

Proposal of the Management Board of XTPL S.A. regarding the coverage of the loss for the financial year 2024 and presentation of the recommendation to the Annual General Meeting of XTPL S.A.

1. Acting pursuant to Article 395 § 2 point 2 of the Commercial Companies Code, the Management Board of XTPL S.A. submits a motion to the Annual General Meeting of XTPL S.A. to cover the net loss of XTPL S.A. for the financial year 2024, in the amount of PLN -20,864 thousand (minus twenty million eight hundred and sixty-four thousand zlotys), from the supplementary capital of XTPL S.A.
2. The Management Board of XTPL S.A. recommends that the Annual General Meeting of XTPL S.A. adopt a resolution under which the net loss for the financial year 2024 will be covered from the supplementary capital of XTPL S.A.
3. Considering that the total amount of the supplementary and reserve capitals as at December 31, 2024 is PLN 61,698 thousand (sixty-one million six hundred and ninety-eight thousand zlotys) and exceeds the net loss for 2024, there is no need to adopt a resolution regarding the continued existence of the Company.

Rationale:

- I. *Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code, the General Meeting decides on the coverage of the loss. Pursuant to Article 396 § 1 of the Commercial Companies Code, a supplementary capital is created to cover the loss, with its use being decided by the general meeting – in accordance with Article 396 § 5 of the Commercial Companies Code.*
- II. *The financial statements prepared as of December 31, 2024, do not show a loss exceeding the sum of the reserve and supplementary capitals and one-third of the share capital (the net loss for the financial year amounted to PLN -20,864 thousand, whereas the sum of the reserve and supplementary capitals as of December 31, 2024, amounted to PLN 61,698 thousand). Therefore, there is no need to adopt a resolution regarding the continued existence of XTPL S.A. – in accordance with Article 397 of the Commercial Companies Code.*
- III. *Taking the above into account, it is justified to cover the loss for the 2024 financial year from the supplementary capital of XTPL S.A.*

Filip Granek – Management Board President

Jacek Olszański – Management Board Member

Wrocław, May 31, 2025