors who are "U.S. persons" or who are acting for the account or benefit of U.S. persons, as defined in Regulation S. The Series Z Shares will participate in dividends on the following terms:

5.

a) Series Z Shares recorded for the first time in a securities account or an omnibus account no later than on the dividend date set in the resolution of the General Meeting on the distribution of profit will participate in the dividend starting from the profit for the previous financial year, i.e. from January 1 of the financial year directly preceding the year in which such shares were recorded for the first time in the securities account or omnibus account;

b) Series Z Shares recorded for the first time in the securities account or omnibus account on a day falling after the dividend date set in the resolution of the General Meeting on the distribution of profit will participate in the dividend starting from the profit for the financial year in which such shares were recorded for the first time in the securities account or omnibus account, i.e. from January 1 of that financial year.

6. The Series Z Shares will be fully paid for in cash before the increase in the Company's share capital is registered in the Register of Entrepreneurs of the National Court Register. The excess of the issue price at which the Series Z Shares will be subscribed for over their nominal value will be transferred in full to the Company's supplementary capital.
7. The issue price of the Series Z Shares is PLN 65.00 (sixty-five zlotys and zero groszy) per Series Z Share.
8. Subscription agreements for Series Z Shares will be concluded by the Company until October 31, 2026.

§ 2

1. The Extraordinary General Meeting of the company operating under the name XTPL Spółka Akcyjna, with its registered office in Wrocław, acting pursuant to Article 433 § 2 of the Polish Commercial Companies Code, having considered the written opinion of the Company's Management Board explaining the reasons for the full disapplication of shareholders' pre-emptive rights in respect of the Series Z Shares and setting out the proposed issue price of the Series Z Shares, and having determined that this is in the interest of the Company and its shareholders, hereby fully disapplies the shareholders' pre-emptive rights in respect of the Series Z Shares.
2. The written opinion of the Company's Management Board explaining the reasons for the full disapplication of shareholders' pre-emptive rights in respect of the Series Z Shares and setting out the proposed issue price of the Series Z Shares constitutes an appendix to this resolution.

§ 3

1. The Management Board of the Company is hereby authorized and empowered to take all actions related to the increase in the share capital and to determine the detailed terms and conditions of subscription for Series Z Shares, including:
   1) Determining the content of the subscription agreements for the Series Z Shares.
   2) Selecting the investors to whom the Series Z Shares will be offered, determinining the number of Series Z Shares offered to each investor, and entering into share subscription agreements with them;
   3) Determining the rules for payment for Series Z Shares;
   4) Determining the dates for issuing and subscribing for Series Z Shares, taking into account the time period specified in § 1(8);
   5) Determining the other terms of the issue of the Series Z Shares not provided for in this resolution, including, in particular, determining that the issue of the Series Z Shares will be conducted in a manner allowing the

Company's shareholders holding at least 0.5% of the total number of the Company's shares (each individually) as of the end of the record date for participation in this Extraordinary General Meeting (the "**Eligible Investors**") to exercise priority in subscribing for the Series Z Shares in a number sufficient to enable each Eligible Investor to maintain a percentage interest in the total number of votes at the General Meeting of the Company that is not lower than the percentage interest held by such Eligible Investor as of the end of the record date for participation in this Extraordinary General Meeting. The foregoing will apply provided that the Eligible Investors submit declarations of interest in subscribing for the Series Z Shares and subsequently accept the offers to subscribe for the Series Z Shares addressed to them. The submission of an offer to subscribe for the Series Z Shares shall be at the sole discretion of the Company's Management Board, provided that the Management Board shall use due care to offer the Series Z Shares to those Eligible Investors who meet the conditions set out above, if the settlement of the subscription for the Series Z Shares by a given Eligible Investor can be technically completed within the timeframe specified by the Company's Management Board.

6) Deciding not to implement this resolution, including not to proceed with the issuance of the Series Z Shares, and to suspend, resume, withdraw or cancel the offering of the Series Z Shares where this is deemed to be in the Company's best interest.

2. The Company's Management Board is authorized to decide to close the subscription for the Series Z Shares before the expiration of the maximum period for entering into agreements to subscribe for the Series Z Shares specified in § 1(8) of this resolution, including where the agreements to subscribe for the Series Z Shares entered into as of the time of such decision do not cover the subscription for all of the Series Z Shares being issued (the maximum number of Series Z Shares offered), provided that at least the minimum number of Series Z Shares specified in § 1(1) of this resolution has been subscribed for, if, in the opinion of the Company's Management Board, continuing the subscription process would not result in the subscription for a greater number of Series Z Shares or could adversely affect the Company's ability to obtain financing from other sources.

§ 4

The Management Board of the Company is hereby authorized and empowered to take all necessary acts in law and acts in fact, including the submission of appropriate applications and notifications, related to the issue of the Series Z Shares.

§ 5

1. The Series Z Shares will be uncertificated securities and will be subject to dematerialization within the meaning of the Act of July 29, 2005 on Trading in Financial Instruments, i.e. registration with the securities depository operated by Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) ("**KDPW**").
2. An application will be made for the Series Z Shares to be admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange ("**WSE**"), after meeting the relevant criteria and conditions resulting from the applicable provisions of law and WSE regulations enabling the admission and introduction of the Series Z Shares to trading on that market.
3. The Management Board of the Company is hereby authorized to conclude an agreement with the KDPW on the

registration of the Series Z Shares in the securities depository operated by the KDPW.

4. The Management Board of the Company is hereby authorized to submit applications required by the WSE regulations in order to admit and introduce the Series Z Shares to trading on the regulated market.

§ 6

In connection with the increase in the Company's share capital through the issue of the Series Z Shares, § 5(1) and (2) of the Company's Articles of Association are amended to read as follows:

„§ 5. Share capital

1. The share capital is not lower than PLN 314,833.90 (three hundred and fourteen thousand eight hundred and thirty-three zlotys and ninety groszy) and not higher than PLN 334,987.70 (three hundred and thirty-four thousand nine hundred and eighty-seven zlotys and seventy groszy) and is divided into not fewer than 3,148,339 (three million one hundred and forty-eight thousand three hundred and thirty-nine) and not more than 3,349,877 (three million three hundred and forty-nine thousand eight hundred and seventy-seven) ordinary bearer shares, with a nominal value of PLN 0.10 (ten groszy) each.

2. The share capital is divided as follows:

1) 670,000 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 67,000.00 (sixty-seven thousand zlotys and 00/100);

2) 300,000 (three hundred thousand) series B shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);

3) 30,000 (thirty thousand) series C shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 3,000.00 (three thousand zlotys and 00/100);

4) 198,570 (one hundred and ninety eight thousand five hundred and seventy) series D shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 19,857.00 (nineteen thousand eight hundred and fifty seven zlotys and 00/100);

5) 19,210 (nineteen thousand two hundred and ten) series E shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);

6) 19,210 (nineteen thousand two hundred and ten) series F shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);

7) 68,720 (sixty eight thousand seven hundred and twenty) series G shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100);

8) 68,720 (sixty eight thousand seven hundred and twenty) series H shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872.00 (six thousand eight hundred and seventy-two zlotys and 00/100);

9) 10,310 (ten thousand three hundred and ten) series I shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);

10) 5,150 (five thousand one hundred fifty) series J shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 515.00 (five hundred and fifteen zlotys and 00/100);

11) 10,310 (ten thousand three hundred and ten) series K shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);

12) 140,020 (one hundred and forty thousand and twenty) series L shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and 00/100);

13) 155,000 (one hundred and fifty five thousand) series M shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 15,500 (fifteen thousand five hundred and 00/100);

14) 47,000 (forty seven thousand) series N shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);

15) 41,400 (forty one thousand four hundred) series O shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,140 (four thousand one hundred and forty zlotys and 00/100);

16) 42,602 (forty two thousand six hundred and two) series P shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,260.20 (four thousand two hundred and sixty zlotys and 20/100);

17) 78,000 (seventy eight thousand) series S shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 7,800.00 (seven thousand eight hundred zlotys and 00/100);

18) 125,000 (one hundred and twenty five thousand) series T shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 12,500 (twelve thousand five hundred zlotys);

19) 45,655 (forty-five thousand six hundred and fifty-five) series U shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,565.50 (four thousand five hundred and sixty-five zlotys and 50/100);

20) 275,000 (two hundred and seventy-five thousand) series V shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 27,500.00 (twenty-seven thousand five hundred zlotys).

21) 300,000 (three hundred thousand) series X shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);

22) 300,000 (three hundred thousand) series Y shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);

23) not fewer than 198,462 (one hundred and ninety-eight thousand four hundred and sixty-two) and not more than 400,000 (four hundred thousand) Series Z Shares, with a nominal value of PLN 0.10 (ten groszy) per share and an aggregate nominal value of not less than PLN 19,846.20 (nineteen thousand eight hundred and forty-six zlotys and twenty groszy) and not more than PLN 40,000.00 (forty thousand zlotys and zero groszy)."

§ 7

The Company's Management Board is hereby authorized to make a statement on the amount of the share capital subscribed for as a result of the share capital increase referred to in § 1(1) above, in order to adjust the amount of the share capital specified in the Company's Articles of Association in accordance with Article 310 § 2 and § 4 in conjunction with Article 431 § 7 of the Polish Commercial Companies Code.

§ 8

Acting on the basis of Article 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. authorizes the Company's Supervisory Board to prepare a consolidated text of the Company's Articles of Association, taking into account the amendment to the Articles of Association made hereunder relating to increasing the Company's share capital.

§ 9

The Resolution shall enter into force immediately, except that with regard to the amendments to the Articles of Association it shall become effective upon registration of the amendments by the registry court.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
☐	☐	☐	☐	☐
Number of shares: ________	Number of shares: ________	Number of shares: ________		Number of shares: ________

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions on how to vote by proxy if the content of the draft resolution attached to this form differs from the content of the resolution voted on at the General Meeting:

Instructions if the draft resolution is different:

Other comments:

Resolution No. 04/10/2026

of the Extraordinary General Meeting
of XTPL S.A., a joint stock company with its registered office in Wrocław
of October 19, 2026
on amending the Company's Articles of Association by authorizing the Company's Management Board to increase the Company's share capital within the authorized capital, with the option for the Management Board to fully disapply shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each share capital increase within the authorized capital, subject to the prior approval of the Supervisory Board.

§ 1

1. The Extraordinary General Meeting of the company operating under the name XTPL Spółka Akcyjna, with its registered office in Wrocław (the "**Company**"), hereby authorizes the Company's Management Board, for a period ending no later than October 18, 2029, to increase the Company's share capital through one or more successive issues of new ordinary bearer shares with an aggregate nominal value not exceeding PLN 60,000 (sixty thousand zlotys), on the terms set forth in this resolution.
2. *The Extraordinary General Meeting of the Company, acting pursuant to Articles 430 § 1, 444, 446 § 2, 447 §§ 1 and 2, in conjunction with Article 433 § 2 of the Polish Commercial Companies Code, in connection with authorizing the Company's Management Board to increase the Company's share capital within the authorized capital, hereby amends the Company's Articles of Association by adding a new § 5d after § 5c of the Articles of Association, with the following wording:*

„§ 5d

Authorized capital

1. The Management Board is authorized to increase the Company's share capital through the issue of no more than 600,000 (six hundred thousand) new ordinary bearer shares, with a nominal value of PLN 0.10 (ten groszy) each and an aggregate nominal value not exceeding PLN 60,000.00 (sixty thousand zlotys), through one or more increases of the share capital within the limits set forth above (the "**Authorized Capital**").
2. The authorization of the Management Board to increase the Company's share capital and issue new shares within the Authorized Capital will expire on October 18, 2029.
3. *As part of the authorization to increase the Company's share capital within the Authorized Capital, the Management Board is authorized to issue subscription warrants referred to in Article 453 § 2 of the Polish Commercial Companies Code, with the exercise period for the rights to subscribe for shares expiring no later than on the date on which the authorization referred to in Section 2 expires.*
4. *The new shares issued within the Authorized Capital may be subscribed for solely in exchange for cash contributions.*
5. *The approval of the Supervisory Board is required for the Management Board to determine the issue price of shares issued within the Authorized Capital.*
6. *With the approval of the Supervisory Board, the Company's Management Board may fully or partially disapply the existing shareholders' pre-emptive rights in respect of newly issued shares, as well as subscription warrants issued within the Authorized Capital.*
7. *The Management Board shall decide on all other matters relating to an increase in the Company's share capital within the Authorized Capital, and in particular, the Company's Management Board is authorized to:*

a) *determine the terms of the issue of shares, including the type and method of subscription, the dates for opening and closing the subscription or entering into share subscription agreements, the number of shares issued within a given series, and the allocation terms;*
b) *determine the date from which the shares will participate in dividends;*
c) *in the case of an issue of shares with pre-emptive rights of the Company's existing shareholders – determine the detailed terms for the exercise of such pre-emptive rights by the shareholders;*
d) *apply for the admission and introduction of the shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.;*
e) *dematerialize the shares, and enter into agreements with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) for the registration of the shares;*

§ 2

1. The Extraordinary General Meeting of XTPL S.A., acting pursuant to Article 433 § 2 in conjunction with Article 447 § 2 of the Polish Commercial Companies Code, having reviewed the opinion of the Management Board of XTPL S.A., attached to this resolution, on the draft resolution amending the Company's Articles of Association to authorize the Management Board to increase the Company's share capital within the Authorized Capital, with the option for the Management Board to fully or partially disapply shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each increase in the Company's share capital within the Authorized Capital, subject to the prior approval of the Supervisory Board, which opinion sets out the reasons for the disapplication of pre-emptive rights in respect of shares and subscription warrants issued within the Authorized Capital and the method of determining their issue price, having determined that this is in the interest of the Company and its shareholders, hereby authorizes the Management Board, subject to the approval of the Supervisory Board, to fully or partially disapply the shareholders' pre-emptive rights in respect of shares and subscription warrants in connection with each increase in the Company's share capital within the Authorized Capital.

§ 3

1. The authorization granted to the Company's Management Board under this resolution to increase the Company's share capital within the Authorized Capital is intended to provide the Management Board with legal instruments enabling the Company to obtain equity financing in the fastest and most efficient manner possible, while allowing the Management Board to adjust the timing and size of future share issues to current market conditions and the Company's financing needs. The authorization to increase the Company's share capital within the Authorized Capital will reduce the time required to obtain financing and lower the associated costs.
2. The content of Section 1 above constitutes the rationale for this resolution, as required under Article 445 § 1 of the Polish Commercial Companies Code.

§ 4

Acting on the basis of Article 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. authorizes the Company's Supervisory Board to prepare a consolidated text of the Company's Articles of Association, taking into account the amendment to the Articles of Association made hereunder.

§ 5

The Resolution shall enter into force immediately, except that with regard to the amendments to the Articles of Association it shall become effective upon registration of the amendments by the registry court.

VOTING INSTRUCTIONS:

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion
☐	☐	☐	☐	☐
Number of shares: ________	Number of shares: ________	Number of shares: ________		Number of shares: ________

In the event of voting against a resolution, the Shareholder may object below and ask for putting the objection on the record.

Objection text:

Instructions on how to vote by a proxy on adopting a Resolution.

Instruction text:

Instructions on how to vote by proxy if the content of the draft resolution attached
to this form differs from the content of the resolution voted on at the General Meeting:

Instructions if the draft resolution is different:

Other comments:
