

DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
OF XTPL S.A., A JOINT STOCK COMPANY WITH ITS REGISTERED OFFICE IN WROCŁAW
OF 5 NOVEMBER 2020 WITH A RATIONALE

**Resolution No. 01/11/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 5 November 2020
on the election of the Chairman
of the Extraordinary General Meeting**

§ 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 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 General Meeting results from Article 409 §1 of the Commercial Companies Code.

**Resolution No. 02/11/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 5 November 2020
on the 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 ("XTPL S.A." or the "Company") hereby adopts the following agenda:

- 1) Opening the Extraordinary General Meeting.
- 2) Electing the Chairman of the Extraordinary 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 amendments to the Remuneration Policy for Members of the Management Board and the Supervisory Board of XTPL S.A.
- 6) Adopting a resolution on determining the remuneration of the Deputy Chairman of the Supervisory Board of the Company.

- 7) Adopting a resolution on appointment of a Supervisory Board Member.
- 8) Adopting a resolution on the method of covering the costs of convening and holding the General Meeting.
- 9) AOB.
- 10) Closing the Extraordinary General Meeting.

§ 2

The resolution shall enter into force immediately.

Rationale:

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

**Resolution No. 03/11/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 5 November 2020
on amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board
of XTPL S.A.**

§ 1

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 Extraordinary General Meeting of XTPL S.A. hereby amends the Remuneration Policy for Members of the Management Board and the Supervisory Board of XTPL S.A., adopted by Resolution No. 15/06/2019 of the Annual General Meeting of 30 June 2020 so that section 5.2 shall read as follows:

“5.2. For performance of their respective functions, members of the Company's supervisory board receive remuneration in the form of a fixed monthly amount determined by a resolution of the Company's general meeting. The amount of the remuneration payable to the chairman, deputy chairmen and members of the Company's supervisory board, including those who serve as members of the Company's audit committee, may vary.

§ 2

The consolidated text of the Remuneration Policy for Members of the Management Board and Supervisory Board of XTPL S.A. is hereby adopted, with the amendments specified in § 1, in the wording as given in the appendix to this resolution.

§ 3

The resolution is effective immediately.

[appendix in a separate file]

Rationale for the resolution:

The right to amend the remuneration policy is vested in the General Meeting 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 only proposed change is adding to the remuneration policy a provision whereby the remuneration of deputy chairmen of the Supervisory Board may differ from the remuneration of other members of the Supervisory Board, which in the opinion of the Management Board is justified taking into account the Company's rapid development and the professionalization of its Supervisory Board.

**Resolution No. 04/11/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 5 November 2020
on determining the remuneration of the Deputy Chairman of the Supervisory Board of the Company.**

§ 1

Pursuant to § 15(1)(1) of the Company's Articles of Association, the Extraordinary General Meeting of XTPL S.A. hereby decides to grant a monthly remuneration for the Deputy Chairman of the Supervisory Board in the amount of PLN 2,000.00 (two thousand zlotys) gross. The remuneration of the Deputy Chairman shall not be combined with the remuneration determined for the Supervisory Board Member.

§ 2

1. The remuneration referred to in § 1 shall be payable in arrears by the 10th day of the month following the month the remuneration relates to.

2. The remuneration shall be calculated in proportion to the number of days during which the function was performed if the appointment, cancellation or resignation took place during the calendar month.

§ 3

The resolution shall enter into force immediately.

Rationale for the resolution:

Determining the remuneration of Supervisory Board Members is within the powers of the General Meeting – pursuant to Article 392 § 1 of the Commercial Companies Code. In the opinion of the Management Board, in view of the rapid development of the Company and the professionalization of its Supervisory Board, it is reasonable to determine different remuneration for deputy chairmen of the Supervisory Board compared to the remuneration payable to other Supervisory Board Members.

**Resolution No. 05/11/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 5 November 2020
on the appointment of a Supervisory Board Member**

§ 1

Pursuant to § 17(1)(1) of the Company's Articles of Association, the Extraordinary General Meeting of XTPL S.A. hereby appoints [●] to the Supervisory Board of the Company in the capacity of Deputy Chairman.

§ 2

Based on Article. 386 § 2 in conjunction with Article 369 § 3 of the Commercial Companies Code and pursuant to § 17(2) of the Company's Articles of Association, [●] is appointed for a joint three-year term of office together with other Members of the Company's Supervisory Board who were appointed by Resolution

No. 16/06/2020 of the Annual General Meeting of Shareholders of XTPL S.A of 30 June 2020.

§ 3

The resolution is effective immediately.

Rationale for the resolution:

Appointment of Supervisory Board Members is within the powers of the General Meeting – pursuant to Article 385 § 1 of the Commercial Companies Code.

**Resolution No. 06/11/2020
of the Extraordinary General Meeting
of the company trading as
XTPL S.A., a joint stock company with its registered office in Wrocław
of 5 November 2020
on the method of covering the costs of convening and holding the General Meeting**

§ 1

Acting on the basis of Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of XTPL S.A. with its registered office in Wrocław hereby decides that the Company shall cover the costs of convening and holding the General Meeting on 5 November 2020.

§ 2

The resolution shall enter into force immediately.

Rationale for the resolution:

The resolution is of technical nature and is adopted due to the fact that the request to convene the General Meeting was sent to the Company by a shareholder.